



## **JD ORGOCHEM LTD.**

(Formerly : Jaysynth Dyechem Ltd.)

CIN No. L24100MH1973PLC016908 • PAN No. AAACJ0902B

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

Tel. : 91-22-3042 3048, Fax : 91-22-3042 3434. email : [REDACTED] investor.relations@jdorgochem.com

**JDOL/SEC/AGM/20160902/002**

September 20, 2016

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

Dear Sir/Madam,

Scrip Code – 524592

Subject: **Annual Report of the Company pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In compliance with the above requirements, please find enclosed alongwith this letter the Annual Report of JD Orgochem Limited as approved by the members in the 42<sup>nd</sup> Annual General Meeting of the Company held on Monday September 19, 2016 at 10.00 a.m at Hotel Kohinoor Park, Kohinoor Corner, Veer Savarkar Marg, Opp. Siddhivinayak Temple, Prabhadevi, Mumbai – 400 025.

Kindly take note of the same.

Thanking you,  
For: JD Orgochem Limited



**Karishma Khetani**  
**Company Secretary and Compliance Officer**  
**Membership No. A40384**  
**Address: 301, Sumer Kendra, P.B. Marg, Worli, Mumbai-400 018**  
Enclosed as above



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**JD ORGOCHEM LIMITED**

**42<sup>nd</sup> Annual Report 2015-16**

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**BOARD OF DIRECTORS**

Late Mr. Sharadchandra S. Kothari  
(Chairman and Managing Director  
expired on October 11, 2015)

Mr. Mahendra K. Kothari  
(Chairman and Managing Director- w.e.f.  
November 04, 2015)

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

Mr. Nikhil S. Kothari  
(Additional Non-Executive Director  
Appointed on November 04, 2015)

Mr. Mitesh D. Sejpai  
(Independent Director)

Mr. Umesh T. Chandan  
(Independent Director)

Mrs. Bharati R. Chandan  
(Independent Woman Director  
Appointed on August 14, 2015)

Ms. Falguni K. Manek  
(Additional Independent Woman Director  
Resigned on August 10, 2015)

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Karishma Khetani (Appointed on  
February 09, 2016 )

**CHIEF FINANCIAL OFFICER**

Mr. Narendra R. Shah (Appointed on  
November 04, 2015)

**STATUTORY AUDITORS**

M/s.Maganlal & Ajay Mehta  
Chartered Accountants

**SECRETARIAL AUDITOR**

M/s. Kaushal Dalal & Associates  
Practising Company Secretary

**INTERNAL AUDITOR**

M/s. Hiren C. Sanghavi & Associates  
Chartered Accountants

**PRINCIPAL BANKERS**

HDFC Bank Limited  
Union Bank of India

**REGISTERED OFFICE**

CIN: L24100MH1973PLC016908  
301, Sumer Kendra, P. B. Marg,  
Worli, Mumbai - 400 018  
Tel. No.: 022 3042 3048  
Fax No.: 022 3042 3433  
E-mail: investor.relations@jdorgochem.com  
Website: www.jdorgochem.com

**STOCK EXCHANGE**

BSE Limited

**REGISTRAR & TRANSFER AGENT UPTO MAY 31, 2016**

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  
Tel. No.: 022 6772 0300 / 6772 0334  
Fax No.: 022 2837 5646  
E-mail Id : sharepro@shareproservices.com  
Website : www.shareproservices.com

912, Raheja Centre,  
Free Press Journal Marg,  
Nariman Point, Mumbai - 400 021

**NEW REGISTRAR & TRANSFER AGENT W.E.F. JUNE 01, 2016**

Link Intime India Private Limited  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (West),  
Mumbai - 400 078  
Tel. No.: 022 2594 6970  
Fax No.: 022 2594 6969  
E-mail Id : rnt.helpdesk@linkintime.co.in  
Website : www.linkintime.co.in

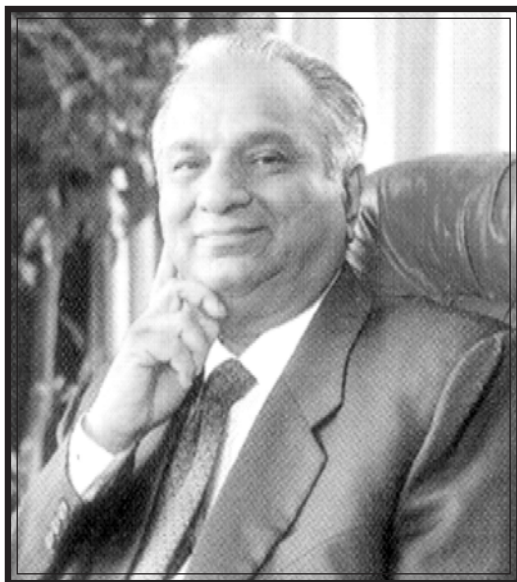
**PATALGANGA PLANT**

Plot No.A-4/2  
MIDC Industrial Area, Patalganga,  
Taluka-Khalapur, Dist.Raigad,  
Maharashtra - 410 220

**DEBENTURE TRUSTEE**

IDBI Trusteeship Services Limited  
Ground Floor, Asian Building, 17 R. Kamani  
Marg, Ballard Estate, Mumbai - 400 001.

## **A TRIBUTE TO OUR FOUNDER CHAIRMAN**



***(November 22, 1936 – October 11, 2015)***

Late Shri Sharadchandra S. Kothari was the founder promoter of JD Orgochem Limited. He was a remarkable entrepreneur and an inspiration to every person associated with the Company. He is acknowledged by the Dyestuff Industry as a leading innovator in the field of textile dyes and pigments.

It was due to his immense efforts and determination towards the Company, that he took forward the Company even in the difficult times, while adhering to his core values of personal integrity and ethics. As a father figure to the Company who gave love and respect to everyone, his loss is irreparable and his absence deeply felt.

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## NOTICE

**Notice** is hereby given that 42<sup>nd</sup> Annual General Meeting of the members of JD Orgochem Limited will be held on Monday, September 19, 2016 at 10.00 a.m at Hotel Kohinoor Park, Kohinoor Corner, Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, along-with the reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Mahendra. K. Kothari (**DIN: 00183613**) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Statutory Auditors and in this regard to consider and if thought 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 are hereby re-appointed as Statutory Auditors 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 Auditors."

### **SPECIAL BUSINESS:**

4. 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 152,161 read with 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 other applicable provisions of the Companies Act, 2013 and pursuant to Articles of Association of the Company Mr. Nikhil S. Kothari (**DIN: 00184152**), whose term of office as an Additional Director of the Company expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying his/her intention to propose his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof or Ms. Karishma Khetani, Company Secretary and Compliance Officer or Mr. Narendra R. Shah, Chief Financial Officer be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to above resolution and matters related thereto."

5. 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 recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Article 108 of Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for re-designating Mr. Mahendra. K. Kothari (**DIN: 00183613**) as Chairman and Managing Director of the Company for the period of 1 (one) year with effect from November 04, 2015 to November 03, 2016, as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-designation and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Mahendra. K. Kothari.

**RESOLVED FURTHER THAT**, the remuneration payable to Mr. Mahendra. K. Kothari, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof, or Ms. Karishma Khetani, Company Secretary and Compliance Officer or Mr. Narendra R. Shah, Chief Financial Officer be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to above resolution and matters related thereto.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to provisions of Sections 88 and 94 and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Management and Administration) Rules, 2014 and any other applicable Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for keeping the Register of Members of the Company, maintained under Section 88 of the Act together with the Index of Members and copies of Annual Returns of the Company filed under Section 92 of the Act w.e.f June 01, 2016, at the office of the Registrar and Transfer Agent of the Company, viz., Link Intime India Private Limited having its registered office located at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Ms. Karishma Khetani, Company Secretary and Compliance Officer or Mr. Narendra R. Shah, Chief Financial Officer be and is hereby authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution.”

**Date : August 08, 2016**

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

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

**Karishma Khetani  
Company Secretary and Compliance Officer  
Membership No.: A40384**

**NOTES: -**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for other shareholder. The instrument in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

2. A statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
3. Corporate members intending to send their authorised representatives to attend and vote at the meeting are requested to send a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 13, 2016 to Monday, September 19, 2016 (both days inclusive).
5. All the correspondences relating to transfer of shares, change of address etc quoting their folio should be sent to the Registrar & Transfer Agent (R&T) only at their following address:

**LINK INTIME INDIA PRIVATE LIMITED**

C-13, Pannalal Silk Mills Compound,  
L. B. S. Marg, Bhandup (West),  
Mumbai - 400 078.  
Tel. No.: 022 2594 6970  
Fax No.: 022 2594 6969  
E-mail Id : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website : [www.linkintime.co.in](http://www.linkintime.co.in)

6. Members who hold shares in Physical Form:
  - a) are requested to inform R&T Agents of the Company, their email address, Income Tax Permanent Account Number (PAN), if any, allotted to them by the Income Tax Authorities.
  - b) can avail the facility of nomination in the prescribed form. The nominee shall be the person in whom all rights of transfer shall vest in the event of the death of the shareholder(s). A minor can be a nominee provided the name of the guardian is mentioned in the nomination form. The facility of nomination is not available to non-individual shareholders such as Societies, Trusts, Bodies Corporates, Partnership Firms, Kartas of Hindu Undivided Families and holders of Powers of Attorney. For further details members may please contact the Company's Secretarial Department at the Registered Office or the R&T Agents of the Company.
  - c) are requested to notify to the R&T Agents of the Company, any change in their addresses, quoting their folio numbers.
  - d) under multiple folios are requested to submit their application to R&T Agents for consolidation of folios into a single folio.
7. Members holding shares in dematerialised form:
  - a) may contact their Depository Participant(s) for recording nomination in respect of their shares.
  - b) Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
8. Members are requested to bring their copies of the Annual Report and attendance slip to the Annual General Meeting.
9. Route Map showing directions to reach to the venue of the 42<sup>nd</sup> Annual General Meeting is given at the end of this Notice.
10. All Documents referred to in this Notice and Statement setting out material facts are open for inspection at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, Sunday and Public Holidays upto and including the date of 42<sup>nd</sup> AGM.
11. 42<sup>nd</sup> Annual Report for FY 2015 - 16 of the Company circulated to the Members of the Company, will be made available on the Company's website **www.jdorgochem.com** and also on the website of BSE Limited at **www.bseindia.com**

In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, all businesses to be transacted at the Annual General Meeting can be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) platform to provide e-voting facilities and enabling the members to cast their vote in a secure manner. The procedure to be followed by the members for e-voting is as follows:

- A. The instructions for shareholders voting electronically are as under:
  - (i) The voting period begins on September 16, 2016 i.e. Friday (9.00 a.m.) and ends on September 18, 2016. i.e. Sunday (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 12, 2016 i.e. Monday, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website **www.evotingindia.com**
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any Company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:



	<b>FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour

of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **[www.evotingindia.com](http://www.evotingindia.com)**, under help section or write an email to **[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)**

In case of members receives physical copy of the notice of annual general meeting (for members whose email address are not registered with the Company/ depositories or requesting physical copy).

- (xxi) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- B. The voting period begins on September 16, 2016 i.e. Friday (9.00 a.m.) and ends on September 18, 2016 i.e. Sunday (5.00 p.m.)
- C. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 12, 2016 i.e. Monday, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting, thereafter.
- D. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **[www.evotingindia.com](http://www.evotingindia.com)** under help section or write an email to **[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)**
- E. General Information on e-voting:
  - 1) Any person, who acquires shares of the Company and becomes member of the Company on or after August 22, 2016 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date but before September 12, 2016 i.e. Monday the cut-off date for e-voting, may obtain the login ID and password by sending a request at **[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)** or (Company/ RTA email id).
  - 2) 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 "remote e-voting" or "Ballot Paper / Polling Paper/Tab Voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility / ballot form. The Facility for Voting at meeting venue shall be decided by the Company i.e. "remote e-voting" or "Ballot Paper / Polling Paper/Tab Voting".
  - 3) 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.
  - 4) The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of AGM and the cut-off date shall not be earlier than 7 days before the date of AGM.
  - 5) The Company has appointed Mr. Kaushal Dalal, of M/s Kaushal Dalal & Associates, Practising Company Secretary (Membership Number: F7141 Certificate of Practice Number: 7512) as Scrutinizer to scrutinize the remote e-voting process and the voting at the AGM in a fair and transparent manner.
  - 6) The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same.
  - 7) The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
  - 8) The consolidated results of remote e-voting and voting at the meeting declared along with the Scrutinizers Report shall be placed on the Company's website **[www.jdorgochem.com](http://www.jdorgochem.com)** and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.
  - 9) The result shall also be displayed on the notice board at the registered office of the Company.

**STATEMENT TO BE ANNEXED TO NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 4**

Mr. Nikhil S. Kothari (**DIN : 00184152**) was appointed as an Additional Director of the Company in the category of Non Executive Director on the Board of the Company on November 04, 2015. In terms of Section 152 and 161 of the Companies Act, 2013 (the Act) read with the relevant Rules, he holds office as an Additional Director up to the date of ensuing Annual General Meeting. The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Nikhil S. Kothari for the office of Non Executive Director, to be appointed as such under the provisions of Section 152 and 161 of the Companies Act, 2013. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his guidance and expertise to the Company. Accordingly, the Board recommends the resolution to the shareholders in relation to the approval of Mr. Nikhil S. Kothari as Non Executive Director of the Company.

Except Mr. Nikhil S. Kothari, 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 set out at **item no. 4**.

**ITEM NO. 5**

Mr. Mahendra K. Kothari (**DIN : 00183613**) ("**Mr. Kothari**") was appointed as a Non Executive Director on October 05, 1973 on the Board of the Company. Due to sad demise of Late Mr. Sharadchandra S. Kothari on October 11, 2015, the position of Chairman and Managing Director on the Board of the Company became vacant. With such vacant position, Company needed a good leader to lead and guide the organisation, hence Board proposed re-designation of Mr. Mahendra K. Kothari from Non Executive Director to Chairman and Managing Director at its meeting held on November 04, 2015.

Board believes his experience and expertise will help the Company to steer growth and progress.

He shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to him by the Board of Directors and will devote such time and attention to the business of the Company as required by the Board and follow directions and instructions of the Board in performance of duties.

**1. Term of Office:**

Mr. Kothari shall hold office and act as a Managing Director of the Company for the period of One(1) Year commencing from November 04, 2015 to November 03, 2016.

**2. Nature of Duties:**

- a) Mr. Kothari will be in overall charge of business and administration of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and any other executive body or any committee of the Company.
- b) Mr. Kothari will employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
- c) Mr. Kothari will devote such time and attention to the business of the Company as required by the Board and follow directions and instructions of the Board in performance of duties.

**3. Remuneration:**

- a) Salary:  
The Company shall pay ₹. 22,500/- on a monthly basis.
- b) Provident Fund and Superannuation Fund, etc:  
No Provident Fund and Superannuation Fund shall be paid.
- c) Mr. Kothari will not be entitled to receive any buying or selling commission and shall not become interested directly or through his wife and/or children in any selling agency of the Company without the prior approval of the Central Government, if any.
- d) Mr. Kothari shall be entitled to retain all fees and commission which may be received as a Director of any other Company or as a Trustee of any Fund or any association or as a Trustee for the holders of debentures or debenture stocks issued by any other Company.
- e) Mr. Kothari shall not be entitled to sitting fees for attending meetings of the Board or Committee thereof. Mr. Kothari however, be reimbursed with the actual traveling expenses incurred for attending Meetings of the Board of Directors and/or Committee thereof.
- f) Mr. Kothari shall be entitled to the reimbursement of expenses actually and properly incurred for the business of the Company.

**4. Other Terms:**

- a) All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to Mr. Kothari, unless specifically provided otherwise.
- b) The terms and conditions of appointment of Mr. Kothari include clauses pertaining to adherence with the Company's Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
- c) Mr. Kothari shall be liable to retire by rotation as a Director subject to the provisions of Section 152 of the Companies Act, 2013. Such a retirement shall not be deemed to be a break in his appointment.
- d) The terms and conditions of appointment of Mr. Kothari may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V of the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Kothari, subject to such approvals as may be required.
- e) In the event Mr. Kothari is not in a position to discharge official duties due to any physical or mental incapacity, the Board shall be entitled to terminate the contract on such terms as the Board may consider appropriate in the circumstances.

**5. Upon the termination by whatever means of Mr. Kothari's employment:**

- a) He may continue as a Director of the Company and from such other offices held by him in any subsidiaries and associated companies and other entitles without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorized to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries and associated companies of which he is at the material time a Director or other officer;
- b) He shall not without the consent of the Company at any time thereafter represent yourself as connected with the Company or any of the subsidiaries and associated companies.

**6. If and when his appointment expires or is terminated for any reason whatsoever, he will cease to be the Managing Director and he shall not cease to be a Director. If at any time he ceased to be a Director of the Company for any reason whatsoever, he shall also cease to be the Managing Director and the Agreement shall forthwith terminate.**

Mr. Kothari, being the appointee and Mr. Shrikant K. Kothari brother of Mr. Kothari are concerned and interested, financially or otherwise, in the passing of the Resolution.

**ITEM NO. 6.**

As per provisions of the Section 94 the Companies Act, 2013, read along with the Companies (Management and Administration) Rules, 2014, there under certain documents such as the Register of Members/Debenture holders, Index thereof and certain other registers, certificates, documents etc., as provided under Section 88 of the Companies Act, 2013 are required to be kept at the registered office of the Company.

Register/Index of Members were maintained at the office of the Company's erstwhile Registrars & Transfer Agents ("RTA"), Sharepro Services (India) Private Limited ("Sharepro") having its office at 13AB, Samhita Warehousing Complex, 2<sup>nd</sup> Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072 till May 31, 2016.

Members are informed that SEBI vide its Order dated March 22, 2016 has directed all client Companies to carry out/ switch over their share related activities/RTA, either In-house or to through another RTA, registered with SEBI.

In view of such an order, Board of Directors at its meeting held on May 24, 2016 approved the appointment of M/s. Link Intime India Private Limited having their registered office at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 as their Registrar and Transfer Agent and changed the place of keeping/maintaining the aforesaid Registers/returns with effect from June 01, 2016.

The Board recommends the Special Resolution at Item No. 6 of the Notice for approval of the members of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

**Place : Mumbai**

**Date : August 08, 2016**

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

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

**Karishma Khetani  
Company Secretary and Compliance Officer  
Membership No.: A40384**

**ANNEXURE**

Details of Directors seeking appointment/re-appointment/re-designation as required under Regulation 36 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

<b>Name of Directors</b>	<b>Mr. Mahendra K. Kothari</b>	<b>Mr. Nikhil S. Kothari</b>
Director Identification Number (DIN)	00183613	00184152
Date of Birth	01/05/1947	15/07/1970
Age	69 Years	46 Years
Date of Appointment	05/10/1973	04/11/2015
Expertise in Specified Field	He has wide and varied experience in manufacturing of dyes, dyes intermediates and chemicals for over 35 years. He is well versed in project management and has successfully implemented various projects of the group. He is well conversant with the industry, commerce and trade	He is experienced and has expertise in business and administration related matters.
Qualifications	Diploma in Mechanical Engineering	B.E.in Electronics
Remuneration drawn in the Financial Year 2015-16.**	₹ 1,42,250/-	₹ 4,000/-
Directorship held in other companies as on March 31, 2016 *	NIL	1. Jaysynth Dyestuff (India) Limited 2. Jaysynth Impex Limited
Name of other Companies in which he holds Chairmanship/Membership of Committees of Board ***	0	1
No. of Shares held in JD Orgochem Limited ****	NIL	33,97,748/-
Relationship with other Directors	Brother of Mr. Shrikant K. Kothari	None
No. of Board Meetings attended during Financial Year 2015-16.	4/4	1/4

\* excludes directorships held in private limited companies which are not subsidiaries or holding companies of public limited companies, unlimited companies, foreign companies and Companies under Section 8 of Companies Act, 2013

\*\* Remuneration of Mr. Mahendra K. Kothari includes sitting fees, for attending Board Meetings; and Remuneration in capacity of Executive Director. Whereas remuneration of Mr. Nikhil S. Kothari being a Non – Executive Director is entitled for sitting fees only to attend Board Meeting.

\*\*\* includes Chairmanship/ membership of the Audit Committee and the Stakeholders' Relationship Committee including that of limited companies, whether listed or not.

\*\*\*\*Shares held by them individually and held in joint name being first holder are considered.

**Place : Mumbai**  
**Date : August 08, 2016**

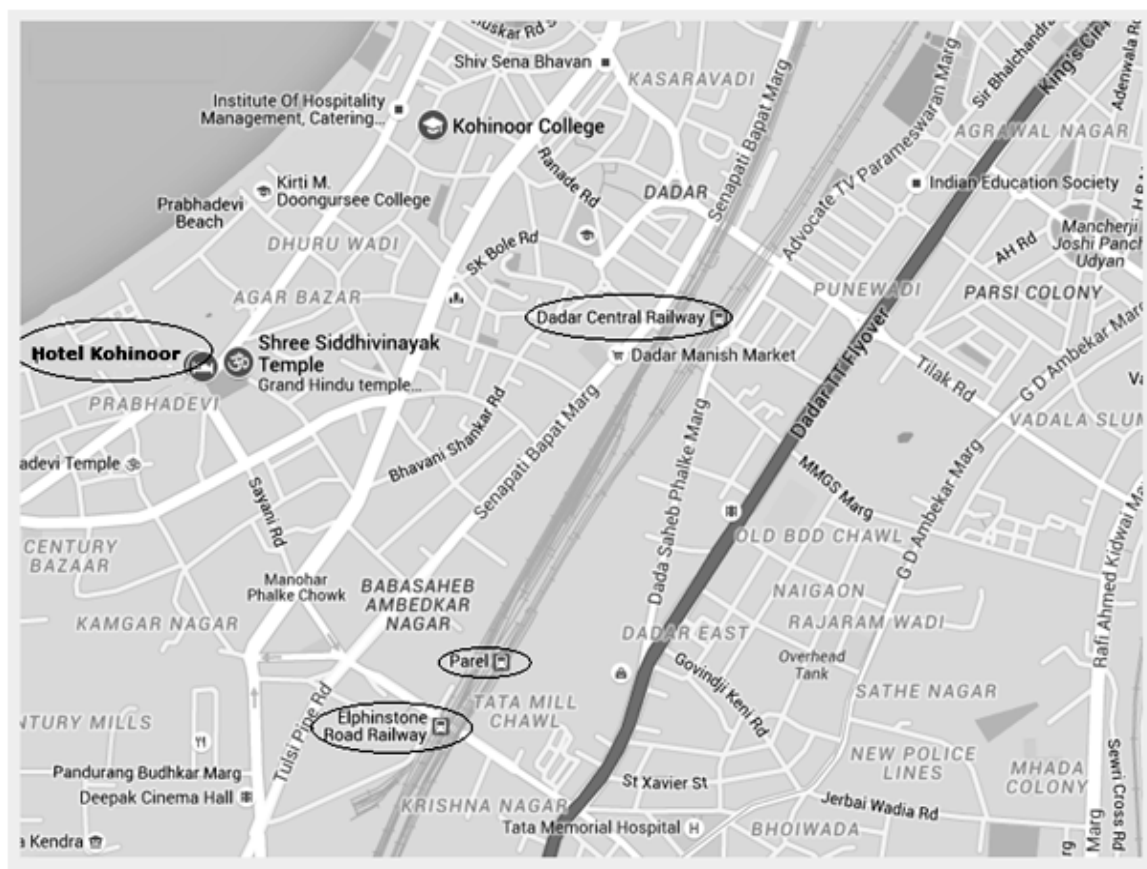
**By Order of the Board**  
**For JD ORGOCHEM LIMITED**

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

**Karishma Khetani**  
**Company Secretary and Compliance Officer**  
**Membership No.: A40384**

### **ROUTE MAP FOR THE AGM VENUE**

Address: Hotel Kohinoor Park, Kohinoor Corner, Veer Savarkar Marg,  
 Prabhadevi, Mumbai - 400 025  
 Landmark: Opp. Siddhivinayak Temple





## BOARD'S REPORT

To,  
**The Members,**

Your Directors are pleased to present the 42<sup>nd</sup> Board's Report of the Company together with its Audited Financial Statements for the year ended March 31, 2016.

### **FINANCIAL RESULTS**

Financial Results of the Company for the year under review along with figures of previous year are as follows:

(₹ In lacs)		
Paticulars	Year Ended March 31, 2016	Year Ended March 31, 2015
Revenue from Operation	82.17	82.96
Other Income	51.77	37.71
<b>Total Income</b>	<b>133.94</b>	<b>120.67</b>
<b>Profit/Loss before depreciation, taxes and extraordinary item</b>	<b>(21.94)</b>	<b>(36.81)</b>
Depreciation	(70.27)	(70.74)
<b>Loss before Extraordinary Income</b>	<b>(92.21)</b>	<b>(107.55)</b>
Exceptional Item	-	-
Tax expenses related to prior year	0.03	0.58
Loss for the year-	(92.24)	(108.13)

### **REVIEW OF PERFORMANCE**

Your Directors wish to inform that during the Financial Year ended March 31, 2016 the net sales of the Company with revenues from operations aggregated to ₹ 82.17 lacs as against ₹ 82.96 lacs during the previous year. The Company suffered loss before depreciation and taxes amounting to ₹ 21.94 lacs as against ₹ 36.81 lacs during the previous year. Financial performance of the Company did not improve during the year.

### **DIVIDEND**

Your Directors do not recommend dividend for the period under review due to loss made during the year.

### **TRANSFER TO UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The Company does not have any unclaimed dividend amount required to be transferred.

### **TRANSFER TO GENERAL RESERVE**

No amount has been transferred to reserves due to the accumulated losses.

### **NATURE OF BUSINESS**

There has been no change in the nature of the business of the Company during the financial year 2015-16 and as on the date of this Report.

### **STATE OF COMPANY'S AFFAIRS**

In view of financial constraints 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 required to be incurred at Patalganga unit for restarting the manufacturing operations to its maximum capacity.

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

### **CHANGES IN SHARE CAPITAL**

During the financial year 2015-16, our Company has not issued any shares, paid up Equity Share Capital as on March 31, 2016 is ₹ 1,32,50,000/- (Face Value ₹ 1/- each).

### **INDUSTRIAL RELATIONS**

As reported earlier, the 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) on December 29, 2006. As regards to the legal matters pertaining to the certain workmen of the said Turbhe Unit, pending before various courts, there is no significant/material change during the year and status remains same as mentioned in the previous annual report.

Dues of the workmen at Patalganga unit, as already informed, were settled and paid pursuant to the consent order passed by the Hon'ble High Court of Bombay in October, 2003. However, certain workers filed appeal against the consent order before the Division bench of the Hon'ble High Court of Bombay, which was dismissed in July, 2005. Thereafter an appeal filed before Hon'ble Supreme Court of India by the aforesaid workmen was subsequently withdrawn by the concerned workers. Thereafter, the workers union took up the same in conciliation before Asst. Commissioner Labour, Panvel, Dist. Raigad. On failure of the conciliation proceedings, the Labour Commissioner referred the matter to Industrial Tribunal, Thane, for adjudication. The Company has challenged the order of adjudication passed by Labour Commissioner, before the Division Bench of Hon'ble High Court, Bombay and as per the interim relief given by the Hon'ble High Court, Bombay the said adjudication before the Industrial Court has been stayed and the matter is pending for hearing.

### **DEBENTURES AND DEBENTURE TRUSTEE**

As on March 31, 2016, the outstanding debentures of the Company are 16,04,000 Zero Coupon Secured, Redeemable, Non-Convertible Debentures having face value of ₹.100/- each. IDBI Trusteeship Services Limited is a Debenture Trustee having Registered Office at Ground Floor, Asian Building 17 R. Kamani Marg, Ballard Estate, Mumbai – 400 001. During the Financial Year 2015-16, the Company has not received any complaints from the Debenture holder.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY**

All Related Party Transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of business and were in compliance with the applicable provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Listing Agreement entered into with BSE Limited. There were no materially significant Related Party Transactions made by the Company during the year that would have required prior Shareholders' approval under Listing Regulations. All Related Party Transactions are placed before the Audit committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature. Statement consisting all Related Party Transactions is placed before the Audit Committee on quarterly basis, specifying the nature, value and terms and conditions of transactions.

The Company has adopted a Related Party Transactions Policy as per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy, as approved by the Board, is uploaded on the Company's website. It can be accessed on [http://www.jdorgochem.com/pdf/policies/Policy\\_of\\_material\\_related\\_party\\_transaction.pdf](http://www.jdorgochem.com/pdf/policies/Policy_of_material_related_party_transaction.pdf)

Details of the transactions with Related Parties are provided in the accompanying financial statements. Details of related party transactions entered into during the year are reported in Form AOC 2 annexed as **ANNEXURE-1** to this Board's Report.

### **HUMAN RESOURCE MANAGEMENT**

During the Financial Year 2015-16, your Company has appointed Ms. Karishma Khetani as a Company Secretary and Compliance Officer of the Company and Mr. Narendra R. Shah as a Chief Financial Officer of the Company in compliance with the Section 203 of Companies Act, 2013. Your Company recognises the importance of human capital in the organisation. There are 4 (Four) permanent employees on the rolls of the Company as on March 31, 2016 as against 2 (Two) permanent employees on the rolls of the Company as on March 31, 2015.

### **PARTICULARS OF EMPLOYEES**

Disclosure under Section 197(12) of the Companies Act, 2013 and other disclosures as per Rule 5 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is annexed as **ANNEXURE-2** to this Board's Report.

The Company did not have any employee who was employed throughout the Financial Year 2015-16 and was in receipt of remuneration not less than one crore and two lacs rupees.

The Company also did not have any employee who was employed for the part of the Financial Year 2015-16 and was in receipt of remuneration for any part of that year which in aggregate was not less than eight lacs and fifty thousand rupees per month.

Except Ms Karishma Khetani who was appointed as Company Secretary and Compliance Officer of the Company on February 09, 2016, who was not employed throughout the Financial Year 2015-16 but for 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 she does not hold not less than two percent of equity shares in the Company.



## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Your Company deeply regrets sad demise of Late Mr. Sharadchandra S. Kothari (**DIN: 00184421**), Chairman and Managing Director on October 11, 2015, who was appointed as 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.

The Company had re-designated Mr. Mahendra K. Kothari (**DIN: 00183613**), as Chairman and Managing Director for a period of 1 (One) year commencing from November 04, 2015 to November 03, 2016 by passing a Resolution in Board of Directors Meeting held on November 04, 2015.

Further Ms. Falguni K. Manek (**DIN: 07162562**), who was appointed as an Additional Director under Independent Woman Director category of the Company w.e.f. March 31, 2015, resigned from the Company due to her pre occupation with other commitments w.e.f. August 10, 2015.

Ms. Bharti R.Chandan (**DIN: 07263623**) was appointed as an Additional Independent Woman Director on August 14, 2015 and was regularised on Annual General Meeting held on September 29, 2015.

During the Financial Year 2015-16, Company had appointed Mr. Nikhil S. Kothari (**DIN: 00184152**) as an Additional Director under Non Executive Promoter category w.e.f. November 04, 2015.

Mr. Mahendra K. Kothari, Chairman and Managing 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 re-appointment such a re-appointment shall not be considered as a break in his appointment as a Managing Director.

The details of training and familiarization programmes for Directors have been provided under the Corporate Governance Report which is annexed as **ANNEXURE - 3**.

None of the Directors of the Company are disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

## **CORPORATE GOVERNANCE**

Your Company aims and constantly strives in maintaining the highest standards of Corporate Governance practices. Your Company complies with all mandatory requirements as stipulated under Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Clause 49 of the Listing Agreement. The Report on Corporate Governance along with the Auditors' Certificate on its compliance is annexed as **ANNEXURE-3** to this Board's Report. A declaration signed by the Managing Director in regard to compliance with the Code of Conduct by the Board members and Senior Management Personnel also forms part of this Report.

## **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has complied with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and according to the provisions of Section 149(6) of the Companies Act, 2013. The Company has also obtained declarations from all the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013.

## **MEETINGS OF BOARD AND COMMITTEES OF BOARD**

The Board of Directors (hereinafter referred to as "Board") as on March 31, 2016, consists of 6 (Six) Directors, 1 (One) Executive Promoter Director, 1 (One) Non - Executive Promoter Director, 1 (One) Additional Non Executive Promoter Director, 2 (Two) Independent Directors and 1(One) Independent Woman Director.

## **AUDIT COMMITTEE**

Audit Committee comprises of following members upto November 03, 2015:

Sr. No.	Name of Directors	Category	Designation
1	Mr. Umesh T. Chandan	Independent Director	Chairman
2	Mr. Mahendra K. Kothari	Non Executive Director	Member
3	Mr. Mitesh D. Sejal	Independent Director	Member

On November 04, 2016, the Committee was reconstituted on account of sad demise of Late Mr. Sharadchandra S. Kothari on October 11, 2015. Mr. Mahendra K. Kothari was re-designated as Chairman and Managing Director of the Company. Thereafter he resigned as a member of the Audit Committee.

Audit Committee comprises of following members w.e.f. November 04, 2015:

Sr. No.	Name of Directors	Category	Designation
1	Mr. Umesh T. Chandan	Independent Director	Chairman
2	Mr. Mitesh D. Sejal	Independent Director	Member
3	Mr. Shrikant K. Kothari	Non-Executive Director	Member

All the members of the Committee are financially literate and the Chairman of the Committee possesses accounting and financial management expertise. Ms. Karishma Khetani, Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee w.e.f. February 09, 2016.

The Chairman of the Audit Committee was present at the 41<sup>st</sup> Annual General Meeting held on September 29, 2015.

The terms of reference of the Audit Committee are in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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.

Details of attendance of Directors, date of meetings and terms of reference of the Audit Committee are mentioned in the Corporate Governance as **ANNEXURE-3**

#### **NOMINATION AND REMUNERATION COMMITTEE**

Nomination and Remuneration Committee comprises of following members upto November 03, 2015:

Sr. No.	Name of Directors	Category	Designation
1	Mr. Mitesh D. Sejpal	Independent Director	Chairman
2	Mr. Umesh T. Chandan	Independent Director	Member
3	Mr. Mahendra K. Kothari*	Non Executive Director	Member

\*On November 04, 2016, the Committee was reconstituted on account of sad demise of Late Mr. Sharadchandra S. Kothari on October 11, 2015. Mr. Mahendra K. Kothari was re-designated as Chairman and Managing Director of the Company. Thereafter he resigned as a member of the Nomination and Remuneration Committee.

Nomination and Remuneration Committee comprises of following members w.e.f. November 04, 2015:

Sr. No.	Name of Directors	Category	Designation
1	Mr. Mitesh D. Sejpal	Independent Director	Chairman
2	Mr. Umesh T. Chandan	Independent Director	Member
3	Mrs. Bharati R. Chandan	Independent Director	Member

Ms. Karishma Khetani, Company Secretary of the Company acts as Secretary to the Committee w.e.f. February 09, 2016. The Chairman of the Nomination and Remuneration Committee was present at the 41<sup>st</sup> Annual General Meeting held on September 29, 2015.

The terms of reference of the Nomination and Remuneration Committee are in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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.

Details of attendance of Directors, date of meetings and terms of reference of the Nomination and Remuneration Committee are mentioned in the Corporate Governance as **ANNEXURE-3**

#### **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

Stakeholders' Relationship Committee comprises of following members upto November 03, 2015:

Sr. No.	Name of Directors	Category	Designation
1	Mr. Umesh T. Chandan	Independent Director	Chairman
2	Late Mr. Sharadchandra S. Kothari	Executive Director	Member
3	Mr. Mahendra K. Kothari*	Non Executive Director	Member

\*On November 04, 2016, the Committee was reconstituted on account of sad demise of Late Mr. Sharadchandra S. Kothari on October 11, 2015. Mr. Mahendra K. Kothari was re-designated as Chairman and Managing Director of the Company. Mr. Shrikant K. Kothari was appointed as Member of the Committee on November 04, 2015.

Stakeholders' Relationship Committee comprises of following members w.e.f. November 04, 2015:

Sr. No.	Name of Directors	Category	Designation
1	Mr. Umesh T. Chandan	Independent Director	Chairman
2	Mr. Mahendra K. Kothari	Executive Director	Member
3	Mr. Shrikant K. Kothari	Non Executive Director	Member

Ms. Karishma Khetani, Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee w.e.f. February 09, 2016.

The Chairman of the Stakeholders' Relationship Committee was present at the 41<sup>st</sup> Annual General Meeting held on September 29, 2015.

Details of attendance of Directors, date of meetings and terms of reference of the Stakeholders' Relationship Committee are mentioned in the Corporate Governance as **ANNEXURE-3**

#### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Company had constituted a Corporate Social Responsibility Committee (CSR) during the Financial Year 2014-15, comprising of following three directors:

Sr. No.	Name of Directors	Category	Designation
1	Mr Mitesh D. Sejpal	Independent Director	Chairman
2	Late Mr Sharadchandra S. Kothari	Executive Director	Member
3	Mr Umesh T. Chandan	Independent Director	Member

Since the Company does not fall under the ambit of Section 135 of the Companies Act, 2013, therefore the Company had dissolved the constitution of Corporate Social Responsibility Committee at its Board Meeting held on May 25, 2015.

#### **CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF AN INDEPENDENT DIRECTOR AND CRITERIA FOR EVALUATION**

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

1. Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other employees.
2. Policy for determining qualification, positive attributes, Independence of an Independent Director and Criteria for evaluation.

The above - mentioned policies are annexed as **ANNEXURE-4** to this Board's Report.

#### **PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

Pursuant to the compliance with the provision of Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company had adopted the policy on Sexual Harassment for the employees of the Company. The Company in compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has constituted an Internal Complaints Committee on May 24, 2016.

Internal Complaints Committee comprises of following members:

Sr No.	Name of the Members	Designation
1	Ms. Karishma Khetani	Chairperson
2	Mr. Ravindra Satav*	Member

Your Company has uploaded the policy on Sexual Harassment on Company's website i.e. [www.jdorgochem.com](http://www.jdorgochem.com/pdf/policies/Prevention_of_Sexual_Harassment.pdf) The weblink of the Policy is: [http://www.jdorgochem.com/pdf/policies/Prevention\\_of\\_Sexual\\_Harassment.pdf](http://www.jdorgochem.com/pdf/policies/Prevention_of_Sexual_Harassment.pdf)

\* Mr. Ravindra Satav is an external person who handles the matters related to Human Resources. He is not on payroll of the Company.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

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

- a. that in the preparation of the annual accounts, the applicable accounting standards had 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; and
- 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.

### **INTERNAL FINANCIAL CONTROLS**

The Company maintains appropriate policies, procedures and systems to ensure orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and the timely preparation of reliable financial information. There are control processes both on manual and IT applications including ERP applications, wherein the transactions are approved and recorded. Review and control mechanisms are built in to ensure that such control systems are adequate and operating effectively. Your Company has an adequate internal control system commensurate with the size of the Company and nature of business for the purchase of inventory and fixed assets and for the sale of goods and services. An Independent Internal Auditor, who is a qualified Chartered Accountant, reviews the internal control systems on a regular basis for its effectiveness and necessary changes and suggestions which are duly incorporated into the system. Internal Auditor submits its Internal audit Report for the specific period and placed it before the Audit Committee at its meeting and at Board meeting for their review and noting on a timely basis.

### **AUDITORS**

#### **1. STATUTORY AUDITOR**

The Statutory Auditors, M/s. Maganlal & Ajay Mehta, Chartered Accountants, Mumbai (ICAI Firm Registration No. 105730W) shall retire at the ensuing Annual General Meeting and, being eligible, offers themselves for re-appointment 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 read with section 141 of the Companies Act, 2013, the Company has already obtained consent and a written certificate from them to the effect that their re-appointment, if made, would be in accordance with the conditions prescribed.

#### **2. INTERNAL AUDITOR**

Your Board of Directors had approved the recommendation of Audit Committee and appointed Mr. Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates as an Internal Auditor of the Company for the Financial Year 2015-16. During the financial year 2015-16, Internal Auditor had submitted its Internal audit Report for the specific period and placed it before the Audit Committee meeting and Board meeting for their review and noting.

#### **3. COST AUDIT**

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

#### **4. SECRETARIAL AUDIT**

Pursuant to Section 204 of the Companies Act, 2013 and Companies (Appointment of Key Managerial Personnel) Rules, 2014, the Board of Directors had appointed Mr. Kaushal Dalal of M/s Kaushal Dalal & Associates, Practicing Company Secretary as a Secretarial Auditor of the Company for the Financial Year 2015-16 and their report is annexed to this Board's report as **ANNEXURE-5**.

Secretarial Auditor has made and mentioned the following observation in its report dated April 14, 2016

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 a Chief Financial Officer (CFO) and a Company Secretary (CS) from the date of notification of the Section 203 i.e. April 01, 2014 however, the Company has appointed Mr. Narendra R. Shah as a CFO w.e.f. November 04, 2015 and Ms. Karishma Khetani as a Company Secretary and Compliance Officer w.e.f. February 09, 2016.

With regards to the observation made above your Board clarifies that the Company after deliberation have made various efforts for recruitment of the aforecaid Key Managerial Personnel. Further it had appointed Mr. Narendra R. Shah as Chief Financial Officer of the Company with effect from November 04, 2015.

Further in regards to the appointment of Company Secretary and Compliance Officer, your Board informs that the Company had made consistent efforts to appoint Company Secretary and Compliance Officer, however it failed to get a suitable candidate for the position. One such effort towards compliance was to issue an advertisement on November 19, 2015 in Free Press Journal (English) newspaper and Navshakti (Marathi) newspaper seeking applications for the position of Company Secretary and Compliance Officer.

Further your Company had appointed Ms. Karishma Khetani on February 09, 2016 as Company Secretary and Compliance Officer on recommendation of Nomination and Remuneration Committee. Thus the Company as on March 31, 2016 had complied with the appointment of Chief Financial Officer and Company Secretary and Compliance Officer.

#### **EXTRACT OF ANNUAL RETURN**

In compliance of Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 the extract of Annual Return in Form MGT-9 is annexed as **ANNEXURE-6** to this Board's Report.

#### **MATERIAL CHANGES AND COMMITMENTS**

There have been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Report.

#### **CHANGE IN THE REGISTRAR AND TRANSFER AGENT**

M/s. Sharepro Services (India) Private Limited, Registrar and Transfer Agent of the Company was handling physical and Electronic Share Registry Work. SEBI, vide its Order dated March 22, 2016, has advised all Companies who are clients of Sharepro Services (India) Private Limited to switchover their activities related to a Registrar to an Issue and Transfer Agent to another Registrar to an Issue and Transfer Agent registered with SEBI. Pursuant to the order issued by SEBI and your Board of Directors at its meeting held on May 24, 2016, appointed M/s. Link Intime India Private Limited having its Registered office at C-13, Pannalal Silks Mill Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078 as the Company's new Registrar and Transfer Agent with effect from June 01, 2016 which has been duly informed to BSE Limited, where the equity shares of the Company are listed. The Company has also issued a Press Release to that effect.

#### **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.

#### **SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

During the Financial Year 2015-16, 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 given, guarantee given or investments made by Company under Section 186 of the Companies Act, 2013 during the Financial Year 2015-16.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

In compliance with the provisions of Section 134 (3)(m) of the Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014, necessary disclosure on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo aspects of the Company is annexed as **ANNEXURE-7** to this Board's Report

#### **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 and rules made thereunder, during the Financial Year 2015-16.

#### **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. The Code has also been posted on the Company's website [http://www.jdorgochem.com/pdf/policie Revised%20code%20of%20co nduct.pdf](http://www.jdorgochem.com/pdf/policie%20Revised%20code%20of%20conduct.pdf)

### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Board of Directors have adopted a whistle blower policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides for safeguards against victimization and provides a channel to the employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct or Policy. The weblink of the policy is [http://www.jdorgochem.com/pdf/policies/Whistle\\_Blower\\_Policy.pdf](http://www.jdorgochem.com/pdf/policies/Whistle_Blower_Policy.pdf)

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Regulation 34(2) read with the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Clause 49(II)(f) of the Listing Agreement entails annexing to the Annual Report, Management Discussion and Analysis Report of the Company. In compliance of the same, said report for the Financial Year 2015-16 is annexed as **ANNEXURE - 8** to this Board's Report.

### **FORMAL ANNUAL EVALUATION OF THE BOARD, COMMITTEES OF BOARD AND INDIVIDUAL DIRECTORS**

Pursuant to the provisions of the Companies Act, 2013 and erstwhile Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has undertaken an evaluation of its own performance along with performance evaluation of Independent Directors, Executive Directors, Non-Executive Directors, Chairman, Committees of Board, based on various parameters such as: Board/ Committee structure and composition, Frequency of Board Meetings, participation of Directors in the meeting, Execution & Performance of specific duties of the Board of Directors, review of board's competency, experience, contribution etc.

The feedback received from the Directors was discussed and reviewed by the Independent Directors at their separate meeting and performance of non-independent directors, performance of the Board as a whole and performance of the Chairman of the Company was evaluated.

### **RISK MANAGEMENT**

The Company is not required to comply with the Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. However, the Company does make necessary checks on the regular basis to identify the risks associated with the business. The Company has a robust risk management framework to identify, assess, report and monitor the risk associated with the business of the Company. The policy for risk management is updated in the website of the Company. The weblink for this policy is [http://www.jdorgochem.com/pdf/policies/Risk\\_Management\\_Committee.pdf](http://www.jdorgochem.com/pdf/policies/Risk_Management_Committee.pdf)

### **SEPERATE MEETING OF THE INDEPENDENT DIRECTORS OF THE COMPANY**

Pursuant to Schedule IV entailing Code for independent Directors read with the applicable provisions of the Companies Act, 2013 read with erstwhile Clause 49 (II) of Listing Agreement and Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Independent Directors of the Company on February 09, 2016 convened a separate meeting without attendance of non-independent directors and members of the Management. Seperate Meeting of the Independent Directors was attended by all the Independent Directors of the Company. They discussed the agendas mentioned below and expressed their satisfaction on the overall performance.

- 1) Reviewed the performance of Non-Independent Directors and the Board as a whole;
- 2) Reviewed the performance of the Chairperson of the Company, taking into account the views of the Executive Director and Non-executive directors;
- 3) Assessed 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.

### **GENERAL DISCLOSURES**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
2. The Company has not issued any sweat equity shares during the year under review and hence no information as

per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

3. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 2(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
4. During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.
5. No orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

#### **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 and 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.

#### **ACKNOWLEDGEMENT AND APPRECIATION**

Your Board expresses their gratitude towards all the employees of the Company for their sincere, consistent and dedicated efforts towards the Company. They would also like to thank all other stakeholders of Company viz; Bankers, Suppliers, Customers and financial institution for their continued cooperation and support received by the Company.

Place : Mumbai  
Date : August 08, 2016

For JD ORGOCHEM LIMITED

**Mahendra K. Kothari**  
Chairman and Managing Director  
DIN : 00183613



**Annexure 1**  
**Form No. AOC.2**

**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:**

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

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) Jaysynth Impex Limited c) Jay Instruments and Systems Private Limited d) R.P.Trading Company
(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) Jaysynth Impex Limited: Company entered into sale transactions with the Jaysynth Impex Limited on Invoice basis.
	c) Jay Instruments and Systems Private Limited: Company has given on lease its Patalganga Unit for a period of three years.
	d) R.P.Trading Company: Re-imbursement of Expenses incurred by Company.
(c) Duration of the contracts / arrangements/ transactions	Company had 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 Jaysynth Dyestuff (India) Limited for Patalganga unit from 01/08/2016 to 31/03/2017
	Transactions with Jaysynth Impex Limited is done on ordinary course basis and according to the needs and demands of the business.
	Company had 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. Company has entered into Leave and License Agreement with Jay Instruments and Systems Private Limited for Patalganga unit from 01/08/2016 to 31/03/2017
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Sale Transactions with Jaysynth Impex Limited is done in ordinary course of business.
	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:	Omnibus approval for sale transactions of Jaysynth Impex Limited on 14/08/2015 and Leave and License Agreement with Jaysynth Dystuff india Limited and Jay Instruments and Systems Private Limited on 24/05/2016.
	Few Leave and License Agreement were subsisting before the commencement of the Comapnies Act 2013, erstwhile Listing Agreement and SEBI (Listing Obligations and Disclosure Requirments) Regulations, 2015.
(f) Amount paid as advances, if any:	NIL

**For JD ORGOCHEM LIMITED**

**Place: Mumbai**  
**Date : August 08, 2016**

**Mahendra K. Kothari**  
**Chairman and Managing Director**  
**DIN: 00183613**



## Annexure 2

### Particulars of Employees

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2015 -16, ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial Year 2015 -16 and the comparison of the remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Directors /KMP and their designation	Remuneration P.A (In ₹)	% Increase in remuneration in the Financial Year 2015-16	Ratio of remuneration of each Director / KMP to median remuneration of employees #
1	Late. Mr. Sharadchandra S. Kothari (Chairman and Managing Director upto October 11, 2015) *	NIL	NIL	NA
2	Mr. Mahendra K. Kothari (Chairman and Managing Director w.e.f. November 04, 2015) **	1,42,250	NA	NA
3	Mr. Shrikant K. Kothari (Non Executive Director)	20,000	150%	NA
4	Mr. Umesh T. Chandan (Independent Director)	44,000	215%	NA
5	Mr. Mitesh D. Sejpal (Independent Director)	40,000	400%	NA
6	Ms. Falguni K. Manek (Additional Independent Woman Director upto August 10, 2015) ***	4,000	NIL	NA
7	Mrs. Bharati R. Chandan (Independent Woman Director w.e.f. August 14, 2015) ****	16,000	NA	NA
8	Mr. Nikhil S. Kothari***** (Additional Non Executive Director w.e.f. November 04, 2015)	4,000	NA	NA
9	Mr. Narendra R. Shah (Chief Financial Officer w.e.f. November 04, 2015) *****	1,15,293	NA	NA
10	Ms. Karishma Khetani (Company Secretary and Compliance Officer w.e.f. February 09, 2016) *****	58,767	NA	NA

# Ratio of remuneration of each Director/KMP to Median remuneration of Employee is mentioned as "NA" as the Median remuneration employee is employed for the part of the year.

\* During the Financial Year 2014-15 and 2015-16, Late Mr. Sharadchandra S. Kothari did not receive any remuneration.

\*\* Mr. Mahendra K. Kothari was re-designated as Chairman and Managing Director of the Company in the meeting of Board of Directors held on November 04, 2015. Accordingly, his remuneration is given as under:

Financial Year	Sitting Fees	Salary
2014-15	16,000	-
2015-16	32,000	1,10,250

Hence % increase in his remuneration cannot be calculated.

\*\*\* Ms. Falguni K. Manek resigned on August 10, 2015. Her % increase in remuneration cannot be calculated as she was employed for part of the year.

\*\*\*\*Mrs. Bharati R. Chandan was appointed as an Additional Independent Woman Director on August 14, 2015 and was regularised at AGM held on September 29, 2015. Hence her % increase in remuneration cannot be calculated.

\*\*\*\*Mr.Nikhil S. Kothari was appointed as an Additional Non-Executive Director on November 04, 2015. Hence his % increase in remuneration cannot be calculated.

\*\*\*\*\*Ms. Karishma Khetani, Company Secretary and Compliance Officer of the Company and Mr. Narendra R. Shah, Chief Financial Officer of the Company, were appointed during the Financial Year 2015-16.

The Key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendation of Nomination and Remuneration Committee.

The Board affirms that the remuneration paid to all Employees and Directors is as per the remuneration policy of the Company.

As there were only two employees were employed in the Company during the Financial Year 2014-15, Median remuneration of employees could not be calculated for that Financial year. Hence, Comparison for Median remuneration of employees for the Financial Year 2015-16 with that of Financial Year 2014-15 could not be done.

Price Earnings Ratio of the Company at March 31, 2016 is -3.87 and as at March 31, 2015 i.e. -3.87. Hence, there is no change in Price Earnings Ratio from previous year.

**For JD ORGOCHEM LIMITED**

**Mahendra K. Kothari**  
**Chairman and Managing Director**  
**DIN: 00183613**

**Place: Mumbai**  
**Date : August 08, 2016**

## ANNEXURE 3 CORPORATE GOVERNANCE

A Report on Corporate Governance for the Financial Year ended March 31, 2016 on the compliance by the Company with the provisions of the Corporate Governance requirements under the erstwhile Listing Agreement upto November 30, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 01, 2015 is furnished below:

### 1. **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Your Company strongly believes that good governance practice is a pre-requisite to attainment of excellent 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's Corporate Governance policy aims towards attainment of high level of transparency, integrity, accountability and fairness in all facets of its operations. 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 Erstwhile Clause 49 of the Listing Agreement with the BSE Limited and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 2. **BOARD OF DIRECTORS**

The Board of Directors (hereinafter referred to as "Board") as on March 31, 2016, consists of 6 (Six) Directors, 1 (One) Executive Director, 1 (One) Non - Executive Director, 1 (One) Additional Non Executive Director, 2 (Two) Independent Directors and 1(One) Independent Woman Director. The Chairman of the Board is Executive Director and half of the Board Members are Independent. The Composition of Board is in line with requirement of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Clause 49 of the Listing Agreement. Independent Directors do not have any material pecuniary relationship or transactions with the Company, Promoters or Management, which may affect their judgement in any manner. Our Board Comprises of Directors having varied experience and expertise in various aspects of business such as Finance, Legal and Business administration.

The Composition of the Board and its attendance at the Board Meetings and at the previous Annual General Meeting held during the Financial Year 2015-16 is given below.

Sr. No.	Name of the Directors	Category	Number of Board Meetings held during the Financial Year 2015-16	Number of Board Meetings attended	Whether attended last AGM held on September 29, 2015
1	Late Mr. Sharadchandra S. Kothari*	Executive Director	4	2	No
2	Mr. Mahendra K. Kothari **	Executive Director	4	4	YES
3	Mr. Shrikant K. Kothari	Non-Executive Director	4	4	YES
4	Mr. Mitesh D. Sejpal	Independent Director	4	4	YES
5	Mr. Umesh T. Chandan	Independent Director	4	4	YES
6	Ms. Falguni K. Manek ***	Additional Independent Woman Director	4	1	NA
7	Mrs. Bharati R. Chandan****	Independent Woman Director	4	2	YES
8	Mr. Nikhil S. Kothari*****	Additional Non Executive Director	4	1	NA

\* Late Mr Sharadchandra S.Kothari - Chairman and Managing Director of the Company expired on October 11, 2015, hence, he ceased to be Chairman and Managing Director of the Company.

\*\* Mr. Mahendra K.Kothari was re-designated from Non-Executive Director to Chairman and Managing Director w.e.f. November 04, 2015.

\*\*\* Ms Falguni K. Manek (Additional Independent Woman Director) resigned w.e.f August 10, 2015.

\*\*\*\* Mrs. Bharati R.Chandan was appointed as an Additional Independent Woman Director on August 14, 2015 and was regularised at the Annual General Meeting held on September 29, 2015.

\*\*\*\*\* Mr Nikhil S.Kothari was appointed as an Additional Non-Executive Director on November 04, 2015.

During the Financial Year 2015-16, 4 (four) Board Meetings were held i.e on May 25, 2015, August 14, 2015, November 04, 2015 and February 09, 2016 with time gap not exceeding 120 days between two Board Meetings. Directorships and committee memberships / chairmanship in other Public Limited Companies are given below:

Name of the Directors	As on March 31, 2016			
	Other Directorship(s)*	Committee Positions in other Companies (excluding JD Orgochem Limited)**		
		Member	Chairman	Total
Late Mr. Sharadchandra S. Kothari (upto October 11, 2015)	1	0	0	0
Mr. Mahendra K. Kothari	0	0	0	0
Mr. Shrikant K. Kothari	0	0	0	0
Mr. Mitesh D. Sejpai	0	0	0	0
Mr. Umesh T. Chandan	0	0	0	0
Ms. Falguni K. Manek	0	0	0	0
Mrs. Bharati R. Chandan	0	0	0	0
Mr. Nikhil S. Kothari	2	1	0	1

\* The number of Directorships excludes Directorships in Private Limited Companies, Foreign Companies and Companies licensed under Section 8 of Companies Act, 2013.

\*\* Committee includes only Audit Committee and the Stakeholders' Relationship Committee of Public Limited Companies (excluding Foreign Companies and Section 8 Companies) in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015.

### 3. **DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT:**

Due to sad demise of Late Mr. Sharadchandra S. Kothari, Chairman and Managing Director of the Company on October 11, 2015, the designation of Mr. Mahendra K. Kothari has been changed from Non Executive Director to Chairman and Managing Director w.e.f. November 04, 2016.

Ms. Falguni K. Manek, Additional Independent Woman Director of the Company resigned on August 10, 2015. The Company had appointed Mrs Bharati R. Chandan as an Additional Independent Woman Director on August 14, 2015 and was regularised at the Annual General Meeting held on September 29, 2015. Further, Mr. Nikhil S. Kothari was appointed as an Additional Non Executive Director on November 04, 2015.

Mr. Mahendra K. Kothari, Chairman and Managing Director of the Company, shall 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. Mr. Mahendra K. Kothari after being re-appointed as a director, shall continue to hold his office of Managing Director and such re-appointment shall not constitute break in his appointment as a Managing Director.

During the Financial Year 2015-16, the Company has appointed, Ms. Karishma Khetani as a Company Secretary and Compliance Officer on February 09, 2016 and Mr. Narendra R. Shah as a Chief Financial Officer of the Company on November 04, 2015 who are also the Key Managerial Personnel.

### 4. **INTER –SE RELATIONSHIP BETWEEN DIRECTORS**

Except Mr. Mahendra K. Kothari and Mr. Shrikant K. Kothari, no other directors are related to each other.

**5. NUMBER OF SHARES HELD BY NON – EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS**

Sr No.	Name of the Directors	Number of Shares held as on March 31, 2016
1	Mr Shrikant K.Kothari	-
2	Mr Umesh T.Chandan	300
3	Mr Mitesh D.Sejpal	-
4	Mrs Bharati R.Chandan	-
5	Mr Nikhil S.Kothari	7,76,903

**6. FAMILIARISATION PROGRAMME IMPARTED DURING THE FINANCIAL YEAR 2015 -16**

Every Independent Director is issued a Letter of Appointment setting out terms and conditions, duties and responsibilities of Director. Further they are also updated with the developments in the business of the Company at each Board Meeting. Independent Directors can meet and discuss with Senior Management of the Company and get access of any information relating to the Company. Your Company in compliance with Regulation 25 (7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Clause 49 (II) (7) of the Listing Agreement conducted a Familiarisation Programme for Independent Directors on February 09, 2016 at the registered office of the Company at 301, Sumer Kendra, P.B. Marg, Mumbai – 400 018, Maharashtra at 5.00 p.m. which was attended by all the Independent Directors. The duration of the program was period of 1 hr. The web link of such programme is: [http://www.jdorgochem.com/pdf/Familiarisation\\_Program\\_for\\_Independent\\_Directors\\_of\\_JD\\_Orgochem\\_Limited.pdf](http://www.jdorgochem.com/pdf/Familiarisation_Program_for_Independent_Directors_of_JD_Orgochem_Limited.pdf).

**7. COMMITTEES OF THE BOARD**

The Board of Directors have constituted all the Committees as required and stipulated under the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Listing Agreement viz; Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

**A. AUDIT COMMITTEE**

As on March 31, 2016, Audit Committee comprises of 2 (Two) Independent Directors and 1(One) Executive Director all of whom are financially literate and Chairman of the Committee possesses accounting and financial management expertise. During the financial year 2015 -16, 4(Four) Audit Committee Meetings were held on May 25, 2015, August 14, 2015, November 04, 2015 and February 09, 2016 respectively. The time gap between the two Audit Committee meetings were not more than 120 days as per the prescribed regulations.

The composition of the Audit Committee and the attendance of Directors at its meetings are given hereunder:

Name of the Directors	Chairman/ Member	No. of meetings attended/ total meeting held during the Financial Year 2015 -16
Mr Umesh T.Chandan	Chairman	4/4
Mr Mahendra K.Kothari (Upto November 04, 2015)	Member	3/4
Mr Mitesh D.Sejpal	Member	2/4
Mr Shrikant K.Kothari (w.e.f. November 04, 2015)	Member	1/4

**TERMS OF REFERENCE**

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the Annual Financial Statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;

- c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
  - f) Disclosure of any related party transactions;
  - g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions of the Company with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets of the Company, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  14. Discussion with internal auditors of any significant findings and follow up there on;
  15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  18. To review the functioning of the Whistle Blower mechanism;
  19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
  20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Ms. Karishma Khetani, Company Secretary and Compliance Officer of the Company, act as Secretary of the Committee w.e.f. February 09, 2016.

#### **B. NOMINATION AND REMUNERATION COMMITTEE**

As on March 31, 2016, Nomination and Remuneration Committee comprises of 3 (Three) Independent Directors. During the Financial Year 2015 -16, 3 (Three) Nomination and Remuneration Committee Meetings were held on August 14, 2015, November 04, 2015 and February 09, 2016 respectively.

The composition of the Nomination and Remuneration Committee and the attendance of Directors at its meetings are given hereunder:

<b>Name of the Directors</b>	<b>Chairman/ Member</b>	<b>No. of meetings attended/ total meeting held during the Financial Year 2015 -16</b>
Mr Mitesh D.Sejpal	Chairman	3/3
Mr Umesh T.Chandan	Member	2/3
Mr Mahendra K.Kothari (Upto November 04, 2015)	Member	2/3
Mrs Bharati R.Chandan (w.e.f. November 04, 2015)	Member	1/3

## TERMS OF REFERENCE

1. Formulation of the criteria for determining qualifications, positive attributes, expertise, qualities, skills and independence of a director and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the "Director Criteria").
2. The committee shall develops, subject to approval by the Board, a process/ policy for an annual self evaluation of the performance of the Board, the individual directors and board committees in the governance of the Company and coordinates and oversees this annual self-evaluation.
3. Recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees of the Company.
4. Devising a policy on Board diversity;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
6. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
7. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Ms. Karishma Khetani, Company Secretary and Compliance Officer of the Company, act as Secretary of the Committee w.e.f. February 09, 2016.

## PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS

The Board has adopted a formal mechanism for evaluating the performance of its Board, Committees & Individual Directors, including the Chairman of the Board.

Performance evaluation exercise was carried out based on checklist entailing criteria such as Board/ Committee Compositions, Structure & responsibilities thereof, effectiveness of Board process, participation and contribution by member, information & functioning; Board/ Committee, awareness of key responsibilities etc.

The performance of Board, Committees of Board thereof, Chairman, Executive & Non- Executive Directors and individual Directors is evaluated by the Board/ separate meetings of Independent Directors. The Separate meeting of Independent Directors also evaluates the timely flow of information between the management and the Board of Directors.

## C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

As on March 31, 2016, Stakeholder Relationship Committee comprises of 1 (One) Independent Director, 1 (One) Non-Executive Director and 1(One) Executive Director. During the Financial Year 2015 -16, 8 (Eight) Stakeholders Relationship Committee Meetings were held on April 22, 2015, April 29, 2015, May 20, 2015, June 24, 2015, July 01, 2015, July 29, 2015, September 23, 2015 and January 20, 2016 respectively.

The composition of the Stakeholders Relationship Committee and the attendance of Directors at its meetings are given hereunder:

Name of the Directors	Chairman/ Member	No. of meetings attended/ total meeting held during the Financial Year 2015 -16
Mr Umesh T.Chandan	Chairman	8/8
Late Mr Sharadchandra S.Kothari (Upto October 11, 2015)	Member	7/8
Mr Mahendra K.Kothari	Member	8/8
Mr Shrikant K.Kothari (w.e.f. November 04, 2015)	Member	1/8

## TERMS OF REFERENCE.

The Stakeholders Relationship Committee shall consider and resolve the grievances of security holders of the Company.

Ms. Karishma Khetani, Company Secretary and Complainece Officer of the Company, act as Secretary of the Committee w.e.f. February 09, 2016.

**INVESTOR GRIEVANCES RECEIVED DURING THE FINANCIAL YEAR 2015 -16**

Nature of Complaints	Received	Replied or Resolved	Pending
Non-receipt of Dividend Warrant	1	1	0
Non-receipt of Share Certificate/ Securities after transfer/ Exchange / sub-divided / consolidated / Annual Report	2	2	0
Others	6	6	0
<b>TOTAL</b>	<b>9</b>	<b>9</b>	<b>0</b>

The "SCORES" website of SEBI for redressing of grievances of the Investors is being visited at regular intervals by the Company Secretary and Compliance Officer, and there are no pending complaints registered with SCORES for the financial year ended on March 31, 2016.

As per Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the exclusive E-mail id of the Investor Grievance Department of the Company is [jsec@jaysynth.com](mailto:jsec@jaysynth.com) upto December 02, 2015 and [investor.relations@jdorgochem.com](mailto:investor.relations@jdorgochem.com) w.e.f. December 03, 2015.

**8. REMUNERATION OF THE DIRECTORS****A. REMUNERATION PAID TO THE MANAGING DIRECTORS DURING THE FINANCIAL YEAR 2015-16**

The remuneration paid to Late Mr. Sharadchandra S. Kothari, Chairman and Managing Director and Mr. Mahendra K. Kothari, Chairman and Managing Director for the Financial Year 2015-16 is as under:

(₹ in Lacs)

Name of Directors	Salary	Perquisites	Commission	Others	Total Amount
Late Mr. Sharadchandra S. Kothari*	0.00	0.00	0.00	0.00	0.00
Mr. Mahendra K. Kothari**	1.10	0.00	0.00	0.00	1.10

\*Late Mr Sharadchandra S. Kothari - Chairman and Managing Director of the Company expired on October 11, 2015, hence he ceased to be Chairman and Managing Director of the Company.

\*\*Mr Mahendra K. Kothari was re-designated from Non-Executive Director to Chairman and Managing Director w.e.f. November 04, 2015.

Details of service contracts, notice period and severance fees of the Executive Directors:

Name of the Directors	Late Mr. Sharadchandra S. Kothari	Mr. Mahendra K. Kothari*
Date of Contract (Current Contract details)	October 01, 2014	November 04, 2015
Term of Contract	October 01, 2014 to September 30, 2017	November 04, 2015 to November 03, 2016
Notice Period	3 Months	NIL
Severance Fees	Appointment may be terminated by giving three months notice on either side or Company paying three months remuneration in lieu of such notice.	NIL

\* Board of Directors of the Company subject to approval of shareholders in the ensuing Annual General Meeting has re-designated Mr. Mahendra K. Kothari as Chairman and Managing Director for period one year from November 04, 2015 to November 03, 2016.



**B. REMUNERATION PAID TO THE NON-EXECUTIVE DIRECTORS DURING THE FINANCIAL YEAR 2015-16**

Non-Executive Directors and Independent Directors are not entitled to any remuneration except payment thereof sitting fees for attending the meetings of Board of Directors and Committees. During the Financial Year 2015-16, the Company has paid total sitting fees of ₹. 1,60,000/- to Non-Executive Directors and Independent Directors as under.

(₹ in Lacs)

Name of Directors	Designation	Sitting Fees
Mr Mahendra K.Kothari*	Non-Executive Director (Upto November 04, 2015)	0.32
Mr Shrikant K.Kothari	Non-Executive Director	0.20
Mr Umesh T. Chandan	Independent Director	0.44
Mr Mitesh D. Sejpal	Independent Director	0.40
Ms Falguni K.Manek**	Additional Independent Woman Director	0.04
Mrs Bharati R.Chandan***	Independent Woman Director	0.16
Mr Nikhil S.Kothari****	Additional Non-Executive Director	0.04

\*Mr Mahendra K.Kothari was re-designated from Non-Executive Director to Chairman and Managing Director w.e.f. November 04, 2015.

\*\* Ms Falguni K. Manek (Additional Independent Woman Director) resigned on August 10, 2015.

\*\*\* Mrs. Bharati R. Chandan was appointed as an Additional Independent Woman Director on August 14, 2015 and was regularised at Annual General Meeting held on September 29, 2015.

\*\*\*\* Mr Nikhil S.Kothari was appointed as an Additional Non-Executive Director on November 04, 2015.

Payment to Non- Executive Directors, Independent Directors and Executive Director is as per the Policy laid and approved by the Board as recommended by Nomination and Remuneration Committee.

**9. GENERAL BODY MEETINGS**

**A. DETAILS OF LAST THREE ANNUAL GENERAL MEETING (AGM) WERE HELD IS AS FOLLOWS**

AGM	YEAR	VENUE	DATE	TIME	SPECIAL RESOLUTION PASSED
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 Mr. Sharadchandra S. Kothari as the Managing Director of the Company.</li> <li>• Adoption of new set of Articles of Association</li> </ul>
41 <sup>st</sup>	2014-15	301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018.	September 29, 2015	10.00 am	<ul style="list-style-type: none"> <li>• To Approve of Borrowing Limits of the Company.</li> <li>• Creation of Charges on the Assets of the Company.</li> </ul>

**B. EXTRA – ORDINARY GENERAL MEETING:** During the Financial Year 2015-16, the Company has not passed any special resolution through Extra Ordinary General Meeting.

**C. POSTAL BALLOT:** During the Financial Year 2015-16, the Company had not passed any special resolution through Postal Ballot.

**10. MEANS OF COMMUNICATION**

**A. QUARTERLY/HALF YEARLY ANF YEARLY FINANCIAL RESULTS**

The quarterly/half-yearly and annual results of the Company are published in the newspapers and posted on the website of the Company at [www.jdorgochem.com](http://www.jdorgochem.com). The quarterly and annual results are generally published in

Financial Express (English) – all over India edition and Navshakti (Marathi) – Mumbai edition. The Company's financial results are sent on time to BSE Limited so that they may be posted on the website of the BSE Limited.

**B. FINANCIAL CALENDAR**

First Quarterly results:	on or before August 14, 2016
Second Quarterly results:	on or before November 15, 2016
Third Quarterly Results:	on or before February 15, 2017
Audited Yearly Results:	on or before May 30, 2017

**C. NEWSPAPER PUBLICATION OF FINANCIAL RESULTS AND OTHER MANDATORY INFORMATION**

Financial Express (English) – all over India edition

Navshakti (Marathi) – Mumbai edition

**D. WEBSITE**

The official website providing disclosure of all information pertaining to the Company is: **www.jdorgochem.com**

The Company also submits the material information relating to the Company to BSE Limited, stock exchange where the equity shares of the Company are listed, therefore information pertaining to Company and submitted to BSE Limited is also available on **www.bseindia.com**.

**E. PRESENTATIONS MADE TO INSTITUTIONAL INVESTORS OR TO THE ANALYSTS**

During the Financial Year 2015-16, no presentations were made to the institutional investors or to the analysts.

**11. GENERAL SHAREHOLDERS INFORMATION:**

**A. ANNUAL GENERAL MEETING**

Date: September 19, 2016

Time :10.00 a.m.

Venue : Hotel Kohinoor Park, Kohinoor Corner, Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025.

**B. BOOK CLOSURE:** September 13, 2016 (Tuesday) to September 19, 2016 (Monday) (both days inclusive)

**C. FINANCIAL YEAR:** April 01 to March 31

**D. DIVIDEND PAYMENT DATE:** Not Applicable.

**E. STOCK EXCHANGE WHERE THE COMPANY'S EQUITY SHARES ARE LISTED:** BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001.

**F. ANNUAL LISTING FEES:** The Annual listing fee for the Financial Year 2016 -17 has been paid to BSE Limited.

**G. STOCK CODE:** 524592

**H. CUSTODIAL FEES**

The Company has paid custodial fees for the Financial Year 2016-17 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on the basis of number of beneficial accounts maintained by them as on March 31, 2016.

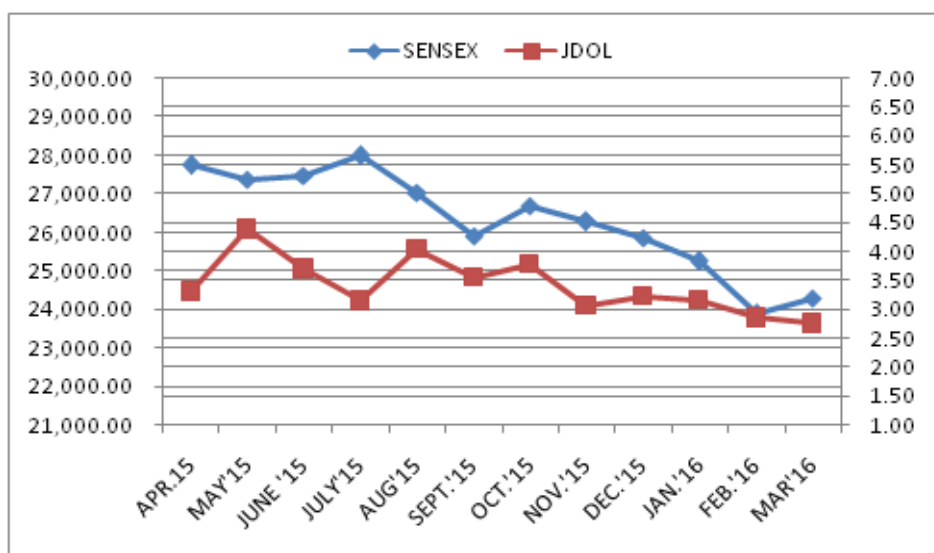
**I. ISIN CODE:** INE263B01022

**J. CIN:** L24100MH1973PLC016908



**K. MONTHLY HIGH AND LOW DURING EACH MONTH OF THE FINANCIAL YEAR 2015-16 AND SENSEX COMPARISION BSE LIMITED**

MONTH	BSE (₹)		
	HIGH	LOW	VOLUME
April 2015	3.85	2.50	28,006
May 2015	4.75	4.00	1,545
June 2015	4.75	2.64	4,575
July 2015	3.69	2.41	54,336
August 2015	5.14	3.61	61,784
September 2015	3.85	3.10	2,476
October 2015	4.20	3.43	1,260
November 2015	3.26	2.85	2,450
December 2015	3.77	2.92	12,492
January 2016	3.60	2.95	6,204
February 2016	2.95	2.81	2,100
March 2016	2.94	2.66	13,178



**SHAREHOLDING PATTERN AS ON MARCH 31, 2016**

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	100	0.00
4.	Foreign Financial Institutions	8,500	0.06
5.	Foreign Financial Bank	800	0.01
6.	Private Corporate Bodies	5,58,019	4.21
7.	Indian Public	38,31,346	28.92
8.	NRIs/OCBs	55,500	0.42
9.	Any Other-(Non-promoter Director & Relatives of Directors)	3800	0.03
10.	Trust	3,28,749	2.48
	<b>Total</b>	<b>1,32,50,000</b>	<b>100.00</b>

**DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2016**

No. of Shares	No. of Shareholders	% of Total Shareholders	Total No. of Shares	% of Total Shares
Upto – 500	8,650	89.63	12,00,861	9.06
501 - 1,000	496	5.14	4,19,863	3.17
1,001 - 2,000	234	2.42	3,65,945	2.76
2 001 - 3,000	85	0.88	2,17,798	1.65
3,001 - 4,000	36	0.37	1,27,592	0.96
4,001 - 5000	50	0.52	2,37,971	1.80
5,001 - 10,000	42	0.44	3,15,817	2.38
10,001- above	58	0.60	1,03,64,153	78.22
<b>TOTAL</b>	<b>9,651</b>	<b>100.00</b>	<b>1,32,50,000</b>	<b>100.00</b>

**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 - 410 220, Maharashtra

**ADDRESS FOR INVESTOR CORRESPONDENCE**

Sr. No.	Particulars	Address
1	REGISTRAR AND TRANSFER AGENT UPTO MAY 31, 2016	M/s. Sharepro Services (India) Private Limited 13 AB, Samhita Warehousing Complex, Second Floor, Saki Naka Telephone Exchange Off. Andheri - Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072 Telephone: 022 6772 0300 / 6772 0334 Fax: 022 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	REGISTRAR AND TRANSFER AGENT W.E.F. JUNE 01, 2016	M/s Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 Telephone: 022 25946970 Fax: 022 25946969 E-mail Id : rnt.helpdesk@linkintime.co.in Website : www.linkintime.co.in
4	INVESTOR RELATIONS CENTER AND ADDRESS FOR CORRESPONDENCE	JD Orgochem Limited. Ms Karishma Khetani Company Secretary and Compliance Officer 301, Sumer Kendra, P. B Marg, Worli, Mumbai - 400 018 Telephone: 022 3042 3048 Fax: 022 3042 3434/33 E-mail id : jsec@jaysynth.com (upto December 02, 2015) : investor.relations@jdorgochem.com (w.e.f. December 03, 2015) Website: www.jdorgochem.com

**L. SUSPENSION:** The securities are not suspended from trading during the Financial Year 2015 -16.

**M. REGISTRAR AND TRANSFER AGENTS**

**M/s. Sharepro Services (India) Limited – upto May 31, 2016**

13AB, Samhita Warehousing Complex,  
Second Floor, Saki naka Telephone Exchange lane,  
Off Andheri Kurla Road,  
Saki Naka, Andheri (East), Mumbai – 400 072  
Website : www.shareproservices.com  
Email : sharepro@shareproservices.com

**M/s. Link Intime India Private Limited – w.e.f June 01, 2016**

C-13, Pannalal Silk Mills Compound, L.B.S. Marg,  
Bhandup (W), Mumbai – 400 078  
Website : www.linkintime.co.in  
Email : rnt.helpdesk@linkintime.co.in

**N. SHARE TRANSFER SYSTEM**

The Company in compliance with the Order of SEBI dated March 22, 2016 has changed its Registrar and Transfer Agent from Sharepro Services (India) Private Limited situated at 13AB, Samhita Warehousing Complex, 2<sup>nd</sup> Floor,

Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072 to Link Intime India Private Limited having registered office at C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Marg, Subhash Nagar, Bhandup (W), Mumbai - 400 078. All the shares related work is undertaken by our Registrar and Transfer Agents, M/s. Sharepro Services (India) Private Limited, upto May 31, 2016 and by M/s Link Intime India Private Limited w.e.f June 01, 2016. Stakeholders' 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.

**O. DEMATERIALISATION OF SHARES**

As on March 31, 2016, 1,24,22,830 Equity Shares of the Company are in dematerialized form constituting 93.76% of total paid up share capital of the Company.

**P. OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY**

The Company has not issued any ADR, GDR or Warrants and there are no Convertible instruments outstanding and hence there is no likely impact on equity.

**Q. RECONCILIATION OF SHARE CAPITAL**

The report of the Practising Company Secretary on the Reconciliation of Share Capital of the Company as required by SEBI is obtained every quarter and furnished to BSE Limited. The Report is also placed before the Board and noted by them as required under the applicable law.

**R. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES- Not Applicable.**

**12. OTHER DISCLOSURES**

**A. RELATED PARTY TRANSACTIONS**

During the Financial Year 2015-16, the Audit Committee of the Company has granted omnibus approval on the basis criteria as mentioned in erstwhile Clause 49 of the Listing Agreement and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to transactions to be entered into by the related parties in the Financial Year 2016-17. Further, transactions entered into by the Related Parties were subsisting before the erstwhile Clause 49 of the Listing Agreement and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However the transactions were at arm's length basis and in the ordinary course of business. Register of Contracts detailing transactions in which Directors are interested is placed before the board at every meeting for its approval. Transactions with related parties, as per the requirements of Accounting Standards-18, are disclosed in notes to the accounts in the Annual Report and they are not in conflict with the interest of the Company at large.

The Company has adopted a Material Related Party Transactions Policy as per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy, as approved by the Board, is uploaded on the Company's website. It can be accessed on [http://www.jdorgochem.com/pdf/policies/Policy\\_of\\_material\\_related\\_party\\_transaction.pdf](http://www.jdorgochem.com/pdf/policies/Policy_of_material_related_party_transaction.pdf)

**B. 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 instances of Non Compliance on any matter with the rules and regulations prescribed by the Stock Exchange, Securities and Exchange Board of India or any other Statutory authority relating to the Capital Market during the previous three years.

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

The Company has in place "Whistle Blower Policy" and vigil mechanism for directors and employees to report concerns about unethical behaviour. No person is denied access to the Chairman of the Audit Committee. The detail regarding Whistle Blower Policy/Vigil Mechanism is provided in the Directors' Report. [http://www.jdorgochem.com/pdf/policies/Whistle\\_Blower\\_Policy.pdf](http://www.jdorgochem.com/pdf/policies/Whistle_Blower_Policy.pdf)

**D. MANDATORY COMPLIANCES AS PER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015**

The Company has complied with the mandatory requirements regarding the Board of Directors, Audit Committee and other Board committees and other disclosures as required under the provisions of the Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**13. ADOPTION OF THE NON MANDATORY REQUIREMENTS AS PER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The status of compliance in respect of non-mandatory requirements of Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

**A. THE BOARD**

**Maintenance of the Non-Executive Chairman's Office:** As on March 31, 2016, Chairman of the Company is Managing Director hence maintenance of the Non – Executive Chairman's Office is not applicable.

**B. SHAREHOLDER RIGHT**

The Company does not send Half-yearly financial performance to each household of shareholders, as it is displayed on the Company's website

**C. AUDIT QUALIFICATION**

There are no audit qualifications for the year under review

**D. SEPARATE POSTS OF CHAIRMAN AND CEO**

Article No. 108 of the Articles of Association permits the Managing Director to hold the office of the Chairman. There is no separate post for the Chairman and Managing Director in the Company.

**E. REPORTING OF INTERNAL AUDITOR**

Internal Auditor attends the meetings of the Audit Committee regularly and directly inter-acts with the audit committee whenever and wherever required.

The Company has complied with all mandatory items of the erstwhile clause 49 of the Listing agreement as applicable till November 30, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from December 01, 2015 onwards.

The Company has executed a new Listing Agreement with BSE Limited thus complying with Regulation 109 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adoption of Discretionary requirements as specified in part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company complied with providing disclosure regarding all the discretionary requirements as specified in part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As per point 13 of Part C of Schedule V to the Listing Regulations, the Company has made disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 on the website of the Company – [www.jdorgochem.com](http://www.jdorgochem.com)

**F. MATERIAL SUBSIDIARY COMPANY**

The Company does not have any material subsidiary as defined under Regulation 16 (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Company has formulated the Material Subsidiary Policy and uploaded on the website of the Company and a web link to the same is: [http://www.jdorgochem.com/pdf/policies/Policy\\_on\\_Material\\_Subsiidiary.pdf](http://www.jdorgochem.com/pdf/policies/Policy_on_Material_Subsiidiary.pdf).

**G. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES: Not Applicable.**

**14. OTHER POLICIES ADOPTED AS PER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015:**

The Company has also adopted various policies in compliance with requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policies were also hosted on the website of the Company. Details and weblink of the said policies are as follows:

**ARCHIVAL POLICY** - In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same can be accessed at [http://www.jdorgochem.com/pdf/policies/Archival\\_Policy.pdf](http://www.jdorgochem.com/pdf/policies/Archival_Policy.pdf)

**POLICY ON PRESERVATION OF DOCUMENTS** - In compliance with Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has adopted Policy on Preservation of Documents. The same can be accessed at [http://www.jdorgochem.com/pdf/policies/Preservation\\_of\\_documents.pdf](http://www.jdorgochem.com/pdf/policies/Preservation_of_documents.pdf)

**DETERMINATION OF MATERIALITY OF EVENTS** - In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same can be accessed at [http://www.jdorgochem.com/pdf/policies/Materiality\\_events\\_policy.pdf](http://www.jdorgochem.com/pdf/policies/Materiality_events_policy.pdf)

**15. CEO/CFO CERTIFICATION**

The Chairman and Managing Director and the Chief Financial Officer of the Company have given annual Certification on Financial Statements and the cash flow statement and internal controls for financial reporting to the Board in terms of clause Regulation 17(8) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman and Managing Director of the Company also issues the quarterly certification on financial results while placing the financial results before the board in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These certificates have been placed before the board meetings from time to time.

**16. CODE OF CONDUCT**

As required under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has laid down Code of Conduct for Directors and Senior Management Personnel of the Company. The same has been posted on the Company's website: <http://www.jdorgochem.com/pdf/policies/Revised%20code%20of%20conduct.pdf>

The Company has received affirmation of compliance from Directors & Senior Managerial Personnel of the Company for the Financial Year ended March 31, 2016. A declaration to this effect signed by the Managing Director of the Company is provided as Annexure B to this report.

**17. PROHIBITION OF INSIDER TRADING**

The Company has notified and adopted the Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information made pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 with a view to regulate trading in securities by the Directors and designated employees of the Company. The Compliance Officer is responsible with compliance under these Regulations. The code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code. The said Code of Conduct for prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information is published on the website of the Company: [http://www.jdorgochem.com/pdf/policies/Insider\\_Trading\\_Policy.pdf](http://www.jdorgochem.com/pdf/policies/Insider_Trading_Policy.pdf)

**18. DETAILS OF EQUITY SHARES IN SUSPENSE ACCOUNT**

In accordance with the requirement of Regulation 34(3) and Schedule V part F of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company reports that there are no Equity shares held in suspense account as on March 31, 2016.

**19. AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

As required under Part E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Auditors' Certificate regarding the compliance of provisions of the Corporate Governance norms is attached with this report.

**20. PLEDGE OF SHARES**

No pledge has been created over the Equity Shares held by the Promoters and/or Promoter Group Shareholders as on March 31, 2016.

**21. SUBSIDIARY COMPANY**

The Company does not have any subsidiary Company.

**For JD ORGOCHEM LIMITED**

**Mahendra K. Kothari**  
**Chairman and Managing Director**  
 DIN: 00183613

Place : Mumbai  
 Date : August 08, 2016



### **Auditors' Certificate On Corporate Governance**

**To,  
The Members,  
JD Orgochem Limited**

We have examined the compliance of conditions of corporate governance by JD Orgochem Limited, for the year ended on March 31, 2016, as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Clause 49 of the Listing Agreement of the said Company with BSE Limited.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Clause 49 of the Listing Agreement of the said Company with BSE Limited.

We further 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**

**Membership No.4549**

**Firm Registration No. 105730W**

**Place: Mumbai**  
**Date : August 08, 2016**

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### **ANNEXURE B**

#### **Certificate of Compliance with the Code of Conduct for Board of Directors and Senior Management Personnel**

**To,  
The Members,  
JD Orgochem Limited,**

### **DECLARATION**

As required under Regulation 17 read with Schedule V (D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Board members and Senior Management Personnel of the Company have complied with the Code of Conduct of the Company for the year ended March 31, 2016.

**For JD ORGOCHEM LIMITED**

**Mahendra K. Kothari**  
**Chairman and Managing Director**  
**DIN: 00183613**

**Place : Mumbai**  
**Date : August 08, 2016**

**CEO/CFO CERTIFICATION****(As per Regulation 17 Part B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Board of Directors  
JD Orgochem Limited

We hereby certify that in the preparation of the accounts for the year ended March 31, 2016:

- a) We have reviewed financial statements and the cash flow statement for the financial year 2015 -16 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. 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.
- b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposes to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee –
  - i. That there are no significant changes in internal controls over financial reporting during the year;
  - ii. That there are no significant changes in accounting policies during the year; and
  - iii. There have been no instances of significant fraud of which we have become aware and the involvement therein, if any of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Plac : Mumbai**  
**Date : August 08, 2016**

**Narendra R. Shah**  
**Chief Financial Officer**

**Mahendra K. Kothari**  
**Chairman and Managing Director**  
**DIN: 00183613**

## 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 Equity 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) Retiral 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.

**For JD ORGOCHEM LIMITED**

**Place : Mumbai**  
**Date : August 08, 2016**

**Mahendra K. Kothari**  
**Chairman and Managing Director**  
**DIN: 00183613**

## 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 Equity 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 Equity 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 Equity Listing Agreement with the Bombay Stock Exchange 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, Corporate Social Responsibility 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.

**For JD ORGOCHEM LIMITED**

Place : Mumbai  
 Date : August 08, 2016

**Mahendra K. Kothari**  
 Chairman and Managing Director  
 DIN: 00183613

**ANNEXURE 5**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

*[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]*

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016**

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 **October 5, 1973 having CIN: L24100MH1973PLC016908** and Registered Office at **301, Sumer Kendra, P. B. Marg, Worli, Mumbai- 400 018**. 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 **March 31, 2016** 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, statutory registers, forms and returns filed and other records maintained by the Company for the Financial Year ended on **March 31, 2016** 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; **Provisions of External Commercial Borrowings not applicable as Company has not taken loans via External Commercial Borrowings;**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and SEBI (Prohibition of Insider Trading) Regulations, 2015 w.e.f May 15, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- **Not Applicable;**
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- **Not Applicable;**
  - e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **Not Applicable;**
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not Applicable;**
  - g. 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;
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not Applicable;**



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:- S.S 1 and S.S 2 w.e.f. July 01, 2015;
- ii. The Listing Agreement entered into by the Company with the BSE Limited upto November 30, 2015;
- iii. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.e.f. December 01, 2015.

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:

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 a Chief Financial Officer (CFO) and a Company Secretary (CS) from the date of notification of the Section 203 i.e. April 01, 2014 however, the Company has appointed Mr. Narendra R. Shah as a CFO w.e.f. November 04, 2015 and Ms. Karishma Khetani as a Company Secretary w.e.f. February 09, 2016.

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.

**For Kaushal Dalal & Associates  
Practicing Company Secretaries**

**Place : Mumbai  
Date : April 14, 2016**

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

### ANNEXURE-I

Sr. No.	Name of the Other Acts
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.	Factories Act, 1948
6.	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
7.	Information Technology Act, 2000
8.	Acts Specified under the Direct and the Indirect tax
9.	Acts prescribe under the Environmental Protection
10.	Acts prescribe under the prevention and control of the pollution.
11.	General Clauses Act, 1897

**For Kaushal Dalal & Associates**  
**Practicing Company Secretaries**

**Place : Mumbai**  
**Date : April 14, 2016**

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

**To,**  
**The Members,**  
**JD Orgochem 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**  
**Practicing Company Secretaries**

**Place : Mumbai**  
**Date : April 14, 2016**

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

**ANNEXURE 6**  
**Form No. MGT.9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on March 31, 2016**

[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 :**

i)	CIN	L24100MH1973PLC016908
ii)	Registration Date	October 05, 1973
iii)	Name of the Company	JD Orgochem Limited
iv)	Category Sub Category of the Company	Company Limited by Shares Indian Non-Government Company
v)	Address of the Registered Office and Contact Details	301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018 Telephone : 022 3042 3048 Fax No : 022 3042 3434 E-mail : investor.relations@jdorgochem.com Website : www.jdorgochem.com
vi)	Whether Listed Company (Yes/No)	Yes with BSE Limited
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any.	<b>REGISTRAR &amp; TRANSFER AGENT UPTO MAY 31, 2016</b> 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 Telephone : 022 6772 0300/6772 0334 Fax No : 022 2837 5646 E-mail : sharepro@shareproservices.com Website : www.shareproservices.com  <b>REGISTRAR &amp; TRANSFER AGENT W.E.F. JUNE 01, 2016</b> Link Intime India Private Limited C-13 Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai - 400 078. Telephone : 022 2594 6970 Fax No : 022 2594 6969 E-mail : rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

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

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

Sl. 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**

Sl. No.	Name and address of the company	CIN/ GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
-	-	-	-	-	-



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, 2015)				No. of Shares held at the beginning of the year (March 31, 2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(A) Promoters</b>									
<b>(1) Indian</b>									
a. Individual/HUF	4553729	-	4553729	34.37	4553729	-	4553729	34.37	-
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	3904157	-	3904157	29.46	3904157	-	3904157	29.46	-
e. Bank / FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
<b>Sub -Total (A) (1):-</b>	<b>8457886</b>	<b>-</b>	<b>8457886</b>	<b>63.83</b>	<b>8457886</b>	<b>-</b>	<b>8457886</b>	<b>63.83</b>	<b>-</b>
<b>(2) Foreign</b>									
a. NRI - Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Body Corp.	-	-	-	-	-	-	-	-	-
d. Bank / FI	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
<b>Sub -Total(A)(2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>8457886</b>	<b>-</b>	<b>8457886</b>	<b>63.83</b>	<b>8457886</b>	<b>-</b>	<b>8457886</b>	<b>63.83</b>	<b>-</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	100	-	100	0.00	(0.32)
c. Central Govt	-	-	-	-	-	-	-	-	-
d. State Govt	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-
f. Insurance Companies	-	-	-	-	-	-	-	-	-
g. FIs	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>1000</b>	<b>13700</b>	<b>14700</b>	<b>0.11</b>	<b>(0.32)</b>
<b>(2) Non - Institutions</b>									
a. Bodies Corporate									
(i) Indian	458193	47300	505493	3.82	510719	47300	558019	4.21	0.39
(ii) Overseas	-	-	-	-	-	-	-	-	-
b. Individual									
i. Individual Shareholders holding nominal share capital upto ₹. 1 Lakh	2745267	711870	3457137	26.09	2737374	709870	3447244	26.02	(0.07)
ii. Individual shareholders holding nominal share capital in excess of ₹. 1 lakh	383878	-	383878	2.90	384102	-	384102	2.90	--
c . others (specify)									
i. Non-Promoters-Directors /Relatives of Director	1400	1800	3200	0.02	1400	2400	3800	0.03	0.01
ii. NRI (Rep)	1200	100	1300	0.01	400	53800	54200	0.41	0.40
iii. NRI (Non - Rep)	1600	53800	55400	0.42	1200	100	1300	0.01	(0.41)
iv. Trust	-	-	-	-	-	-	-	-	-
v. Government Sponsord Trust	328749	-	328749	2.48	328749	-	328749	2.48	-
vi. In Transit	-	-	-	-	-	-	-	-	-
<b>Sub -Total(B) (2):-</b>	<b>3920287</b>	<b>814870</b>	<b>4735157</b>	<b>35.74</b>	<b>3963944</b>	<b>813470</b>	<b>4777414</b>	<b>36.06</b>	<b>0.32</b>
<b>Total Public Shareholding (B) = (B)(1) + (B) (2)</b>	<b>3963544</b>	<b>828570</b>	<b>4792114</b>	<b>36.17</b>	<b>3964944</b>	<b>827170</b>	<b>4792114</b>	<b>36.17</b>	<b>-</b>
<b>(C) Shares held by Custodian for GDRs&amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand total (A+B+C)</b>	<b>12421430</b>	<b>828570</b>	<b>13250000</b>	<b>100.00</b>	<b>12422830</b>	<b>827170</b>	<b>13250000</b>	<b>100.00</b>	<b>-</b>

## ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (April 01, 2015)			Shareholding at the end of the year (March 31, 2016)			% change in shareholding 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	Late Sharadchandra S. Kothari	1726509	13.03	-	0	0	-	(13.03)
3	Parag S. Kothari	1483899	11.20	-	2059402	15.54	-	4.34
4	Jayshree S. Kothari	1141921	8.62	-	1717424	12.96	-	4.34
5	Jay Chemi Colour Pvt. Ltd.	379890	2.87	-	379890	2.87	-	-
6	Jaysynth Impex Ltd.	361262	2.73	-	361262	2.73	-	-
7	Nikhil S. Kothari	201400	1.51	-	776903	5.86	-	4.35
<b>Total</b>		<b>8457886</b>	<b>63.83</b>	<b>-</b>	<b>8457886</b>	<b>63.83</b>	<b>-</b>	<b>-</b>

## iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sl. 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
<b>1</b>	<b>LATE SHARADCHANDRA S. KOTHARI</b>				
	At the beginning of the year	1726509	13.02	1726509	13.02
	Less: Transmission of Shares on account of death on November 30, 2015	1726509	13.02	-	-
	At the end of the year	-	-	-	-
<b>2</b>	<b>JAYSHREE S. KOTHARI</b>				
	At the beginning of the year	1141921	8.62	1141921	8.62
	Add: Acquisition on account of transmission i.e. death of first holder on November 30, 2015	1726509	13.02	2868430	21.65
	Less: Disposition on account of transmission and succession on December 23, 2015	575503	4.34	2292927	17.31
	Less: Disposition on account of transmission and succession on December 23, 2015	575503	4.34	1717424	12.96
	At the end of the year	-	-	1717424	12.96
<b>3</b>	<b>PARAG S. KOTHARI</b>				
	At the beginning of the year	1483899	11.20	1483899	11.20
	Add: Acquisition on account of transmission and succession on December 23, 2015	575503	4.34	2059402	15.54
	At the end of the year	-	-	2059402	15.54
<b>4</b>	<b>NIKHIL S. KOTHARI</b>				
	At the beginning of the year	201400	1.51	201400	1.51
	Add: Acquisition on account of transmission and succession on December 23, 2015	575503	4.34	776903	5.86
	At the end of the year	-	-	776903	5.86

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholdings at the beginning of the year		Date Wise Increase / Decrease in Shareholding During the Year		Reason for Increase/ Decrease	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	328749	2.48	01/04/2015	-	-	328749	2.48
				31/03/2016	-	-	328749	2.48
2	LSE Securities Limited	249793	1.89	01/04/2015	-	-	249793	1.89
				17/04/2015	6000	Transfer/ Purchase	255793	1.93
				15/05/2015	500	Transfer/ Purchase	256293	1.93
				24/07/2015	6400	Transfer/ Purchase	262693	1.98
				31/07/2015	4611	Transfer/ Purchase	267304	2.02
				07/08/2015	32649	Transfer/ Purchase	299953	2.26
				14/08/2016	16288	Transfer/ Purchase	316241	2.39
				31/03/2016	-	-	316241	2.39
3	Chhotalal Ramjibhai Bhanderi	205568	1.55	01/04/2015	-	-	205568	1.55
				25/03/2016	224	Transfer/ Purchase	205792	1.55
				31/03/2016	-	-	205792	1.55
4	Kundan Chhotalal Bhanderi	178310	1.35	01/04/2015	-	-	178310	1.35
				31/03/2016	-	-	178310	1.35
5	Mangal Bhanshali	100000	0.75	01/04/2015	-	-	100000	0.75
				31/03/2015	-	-	100000	0.75
6	Ganesh Puri Goswami	57830	0.44	01/04/2015	-	-	57830	0.44
				30/09/2015	7000	Transfer/ Purchase	64830	0.49
				31/03/2016	-	-	64830	0.49
7	Kanti Dhandha	52700	0.40	01/04/2015	-	-	52700	0.40
				31/03/2016	-	-	52700	0.40
8	VSL Securities	50000	0.38	01/04/2015	-	-	50000	0.38
				31/03/2016	-	-	50000	0.38
9	Yogesh Laxmidas Bhatia	47500	0.36	01/04/2015	-	-	47500	0.36
				31/03/2016	-	-	47500	0.36
10	ICICI Bank Limited	42257	0.32	01/04/2015	-	-	42257	0.32
				10/04/2015	(2105)	Transfer/ Sale	40152	0.30
				17/04/2015	(18399)	Transfer/ Sale	21753	0.16
				24/04/2015	(4010)	Transfer/ Sale	17743	0.13
				12/06/2015	(2)	Transfer/ Sale	17741	0.13
				10/07/2015	(17741)	Transfer/ Sale	0	0.00
				31/03/2016	-	-	0	0.00
11	Laxmidas Hirji Thakkar	40150	0.30	01/04/2015	-	-	40150	0.30
				31/03/2016	-	-	40150	0.30

## v. Shareholding of Director and Key Managerial Personnel

Sl. 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
<b>1</b>	<b>LATE SHARADCHANDRA S. KOTHARI*</b>				
	At the beginning of the year	1726509	13.02	1726509	13.02
	Less: Transmission of Shares on account of death to Smt. Jayshree S. Kothari on November 30, 2015	1726509	13.02	-	-
	At the end of the year	-	-	-	-
<b>2</b>	<b>MAHENDRA K. KOTHARI**</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>3</b>	<b>SHRIKANT K.KOTHARI</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>4</b>	<b>MITESH D.SEJPAL</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>5</b>	<b>UMESH T. CHANDAN</b>				
	At the beginning of the year	300	0.00	300	0.00
	At the end of the year	-	-	300	0.00
<b>6</b>	<b>FALGUNI K. MANEK***</b>				
	At the beginning of the year	100	0.00	-	-
	At the end of the year	-	-	-	-
<b>7</b>	<b>BHARATI R.CHANDAN****</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>8</b>	<b>NIKHIL S.KOTHARI*****</b>				
	At the beginning of the year	-	-	776903	5.86
	At the end of the year	-	-	776903	5.86
<b>9</b>	<b>NARENDRA R.SHAH*****</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>10</b>	<b>KARISHMA KHETANI*****</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-

\*Late Mr Sharadchandra S.Kothari - Chairman and Managing Director of the Company expired on October 11, 2015, hence he ceased to be Chairman and Managing Director of the Company.

\*\*Mr Mahendra K. Kothari was re-designated from Non-Executive Director to Chairman and Managing Director w.e.f. November 04, 2015.

\*\*\*Ms. Falguni K. Manek (Additional Independent Woman Director) resigned on August 10, 2015.

\*\*\*\* Mrs. Bharati R.Chandan was appointed as an Additional Independent Woman Director on August 14, 2015 and was regularised at the Annual General Meeting held on September 29, 2015.

\*\*\*\*\* Mr Nikhil S.Kothari was appointed as an Additional Non-Executive Director on November 04, 2015.

\*\*\*\*\*Mr Narendra R.Shah was appointed as Chief Financial Officer on November 04, 2015.

\*\*\*\*\* Ms Karishma Khetani was appointed as Company Secretary and Compliance Officer on February 09, 2016.



## V. INDEBTEDNESS

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

(₹. in Lacs)

	Secured Loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	2487.00	916.80	-	3403.80
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total of (i+ii+iii)	2487.00	916.80	-	3403.80
Change in the Indebtedness during the financial year	-	-	-	-
• Additions	1.00	-	-	1.00
• Reduction	-	-	-	-
Net Change	1.00	-	-	1.00
Indebtedness at the end of the financial year				
i. Principal Amount	2488.00	916.80	-	3404.80
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total of (i+ii+iii)	2488.00	916.80	-	3404.80

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Directors, Whole-time Directors and/or Manager:

(₹. in Lacs)

Sl. No.	Particulars of Remuneration	Name of the Managing Directors		Total Amount
		Late Mr Sharadchandra S. Kothari*	Mr Mahendra K. Kothari**	
1.	<b>Gross Salary</b>			
	(a) Salary as per provisions contained in Section 17(1) of the Income tax Act, 1961	0.00	1.10	1.10
	(b) value of perquisites u/s 17(2) Income Tax Act, 1961	0.00	0.00	0.00
	(c) Profits in lieu of Salary under Section 17(3) Income Tax Act, 1961	0.00	0.00	0.00
2	Stock Options	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission			
	- As 1% of Profit	0.00	0.00	0.00
	- Others, specify			
5	Others, please specify Provident Fund and other Funds	0.00	0.00	0.00
<b>Total (A)</b>		0.00	1.10	1.10
Ceilings as per Act		5% of the net profits of the Company		

\*Late Mr Sharadchandra S.Kothari - Chairman and Managing Director of the Company expired on October 11, 2015, hence he ceased to be Chairman and Managing Director of the Company.

\*\*Mr Mahendra K.Kothari was re-designated from Non-Executive Director to Chairman and Managing Director w.e.f. November 04, 2015.

## B. Remuneration to other directors

(₹. in Lacs)

Sl No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors	Mr Umesh T. Chandan	Mr Mitesh D. Sajpal	Ms Falguni K. Manek*	Mrs Bharati R. Chandan**	
	Fee for attending Board/Committee Meetings	0.44	0.40	0.04	0.16	1.04
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	0.44	0.40	0.04	0.16	1.04
2.	Other Non-Executive Directors	Mr Mahendra K.Kothari***	Mr Shrikant K.Kothari	Mr Nikhil S.Kothari		
	Fee for attending Board/Committee Meetings	0.32	0.20	0.04		0.56
	Commission	-	-	-		-
	Others, please specify	-	-	-		-
	Total (1)	0.32	0.20	0.04		0.56
	Total(B) =(1+2)					1.60
	Total Managerial Remuneration					1.60
	Overall Ceiling as per the Act					-

\* Ms Falguni K. Manek (Additional Independent Woman Director) resigned on August 10, 2015.

\*\* Mrs. Bharati R.Chandan was appointed as an Additional Independent Woman Director on August 14, 2015 and was regularised at the Annual General Meeting held on September 29, 2015.

\*\*\*Mr Mahendra K.Kothari was re-designated from Non-Executive Director to Chairman and Managing Director w.e.f. November 04, 2015.

\*\*\*\* Mr Nikhil S. Kothari was appointed as an Additional Non-Executive Director on November 04, 2015.

C. Remuneration to Key Managerial Personnels Other than MD/Manager/WTD

(₹. in Lacs)

Sl. No.	Particulars of Remuneration	Name of the Key Managerial Personnels		Total Amount
		Chief Financial Officer Mr Narendra R.Shah*	Company Secretary Ms Karishma Khetani**	
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	1.05	0.53	1.58
	(b) value of perquisites u/s 17(2) Income-tax Act, 1961	0.04	0.03	0.07
	(c) Profits in lieu of Salary under Section 17(3) Income-tax Act, 1961	0.00	0.00	0.00
2	Stock Options	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission			
	- as % of profit	0.00	0.00	0.00
	- others, specify	0.00	0.00	0.00
5	Others, please specify			
	- Provident Fund & other Funds	0.06	0.03	0.09
	Total (C)	1.15	0.59	1.74

\* Mr Narendra R.Shah was appointed as Chief Financial Officer on November 04, 2015.

\*\* Ms Karishma Khetani was appointed as Company Secretary and Compliance Officer on February 09, 2016.

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

There were no Penalties/Punishment/Compounding of offences for breach of any provisions of the Companies Act, 2013 against the Company or its Directors or other officer in default, during the year.

**For JD ORGOCHEM LIMITED**

Place : Mumbai  
Date : August 08, 2016

**Mahendra K. Kothari**  
Chairman and Managing Director  
DIN: 00183613

## Annexure 7

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

##### **i. Your Company adopts following steps towards conservation of energy**

The Company is reviewing various proposals for reduction in consumption of energy, mainly by way of replacement of existing equipments by modern and energy efficient equipments.

Further the Company ensures adopting following energy saving measures:

1. Switching off equipments whenever not in use
2. Printing only important documents

##### **ii. The Steps taken by the Company for utilising alternate sources of energy**

There are no specific steps taken by the Company for utilising alternate sources of energy.

##### **iii. The capital investment on energy conservation equipments**

Company has not made any capital investment on energy conservation equipments during the Financial Year 2015 -16.

#### **B. Technology absorption -**

Efforts, in brief, made towards technology absorption.

- (i) The Company has not undertaken any efforts towards technology absorption;
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution;
- (iii) 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**
- (iv) The expenditure incurred on Research and development.

The Company has not incurred any expenditure on research and development during the Financial Year 2015-16.

#### **C. Foreign Exchange Earnings and Outgo-**

Foreign exchange earnings and outgo as required pursuant to the provisions of Section 134 of the Companies Act, 2013 are as follows

(₹. in Lacs)

Sl. No.	Particulars	2015-16	2014-15
1	Foreign Exchange Earned	NIL	NIL
2	Foreign Exchange Used	NIL	NIL

For JD ORGOCHEM LIMITED

Place : Mumbai  
Date : August 08, 2016

Mahendra K. Kothari  
Chairman and Managing Director  
DIN: 00183613

## Annexure 8

### **Management Discussion and Analysis Report**

#### **INDUSTRY STRUCTURE**

Dyes and dye intermediates industry is an important sector of the Indian chemical industry. This sector has grown at a very fast pace after independence and nearly half of its production is being exported today. India is now the second largest producer of dyes and intermediaries in Asia. A remarkable feature of the Indian dyestuff industry is the co-existence of units in the small, medium and large sectors, actively involved in the manufacture of dyestuffs and their intermediates. The industry is characterized by the co-existence of a small number of players in the organized sector (around 50 units) and a large number of small manufacturers (around 11,000 units) in the unorganized sector. The distribution of these units is skewed towards western region (Maharashtra and Gujarat) accounting about 90%. In fact, nearly 80% of the total capacity is in Gujarat, where there are nearly 750 units.

The growth of dye sector in the future continues to depend on the performance of end user industries like paints, textiles, printing inks, paper, plastics and foodstuffs. The changing customer preferences, boom and expansion of infrastructure in certain parts of the world creates new market opportunities for the dye industry. To achieve global standards the industry needs to put efforts in critical areas so as to achieve aggressive growth and focus on exports, R&D, co-marketing alliances, up-gradation of manufacturing facility, contract manufacturing with companies having established markets, identification of areas of core competence, consolidation, collaboration by cluster development, outsourcing, environmental consciousness, cost reduction etc. The industry is likely to see many new dyeing technologies coming into the market with the help of good technical expertise and R&D achievements. Globally the high usage of cotton, polyester and the banned vat and azo dyes in some of the countries has paved the way for reactive and disperse dyes. It is expected that in future these two dyes would lead the market. The Industry feels unless the labour laws, power supply and infrastructure are improved, it would be very difficult to compete globally with rapidly declining duty and appreciation in the value of rupee.

With Government of India promoting Make in India project, such an initiative will lower the dependency of importing raw materials and purchasing the required raw materials will help companies to lower manufacturing costs and will help to offer goods at competitive rates.

#### **OPPORTUNITIES, THREATS, RISKS AND CONCERNS**

##### **a) OPPORTUNITY IN THE INDUSTRY**

Export opportunities created by the closure of several units in countries like USA and Europe due to enforcement of strict pollution control norms, has resulted in a spurt of capacity building in India.

There is a lot of scope of growth in the dyestuff industry with emphasis laid on research and development activities. Stricter law implementation in major competitor country China leading to closure of certain dyestuff and chemical units has resulted in creation of temporary demand for Indian products. Such situations brings in an opportunity for Indian Companies to tap the market and create a niche for themselves in the world market.

A large population, huge domestic market dependence on agriculture and strong export demand are the key growth drivers for the industry.

A global shift towards Asia as the world's chemicals manufacturing hub is a positive sign indicating growth of the industry in India. Per capita consumption of chemicals in India is lower as compared to western countries, so immense scope for new investments. Rise in GDP and purchasing power generates huge growth potential for the domestic market. Low cost manufacturing.

##### **b) THREATS, RISKS AND CONCERNS IN THE INDUSTRY**

Since majority of dyestuffs are commodities there is not much product differentiation & duplication of products is easy. The market faces moderate risks related to dependency on export revenue mix, competitive pressures from China, high concentration of SMEs with negligible compliance with changing EU export dynamics and obsolete production technologies used by majority of SMEs in Gujarat and Maharashtra states hampering long-term growth prospects of India's dyes and pigments stakeholders.

The dyestuff industry faces volatility in the price of inputs and the volatility of the Rupee vis a vis the US Dollar which is a matter of concern and is required to be tackled.

Any regulatory change in the government policies, local environment regulations and changes in duties and tax, increase in interest rate due to inflation pressure may affect our business operations, financial performance and future growth.

### **SEGMENT WISE OR PRODUCT WISE PERFORMANCE**

Under Dyestuff category – Company offers range of Reactive, Disperse, Acid Dyestuff products which are in line with the product of multinationals companies. Our presence in dyestuff market is for more than 40 years.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The details of Internal Control Systems and their adequacy have already been discussed in the Board's Report under the title Internal Financial Controls.

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

(₹. in Lacs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015	%Increase /decrease
Revenue from Operations	82.17	82.96	(0.95)
Other Income	51.77	37.71	37.28
Total Income	133.94	120.67	11.00
Loss before extraordinary item and depreciation	(28.21)	(35.90)	(24.42)
Loss before tax	(92.21)	(107.55)	(14.26)
Loss after tax	(92.24)	(108.13)	(14.23)

### **OUTLOOK**

The markets look positive and encouraging for the dyes and organic pigment 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 the dye and organic pigment markets such as textiles and plastic product. It is also estimated that dyes and organic pigment 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 and organic pigments, rapid growth will also be experienced in smaller Asian markets such as Bangladesh, India and Vietnam as textile and plastic producers continue to move production to countries with the lowest labour costs. Additionally, consumer preferences for new, unusual textile colours - that do not fade and yet are environmentally friendly - will boost growth in value demand as textile producers increasingly turn to these newer, higher value products. 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. Increase in value demand will reflect the growing importance of expensive, higher value dyes and pigments that meet increasingly stringent performance standards and preferences for more environmentally friendly products. Despite the healthy growth, even faster advances will be limited by a moderation in global vehicle production and slow growth in printing inks due to the challenges facing the print media industry.

### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT**

During the Financial Year 2015-16 the Company had appointed Ms. Karishma Khetani, Company Secretary and Mr. Narendra R. Shah, Chief Financial Officer of the Company. Your Company acknowledges the importance of the workforce; they believe that growth of the Company majorly depends on the contribution made by the employees. It always lays an emphasis on creating an environment which is favourable for the employees and motivates performance, customer focus and innovation Company's strategies are based, inter alia, on processes of continuous learning and improvement. The Company had 4 (Four) employees as on March 31, 2016 as against 2 (Two) employees as on March 31, 2015.

Industrial Relations remain cordial during the Financial Year 2015-16.

**CAUTIONARY STATEMENT:** Certain statements made in this Report relating to the Company's outlook, estimates, predictions etc. may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ from such estimates, whether express or implied. Several factors that could make a difference to Company's operations include climatic conditions and economic conditions affecting demand and supply, changes in Government regulation tax regimes, natural calamities etc. over which the Company does not have any direct control.

**For JD ORGOCHEM LIMITED**

**Mahendra K. Kothari**

**Chairman and Managing Director**

**DIN: 00183613**

**Place : Mumbai**  
**Date : August 08, 2016**

## 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, 2016, 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, 2016 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, 2016 ("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", 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, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - g) With 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 is no amount which was 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 24, 2016**



## Annexure – A to the Auditor’s Report

### The Annexure referred to in Independent Auditor’s Report to the members of the Company on the financial statement for the year ended March 31, 2016

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.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company
- 2 As informed to us, inventories have been physically verified during the year by the management and no material discrepancies stated to have been noticed on physical verification of inventories 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 The Company has during the year ended 31.03.96 invested ₹ 2,24,25,000/- in the 224250 equity shares of 100/- each of Jaysynth Polychem Pvt. Ltd. (JPPL) (a Company under the same management). Thereafter, the net worth of the JPPL has eroded over the period & therefore the Company has provided for 100% diminution in the value of the said Investment during the year ended 31.03.13. Except for the above in our opinion and according to the information given to us, the provisions of sections 185 and 186 of the Companies Act 2013 are not applicable with respect to loans (other than the one stated in 3 above), investments, guarantees, and security to which the said provisions apply.
- 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) i) 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, Employee’s State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other statutory dues other than mentioned in (ii) below have generally been regularly deposited with the appropriate authorities.  
ii) As per records of the Company, the following undisputed statutory dues were outstanding as on 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

- (b) 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
i) Gram Panchayat Tax (Shown as contingent liability)	Gram Panchayat , Vadgaon, Taluka Khalapur, Dist. Raigad	25.82
ii) Gram Panchayat Tax	Gram Panchayat , Vadgaon, Taluka Khalapur, Dist. Raigad (01.04.2000 to 31.03.2011)	105.76

- 8 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 loans or borrowings to a financial institution, bank, government, or dues to the debenture holders.
- 9 The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
- 10 Based on the audit procedures performed and the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- 11 According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- 12 In our opinion and according to information and explanation given to us, the Company is not a nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- 13 According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14 According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15 According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16 The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

**Place : Mumbai**  
**Date : May 24, 2016**

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

## **Annexure - B to the Auditors' Report**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of JD ORGOCHEM LIMITED ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based

on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**Place : Mumbai**  
**Date : May 24, 2016**

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

**BALANCE SHEET AS AT MARCH 31, 2016**

(₹ in lacs)

	<u>Note</u>	<u>As at</u> <u>March 31, 2016</u>	<u>As at</u> <u>March 31, 2015</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	4	132.50	132.50
Reserves and Surplus	5	(3,553.40)	(3,461.16)
<b>Non-Current Liabilities</b>			
Long Term borrowings	6	3,404.80	3,403.80
Other Long Term Liabilities	7	950.04	944.87
Long Term Provisions	8	38.47	37.67
<b>Current Liabilities</b>			
Trade Payables	9	55.14	95.09
Other Current Liabilities	10	5.82	7.04
Short-Term Provisions	11	40.66	35.51
<b>TOTAL</b>		<b>1,074.03</b>	<b>1,195.32</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	12	790.87	861.14
Non-current investments	13	-	-
Long term loans and advances	14	79.79	79.79
<b>Current Assets</b>			
Inventories	15	52.87	52.76
Trade receivables	16	38.14	92.24
Cash and cash equivalents	17	81.80	85.76
Short-term loans and advances	18	14.45	13.09
Other current assets	19	16.11	10.54
<b>TOTAL</b>		<b>1,074.03</b>	<b>1,195.32</b>

Notes on Financial Statements

1 to 35

As per our report of even date  
FOR MAGANLAL & AJAY MEHTA  
Chartered Accountants  
Firm Registration No. 105730W

M. K. KOTHARI  
Chairman & Managing Director

MAGANLAL THACKER  
Partner  
Membership No. 4549  
Place : Mumbai  
Date : May 24, 2016

S. K. KOTHARI  
Director

KARISHMA KHETANI  
Company Secretary

NARENDRA R. SHAH  
Chief Finance Officer

**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2016**

(₹ in lacs)

<u>Particulars</u>	<u>Note</u>	<u>Year ended</u> <u>March 31, 2016</u>	<u>Year ended</u> <u>March 31, 2015</u>
<b>INCOME</b>			
Revenue from operations	20	82.17	82.96
Other Income	21	51.77	37.71
<b>Total Revenue</b>		<b>133.94</b>	<b>120.67</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	22	31.32	-
Purchase of Stock-in-Trade		45.52	79.84
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	-	-
Manufacturing & Operating Cost	24	0.45	-
Employee benefit expense	25	12.77	4.95
Finance costs	26	1.83	1.04
Depreciation and amortization expense	13	70.27	70.74
Other expenses	27	64.00	71.65
<b>Total expenses</b>		<b>226.15</b>	<b>228.22</b>
<b>Loss before tax</b>		<b>(92.21)</b>	<b>(107.55)</b>
<b>Tax expenses</b>			
Tax expenses related to prior year		0.03	0.58
<b>Loss for the year</b>		<b>(92.24)</b>	<b>(108.13)</b>
Basic & Diluted Earning per equity share of face value of ₹1/- each (in ₹)	28	(0.70)	(0.82)

Notes on Financial Statements

1 to 35

As per our report of even date  
**FOR MAGANLAL & AJAY MEHTA**  
 Chartered Accountants  
 Firm Registration No. 105730W

**M. K. KOTHARI**  
 Chairman & Managing Director

**MAGANLAL THACKER**  
 Partner  
 Membership No. 4549  
 Place : Mumbai  
 Date : May 24, 2016

**S. K. KOTHARI**  
 Director

**KARISHMA KHETANI**  
 Company Secretary

**NARENDRA R. SHAH**  
 Chief Finance Officer

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

(₹ in lacs)

	<u>Year ended</u> <u>March 31, 2016</u>	<u>Year ended</u> <u>March 31, 2015</u>
<b>A. Cash flow from operating activities:</b>		
Net profit before tax and extraordinary items	(92.21)	(107.55)
<b>Adjustments for :</b>		
Depreciation	70.27	70.74
Profit on sale of fixed assets	-	(3.45)
Interest received	(1.83)	(1.04)
<b>Operating profit before working capital changes</b>	<b>(23.77)</b>	<b>(41.29)</b>
Inventories	(0.11)	-
Trade and other receivables	48.86	(85.24)
Trade payables	(30.06)	80.26
<b>Cash generated from operations</b>	<b>(5.08)</b>	<b>(46.27)</b>
Direct taxes (Net)	(1.71)	(1.77)
<b>Net cash from operating activities</b>	<b>(6.79)</b>	<b>(48.04)</b>
<b>B. Cash flow from investing activities :</b>		
Sale of fixed assets	-	3.50
<b>Net cash From investing activity</b>	<b>-</b>	<b>3.50</b>
<b>C. Cash flow from financing activities :</b>		
Interest received	1.83	1.05
Receipt of Long Term Borrowings	1.00	23.50
<b>Net cash used in financing activities</b>	<b>2.83</b>	<b>24.55</b>
<b>Increase in cash and cash equivalents</b>	<b>(3.96)</b>	<b>(20.00)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>85.76</b>	<b>105.77</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>81.80</b>	<b>85.77</b>

As per our report of even date  
FOR MAGANLAL & AJAY MEHTA  
Chartered Accountants  
Firm Registration No. 105730W

MAGANLAL THACKER  
Partner  
Membership No. 4549  
Place : Mumbai  
Date : May 24, 2016

M. K. KOTHARI  
Chairman & Managing Director

S. K. KOTHARI  
Director

KARISHMA KHETANI  
Company Secretary

NARENDRA R. SHAH  
Chief Finance Officer

## Notes to the Financial Statements for the year ended March 31, 2016

### 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 01.04.15 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.

#### 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, 2016

### Note : 4 Share Capital

Particulars	As at March 31, 2016		As at March 31, 2015	
	Number of Shares	(₹ in lacs)	Number of Shares	(₹ in lacs)
<b><u>AUTHORIZED CAPITAL</u></b>				
Equity shares of ₹ 1/- each	3,00,000,000	<b>3,000.00</b>	3,00,000,000	<b>3,000.00</b>
<b><u>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</u></b>				
Equity shares of ₹ 1/- each, fully paid up	<b>13,250,000</b>	<b>132.50</b>	<b>13,250,000</b>	<b>132.50</b>

#### A) Reconciliation of the number of shares and the amount outstanding at the beginning and at the end of March 31, 2016

Particulars	Opening Balance	Redemption	Closing Balance
Equity shares of ₹ 1/- each			
<b>Year ended March 31, 2016</b>			
Number of shares	13,250,000	-	13,250,000
Amount (₹ in lacs)	132.50		132.50
<b>Year ended March 31, 2015</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 20th June 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, 2016		As at March 31, 2015	
	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
Parag S Kothari	2,059,402	15.54	1,483,899	11.20
Jayshree S Kothari	1,717,424	12.96	1,141,921	8.62
Nikhil S Kothari	776,903	5.86	201,400	1.52

(₹ in lacs)

As at March 31, 2016 As at March 31, 2015

### 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	(8,909.26)	(8,801.13)
Add: Loss for the year	(92.24)	(108.13)
	(9,001.50)	(8,909.26)
<b>Total</b>	<b>(3,553.40)</b>	<b>(3,461.16)</b>

(₹ in lacs)

As at March 31, 2016 As at March 31, 2015

**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)**

24.50

23.50

(Expired during the year)

**Others Loans (Unsecured)**

916.80

916.80

**Total**

**3,404.80**

**3,403.80**

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 30,2017 and ending on September 30, 2019, as per revised terms for repayment agreed upon during the year.

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 30,2017 and ending on December 31, 2020, as per revised terms for repayment agreed upon during the year.

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 As per scheme of compromise & restructuring sanctioned by High Court of Bombay, 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 after obtaining necessary approvals, which is pending.

**Note : 7 Other Long Term Liabilities**

Advances From Customers

252.07

239.85

Outstanding Expenses

358.05

358.05

Employee Liabilities Payable

305.91

312.97

Deposits

34.01

34.01

**Total**

**950.04**

**944.87**

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. However the provision made in this regard in earlier years is considered adequate at this stage.

**7.2 Deposit**

Deposit From agents

6.01

6.01

Deposit - Leave & 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

7.73

7.79

Provision for gratuity

30.74

29.88

**Total**

**38.47**

**37.67**

- 8.1 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. However the provision made in this regard in earlier years is considered adequate at this stage.

(₹ in lacs)

As at March 31, 2016 As at March 31, 2015

**Note : 9 Trade Payables**

Trade Payables	55.14	95.09
<b>Total</b>	<b>55.14</b>	<b>95.09</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	4.89	6.25
Outstanding Expenses	0.05	0.34
Employee Liabilities Payable	0.88	0.45
<b>Total</b>	<b>5.82</b>	<b>7.04</b>

**Note : 11 Short Term Provisions****Provision For Employee Benefits**

Provision for leave encashment	0.02	0.01
Provision for gratuity	40.63	35.50
<b>Total</b>	<b>40.66</b>	<b>35.51</b>

**Note : 12 Fixed Asset**

Particulars	Gross Block			Depreciation				Net Block	
	As at April 1, 2015	Deductions	As at March 31, 2016	As at April 1, 2015	For the Year	Deductions	Upto March 31, 2016	As at March 31, 2016	As at March 31, 2015
<b>Tangible Assets</b>									
Leasehold land	7.02	-	7.02	2.40	0.08	-	2.47	4.55	4.62
Factory Building	2,226.21	-	2,226.21	1,577.84	70.19	-	1,648.03	578.18	648.37
Plant & machinery	5,576.50	-	5,576.50	5,380.94	-	-	5,380.94	195.56	195.56
Elec. Installation	13.55	-	13.55	13.48	-	-	13.48	0.07	0.07
Furniture & fixtures	61.79	-	61.79	58.70	-	-	58.70	3.09	3.09
Equipments	146.05	-	146.05	138.75	-	-	138.75	7.30	7.30
Computers	28.67	-	28.67	27.24	-	-	27.24	1.43	1.43
Vehicles	7.41	-	7.41	7.06	-	-	7.06	0.35	0.35
Books	11.75	-	11.75	11.42	-	-	11.42	0.33	0.34
<b>SUB TOTAL (A)</b>	<b>8,078.95</b>	<b>-</b>	<b>8,078.95</b>	<b>7,217.81</b>	<b>70.27</b>	<b>-</b>	<b>7,288.08</b>	<b>790.87</b>	<b>861.14</b>
<b>Intangible Assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>SUB TOTAL (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total [A + B]</b>	<b>8,078.95</b>	<b>-</b>	<b>8,078.95</b>	<b>7,217.81</b>	<b>70.27</b>	<b>-</b>	<b>7,288.08</b>	<b>790.87</b>	<b>861.14</b>
<b>Previous Year</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>

(₹ in lacs)

As at March 31, 2016 As at March 31, 2015

**Note : 13 Non Current Investments**

**Trade**

**Investment in equity instruments**

224,250 equity shares of ₹ 100/- each of Jaysynth Polychem Pvt Ltd.	224.25	224.25
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
	<u>228.26</u>	<u>228.26</u>
Less: Provision for diminution in value of investment	<u>228.26</u>	<u>228.26</u>
<b>Total</b>	<u>-</u>	<u>-</u>
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 & Advances to related parties (unsecured)

Jaysynth Polychem Pvt. Ltd. (considered doubtful)	178.00	178.00
Loans & Advances to employees(Unsecured, considered good)	0.25	0.25
Other Loans & Advances	75.83	75.83
Excise Duty Refund Receivable	3.71	3.71
	<u>257.79</u>	<u>257.79</u>
Less Provision for doubtful debts	<u>(178.00)</u>	<u>(178.00)</u>
<b>Total</b>	<u>79.79</u>	<u>79.79</u>

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 for the year ended 31.03.2014.

**Note : 15 Inventories**

(At lower of cost and net realisable value)

Raw Material	11.58	11.46
Work-in-Progress	14.75	14.75
Finished Goods	14.12	14.12
Stores & Spares	12.43	12.43
<b>Total</b>	<u>52.87</u>	<u>52.76</u>

**Note : 16 Trade Receivables**

(Unsecured, Considered Good)

Outstanding for more than six months	1.53	0.21
Other	36.61	92.03
<b>Total</b>	<u>38.14</u>	<u>92.24</u>

(₹ in lacs)

As at March 31, 2016 As at March 31, 2015

**Note : 17 Cash and cash equivalents**

Cash-in-Hand	0.29	0.29
Balances with Banks		
in current account	3.93	3.89
in Deposit account	1.51	6.93
in Margin (Maturity of more than 12 months )	76.05	74.65
<b>Total</b>	<b>81.80</b>	<b>85.76</b>

**Note : 18 Short Terms Loans and Advances**

(Unsecured, Considered Good)

Prepaid Expenses	0.75	1.08
Balances with government authorities		
Deposit with Excise & Cenvat credit receivable	1.34	1.34
Others		
Advance Recoverable in cash or in kind or for value to be received	0.31	0.31
Advance Income Tax/Refund Receivable	12.05	10.36
<b>Total</b>	<b>14.45</b>	<b>13.09</b>

**Note : 19 Other Current Assets**

Interest accrued on bank deposit	16.11	10.54
<b>Total</b>	<b>16.11</b>	<b>10.54</b>

<b>Year ended</b>	<b>Year ended</b>
<b>March 31, 2016</b>	<b>March 31, 2015</b>

**Note : 20 Revenue from Operations**

Sale of products	89.92	82.96
Less: Excise Duty	7.75	-
	<b>82.17</b>	<b>82.96</b>

**Note : 21 Other Income**

Interest earned ( Tds ₹ 0.85 lacs (Py. ₹ 0.87 lacs))	8.77	19.26
Rent Received ( Tds ₹ 1.80 lacs (Py. ₹ 1.50 lacs))	18.00	15.00
Sale of CIB Licences ( Tds ₹ 2.50 lacs )	25.00	-
Profit on sale of assets	-	3.46
<b>Total</b>	<b>51.77</b>	<b>37.71</b>

**Note : 22 Cost of Materials Consumed**

Opening stock	11.46	11.46
Add : Purchases	31.44	-
	<b>42.90</b>	<b>11.46</b>
Less : Closing Stock	(11.58)	(11.46)
<b>Total</b>	<b>31.32</b>	<b>-</b>

	Year ended March 31, 2016	Year ended March 31, 2015 (₹ in lacs)
<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>

**Note : 24 Manufacturing & operating Cost**

Consumption of Packing material	0.23	-
Power, fuel and water	0.22	-
	<u>0.45</u>	<u>-</u>

**Note : 25 Employee Benefit Expenses**

Salaries & wages	12.33	4.68
Contribution to provident & other funds	0.33	0.17
Staff welfare expenses	0.11	0.11
<b>Total</b>	<u>12.77</u>	<u>4.95</u>

**25.1 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 :-

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
<b>Expenses recognised in the statement of Profit &amp; Loss</b>				
Current service cost	4.37	2.72	0.04	0.02
Interest cost	5.23	4.99	0.01	-
Expected return on plan assets	-	-	-	-
Net actuarial gain (loss) recognised in the year	(3.61)	(3.57)	0.37	-
Past service cost	-	-	-	-
Expenses recognised in the statement of Profit & Loss	5.99	4.13	0.42	0.02
<b>Actual return on plan assets</b>				
Expected return on plan assets	-	-	-	-
Actuarial gain (loss) plan assets	-	-	-	-
Actual return on plan assets	-	-	-	-
<b>Balance Sheet Recognition</b>				
Present value of obligation	71.37	635.38	0.49	0.08
Fair value of plan assets	-	-	-	-
Liability (assets)	71.37	635.38	0.49	0.08
Unrecognised past service cost	-	-	-	-
Liability (asset) recognised in the Balance Sheet	71.37	635.38	0.49	0.08

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
<b>Changes in the present value of the obligation</b>				(₹ in lacs)
Present value of obligation at the beginning of the period	65.38	633.39	0.08	0.05
Interest cost	5.23	4.99	0.01	-
Current service cost	4.37	2.72	0.04	0.02
Past service cost	-	-	-	-
Benefits paid	-	(2.14)	-	-
Actuarial (gain) loss on obligation	(3.61)	(3.57)	0.37	-
Present value of obligation at the end of the period	71.37	635.38	0.49	0.08
<b>Changes in the Fair Value of the Assets</b>				
Fair value of plan Assets at the beginning of the period	-	-	-	-
Expected Return on plan assets	-	-	-	-
Contributions	-	-	-	-
Benefits paid	-	-	-	-
Actuarial gain (loss) plan assets	-	-	-	-
Fair value of plan assets at the end of the period	-	-	-	-
Total actuarial gain (loss) recognised during the year	3.61	3.57	(0.37)	-
<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"	"IALM 2006-08 Ultimate"	"IALM 2006-08 Ultimate"	"IALM 2006-08 Ultimate"

(₹ in lacs)

Year ended March 31, 2016	Year ended March 31, 2015
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**Note : 26 Financial cost**

Interest Expense	1.20	0.47
Bank Charges	0.62	0.57
<b>Total</b>	<b>1.83</b>	<b>1.04</b>

**Note : 27 Other Expenses**

Auditors Remuneration	2.06	2.02
Directors Sitting Fees	1.60	0.70
Discount & Amount written off	(0.18)	1.37
Insurance Expenses	1.34	1.35
Net Loss on Foreign Currency transactions & translation	14.22	9.47
Professional Charges	12.98	30.08
Repair & Maintenance - Others	4.75	1.28
Rates & Taxes	5.46	5.54
Miscellaneous expenses	9.07	6.07
Contract labour	12.71	13.77
<b>Total</b>	<b>64.00</b>	<b>71.65</b>



	(₹ in lacs)	
	Year ended March 31, 2016	Year ended March 31, 2015
<b>27.1 Auditors' Remuneration</b>		
Audit fees	1.50	1.50
Income Tax matters	0.30	0.30
Service Tax	0.26	0.22
	<b>2.06</b>	<b>2.02</b>

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

Profit attributable to the Shareholder (₹ in Lacs)	(92.24)	(108.13)
No. of Equity Shares	13,250,000	13,250,000
Nominal Value of Equity Shares (₹)	1	1
Basic & Diluted Earning Per Share (₹)	(0.70)	(0.82)

**Note : 29 Segment Information**

a) Primary Segments :

The operation of the Company relates to one business segment i.e. trading & manufacturing 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 with whom the Company has transactioins:

- i) Jaysynth Dyestuff (India) Ltd.
- ii) Jaysynth Impex Ltd.
- iii) Jaysynth Polychem Pvt.Ltd.
- iv) R P Trading Co.
- v) Jay Instruments & Systems Pvt. Ltd.

Key Management Personnel

- i) Late Mr S.S.Kothari.
- ii) Mr M.K.Kothari.
- iii) Mr Narendra Shah
- iv) Ms. Karishma Khetani

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

Particulars	Related Party Transactions		Key Management Personnel	
	2015-16	2014-15	2015-16	2014-15
1 Balance Outstanding (Net)	Dr 186.61	Dr 241.96	-	-
2 Sale of Goods/Services/Assets	91.94	102.11	-	-
3 Purchase / Expenses	(0.75)	-	-	-
4 Receipt / Payment (Net)	(146.54)	(10.15)	-	-
6 Sitting Fees	0.56	0.26	-	-
7 Remuneration	-	-	2.84	-
	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>		
	<b>₹</b>	<b>₹</b>		

**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 Lacs	511 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. As regards balances in non-operative and dormant accounts carried forward since last many years we have been informed that the Company is in process of obtaining bank statements / certificates.

**Note : 35** Previous year's figures have been regrouped / reclassified, wherever necessary to confirm to the current year's presentation.

As per our report of even date

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

**M. K. KOTHARI**  
Chairman & Managing Director

**MAGANLAL THACKER**  
Partner  
Membership No. 4549  
Place : Mumbai  
Date : May 24, 2016

**S. K. KOTHARI**  
Director

**KARISHMA KHETANI**  
Company Secretary

**NARENDRA R. SHAH**  
Chief Finance Officer

## JD ORGOCHEM LIMITED

CIN: L24100MH1973PLC016908

Registered office: 301, Sumer Kendra, P.B.Marg, Worli, Mumbai - 400 018

Tel. No.: 022-3042 3048 Fax No.: 022-3042 3433

E-mail: investor.relations@jdorgochem.com Website: www.jdorgochem.com

### FORM NO. SH-13

### Nomination Form

**[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]**

To

**JD Orgochem Limited**

301, Sumer Kendra, P. B. Marg, Worli,

Mumbai - 400 018

I/We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

**(1) PARTICULARS OF THE SECURITIES** (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

**(2) PARTICULARS OF NOMINEE/S-**

a. Name	
b. Date of Birth	
c. Father's/Mother's/Spouse's name	
d. Occupation	
e. Nationality	
f. Address	
g. Email id	
h. Relationship with the security holder	

**(3) IN CASE NOMINEE IS A MINOR –**

a. Date of Birth	
b. Date of attaining majority	
c. Name of guardian	
d. Address of guardian	

Name: \_\_\_\_\_

Address: \_\_\_\_\_

NAME OF THE SECURITY HOLDER(S)	SIGNATURE
1.	
2.	

WITNESS WITH NAME AND ADDRESS	SIGNATURE OF WITNESS WITH DATE
ADDRESS: _____ _____ _____ PIN CODE: _____ PLACE: _____ DATE: ____/____/____	

**Please fill this Nomination form in Duplicate after carefully reading the instructions given below:**

1. The Nomination can be made by individuals only holding shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family (HUF) and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of HUF and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act, 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.

The nomination form filled in "duplicate" should be lodged with the Registrar and Transfer Agent of the Company, i.e., **M/s. Link Intime India Private Limited, Unit: JD Orgochem Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078**. The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished to the surviving shareholders. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form).

6. Nomination stands cancelled whenever the shares in the given folio are transferred/dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
7. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the Company before the death of the security holder[s] of the shares.
8. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore, the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
9. A copy of photo identity proof (like PAN/Passport) of nominee is required.

FOR OFFICE USE ONLY		
Nomination Registration No.	Date of Registration	Signature of Employee with Code No.

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# JD ORGOCHEM LIMITED

CIN: L24100MH1973PLC016908

Registered office: 301, Sumer Kendra, P.B.Marg, Worli, Mumbai - 400 018

Tel. No.: 022-3042 3048 Fax No.: 022-3042 3433

E-mail: investor.relations@jdorgochem.com Website: www.jdorgochem.com

## Form No. MGT-11

### PROXY FORM

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

CIN:	L24100MH1973PLC016908
Name of the Company:	<b>JD Orgochem Limited</b>
Registered Office:	301, Sumer Kendra, P.B. Marg, Worli, Mumbai - 400 018
Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No./ Client ID:	
DP ID:	

I/We, being the member(s) of \_\_\_\_\_, holding \_\_\_\_\_ Equity 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/tab) for me/us and on my/our behalf at the 42<sup>nd</sup> Annual General Meeting to be held on Monday, September 19, 2016 at 10.00 a.m. at Hotel Kohinoor Park, Kohinoor Corner, Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sr. No.	Resolutions
<b>Ordinary Business</b>	
1.	Adoption of Audited Financial Statements of the Company for the year ended March 31, 2016 and the reports of the Board of Directors and Auditors' thereon.
2.	Appointment of a Director in place of Mr. Mahendra K. Kothari (DIN:00183613) who retires by rotation and being eligible, offers himself for re-appointment.
3.	Re-appointment of M/s. Maganlal & Ajay Mehta, Chartered Accountants. (ICAI 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.
<b>Special Business</b>	
4.	Ordinary Resolution: Appointment of Mr. Nikhil S. Kothari (DIN: 00184152) as a Director of the Company.
5.	Special Resolution: Re-designation of Mr. Mahendra K. Kothari (DIN:00183613) as a Chairman and Managing Director of the Company.
6.	Special Resolution: Shifting of Register of Members.

Signed this on \_\_\_\_\_ day of \_\_\_\_\_, 2016

\_\_\_\_\_  
Signature of shareholder(s)

\_\_\_\_\_  
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. Proxy need not be member of the Company

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## This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



*If undelivered, please return to :*

**LINK INTIME INDIA PRIVATE LIMITED**

**UNIT : JD ORGOCHEM LIMITED**

**C-13, Pannalal Silk Mills Compound,**

**L.B.S. Marg, Bhandup (West),**

**Mumbai - 400 078.**

**Tel No: 022 2594 6970 / 2594 6969**