



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 : investor.relations@jdorgochem.com

29th September, 2017

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

Scrip Code – 524592

Subject: Submission of Annual Report for the Financial Year 2016-17 of the Company.


Dear Sir/Madam,

In compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed along with this letter the Annual Report for the Financial Year 2016 - 17 of the Company as approved by the Members at its 43rd Annual General Meeting held on Wednesday, 27th September, 2017 at Textile Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025 at 10.00 a.m.

We request you to take the same on record.

Yours faithfully,

For: JD ORGOCHEM LIMITED

Hiral Shah

Company Secretary and Compliance Officer

Membership No. A50014

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

Enclosed as above



JD ORGOCHEM LIMITED

43rd Annual Report 2016-17

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CORPORATE INFORMATION

EXECUTIVE DIRECTOR

Mahendra Krushnakumar Kothari
Chairman and Managing Director
(DIN: 00183613)

NON-EXECUTIVE DIRECTORS

Nikhil Sharadchandra Kothari
(DIN: 00184152)

Shrikant Krushnakumar Kothari
(DIN: 00184811)

KEY MANAGERIAL PERSONNEL

Mahendra Krushnakumar Kothari
Chairman and Managing Director
(DIN: 00183613)

Narendra Ramanlal Shah
Chief Financial Officer

Karishma Nadir Khetani (upto 31st January, 2017)
Company Secretary and Compliance Officer

Hiral Ramesh Shah (w.e.f. 25th May, 2017)
Company Secretary and Compliance Officer

PRINCIPAL BANKERS

HDFC Bank Limited
Union Bank of India

STOCK EXCHANGE

BSE Limited
CIN: L67120MH2005PLC155188
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Tel No.: 022 - 22721233
Fax No.: 022 - 22721919

REGISTERED OFFICE ADDRESS

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

FACTORY ADDRESS/PLANT LOCATIONS

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

INDEPENDENT DIRECTORS

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

Mitesh Dilip Sejpal
(DIN: 06562026)

Umesh Trikamdas Chandan
(DIN: 00184677)

STATUTORY AUDITOR

M/s. Maganlal & Ajay Mehta
Chartered Accountants
3, Bastion Road (A.K. Naik Road),
2nd Floor, Fort, Mumbai - 400 001

INTERNAL AUDITOR

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

SECRETARIAL AUDITOR

M/s. KDT & Associates
Practising Company Secretary
308, Balaji Darshan, Tilak Road,
Santacruz (West) Mumbai - 400 054

REGISTRAR AND TRANSFER AGENT (UPTO 31ST MAY, 2016)

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
Tel No.: 022-67720300/67720334
Fax No.: 022-28375646
E-mail Id: sharepro@shareproservices.com
Website: www.shareproservices.com

REGISTRAR AND TRANSFER AGENT (W.E.F. 01ST JUNE, 2016)

Link Intime India Private Limited
C-101, 247 Park, L.B.S Marg,
Vikhroli (West), Mumbai - 400 083
Tel. No.: 022 - 4918 6270
Fax No.: 022 - 4918 6060
E-mail Id: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

DEBENTURE TRUSTEE

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

NOTICE OF 43RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of JD Orgochem Limited will be held on Wednesday, 27th September, 2017 at 10.00 a.m. at Textile Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with Board's Report and the Auditors' Report thereon.
2. To appoint a Director in place of Shrikant K. Kothari (DIN: 00184811), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditor in place of retiring Statutory Auditor and to determine his remuneration. For this purpose, to consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to the recommendation of the Audit Committee and the Board of Directors, Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates, Chartered Accountants, (Firm Registration No.112057W) holding valid peer review certificate be and is hereby appointed as Statutory Auditor of the Company in place of Maganlal Thacker of M/s. Maganlal & Ajay Mehta, Chartered Accountants (Firm Registration No.105730W), retiring Statutory Auditor to hold office for a term of 5 years commencing from conclusion of 43rd Annual General Meeting till the conclusion of 48th Annual General Meeting of the Company subject to ratification of his appointment by the Members at every subsequent Annual general Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix his remuneration as may be mutually agreed upon and do all such acts, deeds, matters and things as may be considered necessary and desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:

4. Re-appointment of Mahendra K. Kothari (DIN: 00183613) as Managing Director of the Company.

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

"RESOLVED THAT pursuant to the 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 Articles of Association of the Company, consent of Members of the Company is accorded to re-appoint Mahendra K. Kothari (DIN: 00183613) as Managing Director for a period of one(1) year w.e.f. 04th November, 2016 to 03rd November, 2017, as well as the payment of salary, commission 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-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mahendra K. Kothari.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, or any Key Managerial Personnel 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 sub-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. **Service of Documents**

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, whereby, a document may be served to any Member by the Company by sending it to him/her by ordinary post, by registered post, by speed post, by courier, by electronic mode or any other modes as may be prescribed, consent of the Members be and is hereby accorded to charge the Member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through ordinary post, registered post, speed post, by courier, by electronic mode or any other modes as may be prescribed for delivery of documents pursuant to any request by the Member for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the Member.

RESOLVED FURTHER THAT any of the Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds or things, as may be necessary and expedient, to give effect to this resolution."

6. **Change in place of keeping and inspection of Registers, Returns etc.**

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

"RESOLVED THAT pursuant to the provisions of Section 88, 94 and other applicable provisions, if any, of the Companies Act, 2013

JD ORGOCHEM LIMITED.

read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession to the earlier resolution passed in this regard at 42nd Annual General Meeting of the Company, the approval of the Members be and is hereby accorded to shift and maintain the Registers and Index of Members, as required to be maintained under Section 88 and copies of Annual Return filed under Section 92 of the Companies Act, 2013, at the Registered Office of Link Intime India Private Limited, Registrar and Transfer Agent of the Company from C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai - 400 078 to C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083 or at such other places where the Registrar and Transfer Agent may shift from time to time within the city limits of Registered Office of the Company.

RESOLVED FURTHER THAT any of the Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds or things, as may be necessary and expedient, to give effect to this resolution.”

Place: Mumbai
Date: 02nd August, 2017

By Order of the Board of Directors
JD Orgochem Limited

Registered Office:
301, Sumer Kendra,
P.B Marg, Worli,
Mumbai – 400 018
CIN: L24100MH1973PLC016908
Website: www.jdorgochem.com
E-mail id: investor.relations@jdorgochem.com

Hiral Shah
Company Secretary and Compliance Officer
A50014

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect with the special business to be transacted at the meeting is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF MEETING.**
A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
3. Corporate Members intending to send their authorised representatives to attend and vote at the 43rd Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote on their behalf at the 43rd Annual General Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorised Representatives are requested to bring the Attendance Slip, duly filled in, for attending the 43rd Annual General Meeting, alongwith their copy of Annual Report.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, 21st September, 2017 to Wednesday, 27th September, 2017 (both days inclusive) for the purpose of 43rd Annual General Meeting.
7. Route Map to the venue of the 43rd Annual General Meeting of the Company forms part of this Notice.
8. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company’s Registrar and Transfer Agent. In respect of shares held in dematerialised form, the members may please contact their respective Depository Participant. Further, Form SH-13 for nomination is annexed to the Annual Report.
9. Members are requested to send all communications relating to Transfer, Transmission, Transposition of shares, issue of Duplicate Share Certificate, change of address or any other changes as the Members as may be required etc. to the Registrar and Transfer Agent at the following address:

Link Intime India Private Limited

(Unit: JD Orgochem Limited)
C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083.
Tel. No.: 022- 4918 6270
Fax No.: 022- 4918 6060
E-mail id: rnt.helpdesk@linkintime.co.in
Website – www.linkintime.co.in

If the shares are held in electronic form, then change of address and change in the Bank Account Mandate etc. should be furnished to their respective Depository Participants.

10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Report and other communications through electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository Participants. Members holding shares in physical mode are requested to register their E-mail address with the Company or its Registrar and Transfer Agent. If there is any change in the E-mail address already registered with the Company, Members are requested to immediately notify such change to the Company or its Registrar and Transfer Agent in respect of shares held in physical form and to Depository Participants in respect of shares held in electronic form.
11. In terms of circular issued by Securities and Exchange Board of India (SEBI), it is mandatory to quote Permanent Account Number ("PAN") for participating in the securities market. Therefore, Members holding shares in dematerialised form are requested to submit the PAN details to their Depository Participants, whereas Members holding shares in physical form are requested to submit the PAN details to the Registrar and Transfer Agent of the Company.
12. Statutory Registers and documents referred to in the Notice and Explanatory statement are open for inspection by the Members at the Registered Office of the Company on all days (excluding Saturdays and Sundays) during normal business hours upto the date of the 43rd Annual General Meeting and will also be available for inspection at the meeting.
13. Disclosure pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), with respect to Directors seeking appointment/re-appointment at the 43rd Annual General Meeting is annexed to this Notice.
14. The Annual Report of the Company for the financial year 2016-17, circulated to the Members of the Company, is also uploaded on the website of the Company at www.jdorgochem.com.
15. The Members are requested to send their queries, if any on Annual Report to the Company Secretary and Compliance Officer by sending an email at investor.relations@jdorgochem.com or to the Registered and Transfer Agent by sending an email at rnt.helpdesk@linkintime.co.in not less than seven days before the meeting, so that requisite information/explanation can be provided in time.
16. E-voting
 - i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to provisions under Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the 43rd Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by Central Depository Services (India) Limited (CDSL). The Members may cast their votes using an electronic voting system from a place other than the venue of the 43rd Annual General Meeting ("remote E-voting").
 - ii. The facility for voting through electronic voting system or polling paper shall be made available at the 43rd Annual General Meeting and the Members attending the 43rd Annual General Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the 43rd Annual General Meeting.
 - iii. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through remote e-voting. If a member casts votes by all the three modes, then the vote casted through remote e-voting shall prevail and the vote casted through other means shall be treated as invalid.
 - iv. The Members who have cast their vote by remote e-voting may also attend the 43rd Annual General Meeting but shall not be entitled to cast their vote again.
 - v. The remote E-voting period commences on Saturday, 23rd September, 2017 (9.00 a.m. IST) and ends on Tuesday, 26th September, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Wednesday, 20th September, 2017 may cast their vote by remote E-voting. The remote E-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - vi. The Company has appointed Kaushal Dalal of M/s. Kaushal Dalal & Associates (Membership Number: F7141, Certificate of Practice Number: 7512), Practicing Company Secretary, to act as the Scrutiniser to scrutinise remote e-voting process and voting at the 43rd Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

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- vii. The consolidated Results of remote e-voting and voting at the 43rd Annual General Meeting shall be declared within 48 hours after the conclusion of 43rd Annual General Meeting of the Company. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.jdorgochem.com and on the website of Central Depository Services (India) Limited www.evotingindia.com and the same shall also be communicated to BSE Limited where the shares of the Company are listed.
- viii. The results shall also be displayed on the notice board of the Company at its Registered Office.
- ix. Any person who acquires shares of the Company and becomes Member of the Company after dispatch of the notice of 43rd Annual General Meeting alongwith the Annual Report as on the cut-off date i.e. Friday, 25th August, 2017 but before e-voting cut-off date i.e. Wednesday, 20th September, 2017 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or at rnt.helpdesk@linkintime.co.in. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com or contact CDSL at the Toll Free No.: **1800-200-5533**.

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

- i. The voting period begins on Saturday, 23rd September, 2017 (9.00 a.m. IST) and ends on Tuesday, 26th September, 2017 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 20th September, 2017 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/Members.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
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.
- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN of JD Orgochem Limited on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. 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.
- xix. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

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EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3

In compliance with the provisions of Section 139 of the Companies Act, 2013 and the Rules thereunder Maganlal Thacker of M/s. Maganlal & Ajay Mehta, Chartered Accountants (Firm Registration No.105730W) who is present Statutory Auditor of the Company completes his term as Statutory Auditor of the Company at the conclusion of 43rd Annual General Meeting.

In view of the above, the Board of Directors of the Company on recommendation of its Audit Committee has recommended to its Members the appointment of Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates, Chartered Accountants (Firm Registration No. 112057W) in place of Maganlal Thacker of M/s. Maganlal & Ajay Mehta, Chartered Accountants (Firm Registration No.105730W) from conclusion of this 43rd Annual General Meeting to the conclusion of 48th Annual General Meeting and to fix his remuneration in consultation with the Board of Directors of the Company. Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates, Chartered Accountants, (Firm Registration No. 112057W) has confirmed that his appointment if made will be within the limits prescribed under the Companies Act, 2013.

The Board of Directors recommends the resolution for approval of Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the said resolution.

ITEM NO.4

Re-appointment of Mahendra K. Kothari was recommended by the Nomination and Remuneration Committee to the Board of Directors at its meeting held on 20th October, 2016 subject to approval of the Members in the ensuing General Meeting for a period of one (1) year commencing from 04th November, 2016 to 03rd November, 2017.

Mahendra K. Kothari has completed his Diploma in Mechanical Engineering. He has vast and varied experience in manufacturing of dyes, dyes intermediates and chemicals for more than 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.

Members are informed that his re-appointment is passed by special resolution as he has attained the age of 70 years. As per the provisions of sub-section (3) of section 196 of Companies Act, 2013, Mahendra K. Kothari:

- is an undischarged insolvent and has not been adjudged as insolvent at any time;
- has not suspended the payment of his creditors and has not made at any time, composition with them;
- has not been convicted by the court at any time for any offence.

As per Section – II of Schedule V (Part II), in case of the Company which has no profit or inadequate profit, where the effective capital is negative or less than ₹ 5 crores the Managing Director is eligible for a remuneration of ₹ 30 Lakhs which can be doubled subject to the approval from the shareholders by way of special resolution.

However, the Company is paying a remuneration of ₹ 2.70 Lakhs per annum to Mahendra K. Kothari which is in accordance with the limits provided in Schedule V.

Therefore, the Board recommends the resolution as set out in Item No.4 of notice as a special resolution, for approval of the members.

The terms of appointment as approved by the Nomination and Remuneration Committee of the Board and the Board of Directors at their meeting held on Thursday, 20th October, 2016 are as under:

Mahendra K. Kothari shall hold office and act as Managing Director of the Company for the period of one (1) year commencing from 04th November, 2016 to 03rd November, 2017.

He 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.

He will not be entitled to receive any buying or selling commission and shall not become interested directly or through your wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government, if any.

Except Shrikant K. Kothari being the brother of Mahendra K. Kothari, none of the Directors and the Key Managerial Personnel of the Company is concerned or interested financially or otherwise in the said resolution.

The information to be furnished as per para (iv) of clause B of section II of part II of Schedule V of Companies Act, 2013 in relation to the resolution of Item no. 4 of the Notice:

GENERAL INFORMATION			
1) Nature of Industry	The Company specializes in providing products and services to the Textiles, Plastics, Printing and Ink industry.		
2) Date of commencement of commercial production	The Company commenced its commercial production in year 1973.		
3) In case of new Companies, expected date of commencement of activities as per project approval by the financial institutions appearing in the prospectus	NOT APPLICABLE		
4) Financial Performance based on given indicators	PARTICULARS	AS AT 31ST MARCH, 2017	AS AT 31ST MARCH, 2016
	Share Capital	1,32,50,000	1,32,50,000
	Reserves and Surplus	(19,39,81,238)	(35,53,39,701)
	Total Revenue from operation	53,68,630	82,16,701
	Total expenses	1,85,20,373	2,26,15,117
	Profit/Loss before tax	16,13,58,620	(92,21,274)
	Profit / Loss after tax	16,13,58,463	(92,24,020)
5) Foreign investments or collaborations	There are no foreign investments or collaborations in the Company.		
INFORMTION ABOUT THE APPOINTEE			
1) Background details	Mahendra K. Kothari aged 70 years has completed his Diploma in Mechanical Engineering. He has vast and varied experience in manufacturing of dyes, dyes intermediates and chemicals for more than 35 years. He is well conversant with the industry, commerce and trade.		
2) Past Remuneration	Mahendra K. Kothari was paid ₹ 2.70 Lakhs per annum as remuneration.		
3) Recognition of Awards	NIL		
4) Job Profile	Mahendra K. Kothari will have the overall in charge of business and administration of the Company and carry out such duties as may be entrusted on 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. He 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.		
5) Remuneration proposed	Remuneration proposed to be paid to Mahendra K. Kothari is as set out in the resolution and explanatory statement forming part of resolution Item No.4 accompanying the notice.		
6) Comparative Remuneration	The Remuneration proposed to be paid to Mahendra K. Kothari, as recommended by the Nomination & Remuneration Committee has been approved by the Board considering the position, industry standards, past remuneration, responsibilities, etc.		
7) Pecuniary Relationships	Shrikant K. Kothari being brother of Mahendra K. Kothari is interested in the said resolution. Apart from receiving remuneration as the Chairman and Managing Director of the Company, Mahendra K. Kothari does not hold any pecuniary relationship with the Company.		
OTHER INFORMATION			
1) Reason for loss	The Company is facing difficulties to restart its manufacturing activities due to financial constraints.		
2) Steps taken or proposed to be taken for improvement	The Company is making efforts to arrange funds for restarting the manufacturing activities.		
3) Expected increase in productivity and its profits in measurable terms	The Company is in continuous process to address its current issues and restart its manufacturing plant.		

JD ORGOCHEM LIMITED.

DISCLOSURES:

1. Term of Office:

- a) Mahendra K. Kothari shall hold office and act as Managing Director of the Company for the period of one (1) year commencing from 04th November, 2016 to 03rd November, 2017.

2. Nature of Duties:

- a) Mahendra K. 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) Mahendra K. 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) Mahendra K. 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) Mahendra K. Kothari will not be entitled to receive any buying or selling commission and shall not become interested directly or through your wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government, if any.
- d) Mahendra K. 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) Mahendra K. Kothari shall not be entitled to sitting fees for attending meetings of the Board or Committee thereof. However, he will be reimbursed with the actual traveling expenses incurred for attending Meetings of the Board of Directors and/or Committee thereof.
- f) Mahendra K. 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 Mahendra K. Kothari, unless specifically provided otherwise.
- b) The terms and conditions of appointment of Mahendra K. 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) Mahendra K. 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 will not be deemed to be a break in his appointment.
- d) The terms and conditions of appointment of Mahendra K. 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 Mahendra K. Kothari, subject to such approvals as may be required.
- e) In the event Mahendra K. 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.
- f) Upon the termination by whatever means of Mahendra K. Kothari's employment:
 - i) 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 your 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;
 - ii) 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.

- g) If and when his appointment expires or is terminated for any reason whatsoever, Mahendra K. Kothari will cease to be the Managing Director and he shall not cease to be a Director. If at any time Mahendra K. Kothari 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.

Mahendra K. Kothari shall not become interested or otherwise concerned directly or through your wife and/ or minor children in any selling agency of the Company without the prior approval of Central Government.

Subject as aforesaid, Mahendra K. Kothari will be governed by such other existing services Rules of Company as may be in force from time to time.

ITEM NO.5

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any Member by sending it to him by ordinary post, by registered post, by speed post, by courier, by electronic mode or any other modes as may be prescribed. Further a Member may request the delivery of document through any other mode by paying such fees as may be determined by the Members in the 43rd Annual General Meeting.

Accordingly, the Board recommends the passing of the Ordinary Resolution at Item No. 5 of the accompanying Notice for members approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the passing of the above resolution.

ITEM NO.6

Link Intime India Private Limited, Registrar and Transfer Agent of the Company has shifted their Registered Office from C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai - 400 078 to C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083. Therefore all the Registers of the Company which were required to be maintained under Section 88 and Annual Returns required to be maintained under Section 92 of the Companies Act, 2013 which were kept at the earlier registered office premises are now being maintained at the new Registered Office. Approval of Members by way of Special Resolution, is being sought for keeping the Registers, returns etc at new Registered office or at such other places where the Registrar and Transfer Agent may shift from time to time within the city limits of Registered Office of the Company in terms of Section 88, 94 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force). The Board of Directors recommends the Special Resolution as set out in Item No.6 of the accompanying Notice, for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the proposed resolution.

Place: Mumbai
Date: 02nd August, 2017

By Order of the Board of Directors
JD Orgochem Limited

Registered Office:
301, Sumer Kendra,
P.B. Marg, Worli,
Mumbai – 400 018
CIN: L24100MH1973PLC016908
Website: www.jdorgochem.com
E-mail id: investor.relations@jdorgochem.com

Hiral Shah
Company Secretary and Compliance Officer
A50014

JD ORGOCHEM LIMITED.

ANNEXURE TO THE NOTICE

Details of Director being re-appointed at the 43rd Annual General Meeting as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).

Name of Director	Shrikant K. Kothari	Mahendra K. Kothari
Directors Identification Number (DIN)	00184811	00183613
Date of Birth	12 th June, 1954	01 st May, 1947
Age	63 years	70 years
Qualifications	Bachelor of Science (Chemistry) from the University of Bombay	Diploma in Mechanical Engineering
Nature of Expertise	He has over 30 years of experience in manufacturing of dyes, dyes intermediaries and chemicals.	He has wide and varied experience in manufacturing of dyes, dyes intermediates and chemicals for more than 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.
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Not Applicable	The terms and conditions for re-appointment are the same as to the terms and condition of the original agreement. The remuneration sought to be paid is ₹ 22,500/- per month
Remuneration last drawn	₹ 50,500/- received towards sitting fees	₹ 22,500/- per month
Date of Appointment on the Board	09 th November, 1985	05 th October, 1973
No of shares held	Nil	Nil
Relationship with other Directors and Key Managerial Personnel	Brother of Mahendra K. Kothari	Brother of Shrikant K. Kothari
No of Board Meeting attended during the financial year 2016-17	4	4
Name of other Companies in which he holds directorships	Nil	Nil
Membership/Chairmanship of Committees in other Companies	None	None

Place: Mumbai
Date: 02nd August, 2017

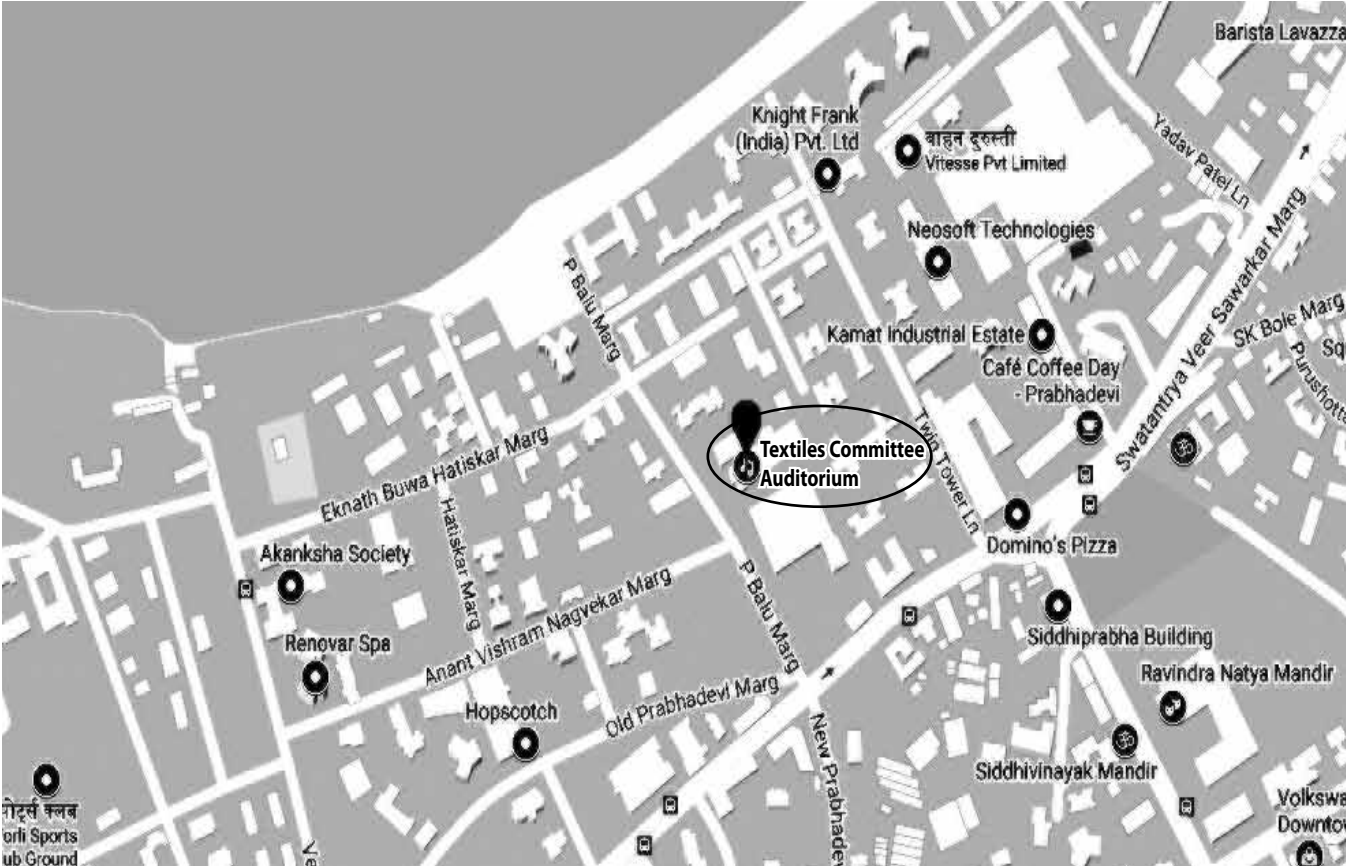
Registered Office:
301, Sumer Kendra,
P.B. Marg, Worli,
Mumbai – 400 018
CIN: L24100MH1973PLC016908
Website: www.jdorgochem.com
E-mail id: investor.relations@jdorgochem.com

By Order of the Board of Directors
JD Orgochem Limited

Hiral Shah
Company Secretary and Compliance Officer
A50014

ROUTE MAP FOR THE 43RD ANNUAL GENERAL MEETING VENUE

Address: Textile Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025



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JD ORGOCHEM LIMITED

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

ATTENDANCE SLIP

43rd Annual General Meeting being held on Wednesday, the 27th September, 2017

Folio No./DP ID/Client ID No.	
Name and Address of the Registered Shareholder	
Name of the Proxy/Authorised Representative and their Address	
Name of First Joint Holder	
Name of Second Joint Holder	
No. of Shares held	

I/ We certify that I/ We am/are member(s)/Proxy/Authorised Representative for the member(s).

I/ We hereby record my/our presence at the 43rd Annual General Meeting being held on Wednesday, the 27th September, 2017, at 10.00 a.m at Textile Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025.

Signature of First Named Member/ Proxy/Authorised Representative	
Signature of First Joint Holder	
Signature of Second Joint Holder	

Note(s):

1. Please sign this attendance slip and hand it over the attendance verification counter at the meeting venue.
2. Only shareholders of the Company and/or their proxy/authorised representative will be allowed to attend the meeting.

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JD ORGOCHEM LIMITED

CIN: L24100MH1973PLC016908

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

Tel No.: 022 - 3042 3048 Fax No.: 022 - 3042 3434

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

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

I/We, being the member(s) of _____, holding _____ 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 43rd Annual General Meeting being held on Wednesday, the 27th September, 2017 at 10.00 a.m at Textile Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No:	Resolutions	For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2017, together with Board's Report and the Auditors' Report thereon.		
2	To appoint a Director in place of Shrikant K. Kothari (DIN: 00184811), who retires by rotation and being eligible offers himself for re-appointment.		
3	To appoint Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates, Chartered Accountants (Firm Registration No.112057W) as a Statutory Auditor in place of Maganlal Thacker of M/s. Maganlal & Ajay Mehta, Chartered Accountants (Firm Registration No.105730W), retiring Statutory Auditor and to determine their remuneration.		
Special Business			
4	Re-appoint Mahendra K. Kothari (DIN: 00183613) as Managing Director for a period of one (1) year w.e.f. 04 th November, 2016 to 03 rd November, 2017		
5	Service of Documents		
6	Change in place of keeping and inspection of Registers, Returns etc.		

Signed this on _____ day of _____, 2017

Signature of Member(s)

Signature of the 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

E-VOTING INSTRUCTIONS

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to provisions under Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the 43rd Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by Central Depository Services (India) Limited. The Members may cast their votes using an electronic voting system from a place other than the venue of the 43rd Annual General Meeting (“remote E-voting”).
- ii. The remote E-voting period commences on Saturday, 23rd September, 2017 (9.00 a.m. IST) and ends on Tuesday, 26th September, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Wednesday, 20th September, 2017 may cast their vote by remote E-voting. The remote E-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii. The Company has appointed Kaushal Dalal of M/s. Kaushal Dalal & Associates (Membership Number: F7141, Certificate of Practice Number: 7512), Practising Company Secretary, to act as the Scrutiniser to scrutinise remote e-voting process and voting at the 43rd Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- iv. The consolidated Results of remote e-voting and voting at the 43rd Annual General Meeting shall be declared within 48 hours after the conclusion of 43rd Annual General Meeting of the Company. The results declared along with the Scrutiniser’s Report shall be placed on the Company’s website www.jdorgochem.com and on the website of Central Depository Services (India) Limited www.evotingindia.com and the same shall also be communicated to BSE Limited where the shares of the Company are listed.

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

- i. The voting period begins on Saturday, 23rd September, 2017 (9.00 a.m. IST) and ends on Tuesday, 26th September, 2017 (5.00 p.m. IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 20th September, 2017 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/Members.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.

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.

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

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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).

- vii. After entering these details appropriately, click on “SUBMIT” tab.

- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN of JD Orgochem Limited on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. 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.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. 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.
- xix. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

BOARD'S REPORT

Dear Members,

Your Directors have the pleasure in presenting the 43rd Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2017.

1. FINANCIAL SUMMARY

(₹ in lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Revenue from Operations	53.68	82.17
Other Income	17.35	51.77
Total Income	71.03	133.94
Loss before exceptional item, extraordinary item and depreciation	(43.90)	(21.94)
Depreciation	70.27	70.27
Loss before Exceptional and Extraordinary Item and Tax	(114.17)	(92.21)
Exceptional Item	2.83	-
Extraordinary Item	1724.92	-
Tax expenses related to prior year	-	0.03
Profit/(Loss) for the year	1613.58	(92.24)

2. DIVIDEND

Your Directors do not recommend dividend for the period under review due to losses incurred in the current year as well as in the previous year.

3. TRANSFER TO RESERVES

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

4. REVIEW OF PERFORMANCE

During the year under review the net sales of the Company with revenue from operations aggregated to ₹ 53.68 lakhs as against ₹ 82.17 during the previous year. The Company incurred loss before exceptional and extra ordinary item and depreciation amounting to ₹ 43.90 lakhs as against ₹ 21.94 lakhs during the previous year. However, the Profit during the year, after accounting for extraordinary and exceptional income of ₹ 1727.75 lakhs, amounts to ₹ 1613.58 lakhs.

5. SHARE CAPITAL

The paid up equity share capital as on 31st March, 2017 was ₹ 1,32,50,000/- divided into 1,32,50,000 equity shares of face value of ₹ 1/- each.

6. CHANGE IN THE NATURE OF BUSINESS

During the financial Year 2016-17, there has been no change in the nature of business of your Company.

7. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

Pursuant to the provision of Section 134(3)(q) of the Companies Act, 2013 read with Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014, it is confirmed that during the financial year under review, there were no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and your Company's operations in future.

8. ADEQUACY OF INTERNAL FINANCIAL CONTROL

The Company maintains appropriate policies, procedures and systems to ensure orderly and efficient conduct of its business, including adherence to Company's policies, 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 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 in accordance to the size of the Company and nature of business. Further 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 on a periodical basis and the same is placed before the Audit Committee at its meeting and at Board meeting for their review and noting.

9. MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE FINANCIAL YEAR END OF THE COMPANY TO WHICH FINANCIAL RESULTS RELATES.

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

10. FORMAL ANNUAL EVALUATION

Pursuant to the provisions of Section 134(3)(p) of the Companies Act, 2013 read with Rule 8(4) of Companies (Accounts) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors had undertaken an evaluation of its own performance along with performance evaluation of Independent Directors, Executive Director, 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 and 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.

11. DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to the provision of Section 134(3)(m) of the Companies Act, 2013, your Company at its administrative office adopts the following steps towards Conservation of Energy and Technology absorption:

- a. Switching off equipments whenever not in use.
- b. Printing only important documents.
- c. Use of Maximum day light.

Except the above, the Company has not adopted any step towards Conservation of Energy and Technology Absorption.

During the year under review there were no Foreign Exchange Earnings and Outgo.

12. PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES

All Related Party Transactions entered by the Company during the financial year 2016-17 with related parties were in the ordinary course of business and at arm's length basis. Further, there were no materially significant related party transactions entered by your Company during the year and therefore no information is required to be provided as prescribed under Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC.2.

Your Company has formulated a policy on Related Party Transactions, which is also available on the website of the Company at http://www.jdorgochem.com/pdf/policies/Policy_of_material_related_party_transaction.pdf

13. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONEL

During the financial year 2016-17, your Board of Directors at their Meeting held on 20th October, 2016 re-appointed Mahendra K. Kothari (DIN: 00183613) as Managing Director for a period one year commencing from 04th November, 2016 to 03rd November, 2017.

Pursuant to Section 152 and 161 of the Companies Act, 2013, and the Articles of Association of the Company, Nikhil S. Kothari (DIN: 00184152) was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on 04th November, 2015 and was regularised as Non-executive Director at the 42nd Annual General Meeting of the Company held on Monday, 19th September, 2016.

In accordance with Section 152(6) of the Companies Act, 2013 and Article 100 of the Articles of Association of the Company, Shrikant K. Kothari (DIN: 00184811), Non-Executive Director of the Company retires by rotation at the ensuing 43rd Annual General Meeting, being eligible offers himself for re-appointment.

Karishma N. Khetani resigned as Company Secretary and Compliance Officer w.e.f. 31st January, 2017 and Hiral R. Shah was appointed as Company Secretary and Compliance Officer w.e.f. 25th May, 2017.

14. DETAILS OF DEPOSITS COVERED UNDER CHAPTER V OF THE ACT

Your Company has not accepted deposits from public within the meaning of Section 73 of the Companies Act, 2013 and rules framed thereunder for the financial year under review.

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15. DETAILS OF DEPOSITS WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENT OF CHAPTER V OF THE ACT

Your Company has not accepted deposits from public within the meaning of Section 73 of the Companies Act, 2013 and rules framed thereunder. Further there are no deposits outstanding hence there were no instances inviting non compliance of the requirements of Chapter V of the Companies Act, 2013.

16. DEBENTURES AND DEBENTURE TRUSTEE

As on 31st March, 2017, 16,04,000 Zero Coupon Non-Convertible Debentures having face value of ₹ 100/- each of the Company are outstanding. During the year under review the aforesaid debentures were transferred from Bharti Polytex Private Limited to Jaysynth Impex Limited.

IDBI Trusteeship Services Limited are the Debenture Trustees having their Registered Office at ground floor, Asian Building, 17. Kamani Marg, Ballard Estate, Mumbai-400 001.

17. EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form MGT-9 for the financial year ended 31st March, 2017 made under the provisions of Section 92(3) of the Companies Act, 2013 is annexed as **ANNEXURE - I** which forms part of this report.

18. MEETINGS OF THE BOARD AND COMMITTEES OF THE BOARD

- a) **Board** - The composition of your Board is in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Company's Board comprises of six (6) directors which includes Mahendra K. Kothari, Chairman and Managing Director, Bharati R. Chandan - Independent Woman Director, Mitesh D. Sejpal - Independent Director, Nikhil S. Kothari - Non-Executive Director, Shrikant K. Kothari - Non-Executive Director, and Umesh T. Chandan - Independent Director.
- b) **Audit Committee** - The Audit Committee consists three (3) Independent Directors and one (1) Non - Executive Director with Umesh T. Chandan as Chairman of the Committee. The other members of the Audit Committee consist of Mitesh D. Sejpal, Shrikant K. Kothari, and Bharati R. Chandan (appointed as member w.e.f. 07th October, 2017).
- c) **Nomination and Remuneration Committee** - The Nomination and Remuneration Committee consists entirely of Independent Directors with Mitesh D. Sejpal as Chairman of the Committee. The other members of the Nomination and Remuneration Committee consist of Umesh T. Chandan and Bharati R. Chandan.
- d) **Stakeholders Relationship Committee** - The Stakeholders Relationship Committee consists of Umesh T. Chandan as Chairman of the Committee. The other members of the Stakeholders Relationship Committee consist of Mahendra K. Kothari and Shrikant K. Kothari.

19. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013 ("the Act"), the Board of Directors of your Company, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed and there are no material departures;
- b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the Annual Accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and are operating effectively;
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

20. REPORTING OF FRAUD BY AUDITORS

There were no instance of fraud reported by the Auditors during the financial year 2016-17.

21. DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors of your Company have furnished the declaration that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

22. SEPARATE MEETING OF INDEPENDENT DIRECTORS

In compliance with the provisions of Secretarial Standards, Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Separate Meeting of Independent Directors was held on 07th March, 2017 and considered the following agenda at the meeting:

- a) Review the performance of Non – Independent Directors and the Board of Directors as a whole;
- b) Review performance of the Chairman, taking into account the views of the Non – Executive Directors;
- c) Assess the quality, quantity and timelines of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

23. CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF AN INDEPENDENT DIRECTOR AND CRITERIA FOR EVALUATION

The appointment of the Directors and their remuneration as per Policy of the Company which also mentions the criteria for determining qualifications, positive attributes and independence of Directors. The Policy along with the Board Diversity Policy aims at appointing individuals of high calibre and from diverse background and with varied experience to serve on the Board for guiding the Management team to enhance organizational performance. The detailed Remuneration Policy is annexed to the Board Report as **ANNEXURE - II**

24. EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE

- a) **Statutory Auditor's report** - The observations made in the Auditor's Report of M/s. Maganlal & Ajay Mehta, Chartered Accountants, read together with relevant notes thereon, are self-explanatory and hence do not call for any comments. There is no qualification, reservation, adverse remark or disclaimer by the Statutory Auditor's in their Report.
- b) **Secretarial Auditor's Report** - The Secretarial Auditor's Report of M/s. KDT & Associates, Practising Company Secretary, for the financial year ended 31st March, 2017 does not contain any qualification, reservation, adverse remark or disclaimer by the Secretarial Auditor. The Secretarial Audit Report in Form MR.3 is annexed as **ANNEXURE -III**, which forms part of this Report.

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

26. PREVENTION OF SEXUAL HARASSMENT

Your Company has adopted the Policy on prevention of Sexual Harassment as per the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further in compliance of the aforesaid Act, Company has also set up an Internal Complaints Committee to redress the complaints received from employees irrespective of them being permanent, contractual or temporary trainees. There were no complaints received during the financial year 31st March, 2017. During the year under review the Company had conducted a workshop on Sexual Harassment.

The Company has also uploaded the Policy on Prevention of Sexual harassment at workplace on the website of the Company at http://www.jdorgochem.com/pdf/policies/Prevention_of_Sexual_Harrassment.pdf

27. RISK MANAGEMENT

The Company is not required to comply with the Regulation 21 of SEBI (Listing Obligations and Disclosures 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

28. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act, 2013, relating to CSR are not applicable to the Company as the Company is incurring losses in past few years. In view of the same the disclosure required pursuant to the aforesaid Section is not applicable to the Company.

29. PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Board's Report for the year ended 31st March, 2017 is given in a separate Annexure to this Report.

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The above Annexure is not being sent along with this Report to the Members of the Company. In line with the provisions of Section 136 of the Companies Act, 2013, Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid Annexure is also available for inspection by Members at the Registered Office of the Company, 21 days before the Annual General Meeting and up to the date of the Annual General Meeting during the business hours on working days.

30. CHANGE IN REGISTRAR AND TRANSFER AGENT

Sharepro Services (India) Private Limited was Registrar and Transfer Agent of the Company upto 31st May, 2016 and were handling physical and electronic share registry work, SEBI vide its order dated 22nd March, 2016 had advised all the companies who were clients of Sharepro Services (India) Private Limited to switch over their activities related to Registrar and Transfer Agent to another Registrar and Transfer Agent registered with SEBI. Pursuant to the order issued by SEBI, your Board at its meeting held on 24th May, 2016 appointed Link Intime India Private Limited w.e.f. 01st June, 2016. The details regarding such change was duly informed to BSE Limited where the equity shares of the Company are listed and an advertisement had also been issued in Financial Express (English) and Navshakti (Marathi).

Further your Board informs that Link Intime India Private Limited, Registrar and Transfer Agent of the Company has changed its registered office from C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai – 400 078 to C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083.

31. 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. The Report on Corporate Governance along with the Auditor's Certificate on its compliance is annexed as **ANNEXURE - IV** 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.

32. AUDITORS

- a) **Internal Auditor** - Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates had been appointed as an Internal Auditor of the Company to conduct Internal Audit for the financial year 2016-17.
- b) **Secretarial Auditor** - In compliance with the provisions of Section 204 of the Companies Act, 2013 and rules framed thereunder, the Board of Directors had appointed Esha Taishete of M/s. KDT & Associates, Practicing Company Secretary for the financial year 2016-17 to carry out secretarial audit of the Company.
- c) **Statutory Auditor** – Pursuant to Section 139 of the Companies Act, 2013 and the rules made there under, it is mandatory for the Company to rotate the current Statutory Auditors on completion of maximum term permitted under the said section and as such Maganlal Thacker of M/s. Maganlal & Ajay Mehta, Chartered Accountants, will hold office upto the conclusion of 43rd Annual General Meeting of the Company. Therefore the Board has recommended appointment of Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates, Chartered Accountants, Mumbai and having Firm Registration No. 112057W in place of Maganlal Thacker of M/s. Maganlal & Ajay Mehta, Chartered Accountants, to hold office from the conclusion of 43rd Annual General Meeting upto the conclusion of 48th Annual General Meeting of the Company subject to ratification at each Annual General Meeting.

The proposed Auditor has confirmed his eligibility under Section 141 of the Companies Act, 2013 and the rules framed thereunder. As per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Auditor has confirmed that he holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

- d) **Cost auditor** -The Company is not required to appoint Cost Auditor as it is not required to submit cost audit report for the year under review pursuant to the provision of the Companies (Cost Records and Audit) Rules, 2014.

33. INSURANCE

All the assets of the Company are adequately insured.

34. VIGIL MECHANISM

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and requirements of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has a vigil mechanism which has been incorporated in the Whistle Blower Policy for Directors and employees to report genuine concerns. The Whistle Blower Policy also provides for adequate safeguards against victimization of persons who use vigil mechanism and for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The Whistle Blower Policy is uploaded on the website of your Company at http://www.jdorgochem.com/pdf/policies/Whistle_Blower_Policy.pdf

35. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34(2) read with the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 2016-17 is annexed as **ANNEXURE - V** to this Board's Report.

36. 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 green environment.

37. DISCLOSURE OF ACCOUNTING TREATMENT

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

38. INDIAN ACCOUNTING STANDARDS

Your Company has adopted Indian Accounting Standards w.e.f. 01st April, 2017 pursuant to Ministry of Corporate Affairs notification dated 16th February, 2015, notifying the Companies (Indian Accounting Standards) Rules, 2015. The implementation of Indian Accounting Standards in the year 2017 will be a major change process and the Company is well positioned to ensure a smooth transition.

39. HUMAN RESOURCES

Employees are considered to be one of the most important assets and one of the most critical resources in the business which maximize the effectiveness of the Organization. Human resources build the Enterprise and the sense of belonging would inculcate the spirit of dedication and loyalty amongst them towards strengthening the Company's Polices and Systems.

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 29th December, 2006. As regards to the legal matters pertaining to certain workmen of the said Turbhe Unit, pending before various courts, there is no significant/material change during the year.

Dues of the workers 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 an appeal against the consent order before the Division bench of the Hon'ble High Court, 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.

40. OTHER 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:

- a) 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.
- b) 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.
- c) 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 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- d) 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.

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41. ACKNOWLEDGEMENT AND APPRECIATION

Your Board expresses their gratitude towards 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.

For and on behalf of the Board of Directors

Mahendra K. Kothari
Chairman and Managing Director
DIN: 00183613

Place: Mumbai
Date: 02nd August, 2017

ANNEXURE-I

Form No. MGT.9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2017

[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)	Corporate Identification Number	L24100MH1973PLC016908
ii)	Registration Date	05 th October, 1973
iii)	Name of the Company	JD Orgochem Limited
iv)	Company Category Sub Category of the Company	Company Limited by shares Non-Government Company
v)	Address of the Registered office and Contact Details	301, Sumer Kendra, P. B. Marg, Worli, Mumbai – 400 018 Tel No. : 022 - 3042 3048 Fax No. : 022 - 3042 3434 Email Id: 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 Agents, If any	Registrar and Transfer Agent (Upto 31st May, 2016) 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 Tel No. : 022 - 67720300/67720334 Fax No. : 022 - 28375646 E-mail Id: sharepro@shareproservices.com Website: www.shareproservices.com Registrar and Transfer Agent (w.e.f. 01st June, 2016) Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 Tel. No. : 022 - 4918 6270 Fax No. : 022 - 4918 6060 E-mail Id: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

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:-

Sr. No.	Name and Description of main products / services	NIC Code of the product/ service	% to total turnover of the company
1	Dyes and Dyes Intermediates	20114	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NIL					

JD ORGOCHEM LIMITED.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) :

i. Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year (as on 1 st April, 2016)				No. of Shares held at the end of the year (as on 31 st March, 2017)				% Change in Shareholding during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters :									
(1) Indian									
a. Individual/HUF	4553729	-	4553729	34.36	8077996	-	8077996	60.36	26.60
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt(s)	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	3904157	-	3904157	29.47	379890	-	379890	2.87	(26.60)
e. Bank / FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A)(1):-	8457886	-	8457886	63.83	8457886	-	8457886	63.83	-
(2) Foreign									
a. NRI – Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corp.	-	-	-	-	-	-	-	-	-
d. Banks / FI	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
Sub Total (A)(2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters(A)= (A) (1)+(A)(2)	8457886	-	8457886	63.83	8457886	-	8457886	63.83	-
B. Public Shareholding :									
(1) Institutions :									
a. Mutual Funds	-	4700	4700	0.04	-	4700	4700	0.04	-
b. Banks/FI	100	-	100	0.00	100	-	100	0.00	-
c. Central Govt	-	-	-	-	-	-	-	-	-
d. State Govt(s)	-	-	-	-	-	-	-	-	-
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: Foreign Bank	800	-	800	0.01	800	-	800	0.01	-
Unit Trust of India	-	600	600	0.00	-	600	600	0.00	-
Sub Total (B)(1):-	1000	13700	14700	0.11	1000	13700	14700	0.11	-
(2) Non-Institutions :									
a. Bodies Corporate :									
i. Indian	488483	47300	535783	4.04	549072	36100	585172	4.42	0.38
ii. Overseas	-	-	-	-	-	-	-	-	-
b. Individual :									
i. Individual Shareholders holding nominal share capital upto ₹ 1 lakh	2460192	709870	3170062	23.92	2452964	717070	3170034	23.92	-

Category of Shareholders	No. of Shares held at the beginning of the year (as on 1 st April, 2016)				No. of Shares held at the end of the year (as on 31 st March, 2017)				% Change in Shareholding during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	384102	-	384102	2.90	397112	-	397112	3.00	0.10
c. Others :									
i. Non-Promoters-Directors/Relatives of Director	1400	2400	3800	0.03	1400	2400	3800	0.03	-
ii. NRI (Rep)	400	53800	54200	0.41	400	53800	54200	0.41	-
iii. NRI (Non – Rep)	1200	100	1300	0.01	200	100	300	0.00	(0.01)
iv. Trust	328749	-	328749	2.48	328349	-	328349	2.48	-
v. Clearing Members	22236	-	22236	0.17	16643	-	16643	0.13	(0.04)
vi. Hindu Undivided Family	277182	-	277182	2.10	221804	-	221804	1.67	(0.43)
vii. In Transit	-	-	-	-	-	-	-	-	-
SubTotal (B) (2):-	3963944	813470	4777414	36.06	3967944	809470	4777414	36.06	-
Total Public Shareholding (B)=(B)(1)+(B) (2)	3964944	827170	4792114	36.17	3968944	823170	4792114	36.17	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand total (A+B+C)	12422830	827170	13250000	100.00	12426830	823170	13250000	100.00	-

- The Company has classified Bodies Corporate Shareholdings into Bodies Corporate and Clearing Members for the financial year ended 31st March, 2016.
- The Company has also classified Individual holding upto ₹1 lakh into individual holding upto ₹ 1 lakh and Hindu Undivided Family Category respectively for the financial year ended 31st March, 2016.

ii. Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholdings at the beginning of the year (as on 1 st April, 2016)			Shareholdings at the end of the year (as on 31 st March, 2017)			% 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	Jayshree Sharadchandra Kothari	1717424	12.96	-	-	-	-	(12.96)
2	Parag Sharadchandra Kothari	2059402	15.54	-	4680248	35.32	-	19.78
3	Nikhil Sharadchandra Kothari	776903	5.86	-	3397748	25.64	-	19.78
4	Jay Chemi Colour Private Limited	379890	2.87	-	379890	2.87	-	-
5	Jaysynth Impex Limited	361262	2.73	-	-	-	-	(2.73)

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Sr. No.	Shareholder's Name	Shareholdings at the beginning of the year (as on 1 st April, 2016)			Shareholdings at the end of the year (as on 31 st March, 2017)			% 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	
6	Shoorji Trikamdas Investment Company Private Limited	3163005	23.87	-	-	-	-	(23.87)
Total		8457886	63.83	-	8457886	63.83	-	-

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

Sr. No.		Shareholdings at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Jayshree Sharadchandra Kothari				
	At the beginning of the year	1717424	12.96	1717424	12.96
	Less: Inter- se transfer on 18 th April, 2016 (Gift of Shares)	1717424	12.96	-	-
	At the end of the year	-	-	-	-
2	Parag Sharadchandra Kothari				
	At the beginning of the year	2059402	15.54	2059402	15.54
	Add: Inter- se transfer on 18 th April, 2016 (Gift of Shares)	2620846	19.78	4680248	35.32
	At the end of the year	-	-	4680248	35.32
3	Nikhil Sharadchandra Kothari				
	At the beginning of the year	776903	5.86	776903	5.86
	Add: Inter- se transfer on 18 th April, 2016 (Gift of Shares)	2620845	19.78	3397748	25.64
	At the end of the year	-	-	3397748	25.64
4	Shoorji Trikamdas Investment Company Private Limited				
	At the beginning of the year	3163005	23.87	3163005	23.87
	Less: Inter- se transfer on 18 th April, 2016	3163005	23.87	-	-
	At the end of the year	-	-	-	-
5	Jaysynth Impex Limited				
	At the beginning of the year	361262	2.73	361262	2.73
	Less: Inter- se transfer on 18 th April, 2016	361262	2.73	-	-
	At the end of the year	-	-	-	-
6	Jay Chemi Colour Pvt Ltd				
	At the beginning of the year	379890	2.87	379890	2.87
	At the end of the year	379890	2.87	379890	2.87

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

Sr. 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	Date of transaction	No of Shares		No. of Shares	% of total shares of the Company
1	LSC Securities Limited (Formerly Known as LSE Securities Limited)	316241	2.39	01/04/2016	-	-	316241	2.39
				07/10/2016	24508	Transfer/ Purchase	340749	2.57
				02/12/2016	(500)	Transfer/ Sale	340249	2.57
				31/03/2017	-	-	342652	2.57
2	Stressed Assets Stabilization Fund	328749	2.48	01/04/2016	-	-	328749	2.48
				24/03/2017	(400)	Transfer/ Sale	328349	2.48
				31/03/2017	-	-	328349	2.48
3	Chhotalal Ramjibhai Bhandari	205792	1.55	01/04/2016	-	-	205792	1.55
				18/04/2016	8841	Transfer/ Purchase	214633	1.62
				06/05/2016	3671	Transfer/ Purchase	218304	1.65
				13/05/2016	16	Transfer/ Purchase	218320	1.65
				31/03/2017	-	-	218320	1.65
4	Kundan Chhotalal Bhandari	178310	1.35	01/04/2016	-	-	178310	1.35
				18/04/2016	439	Transfer/ Purchase	178749	1.35
				20/05/2016	43	Transfer/ Purchase	178792	1.35
				31/03/2017	-	-	178792	1.35
5	Ganesh Puri Goswami	64830	0.49	01/04/2016	-	-	64830	0.49
				04/11/2016	590	Transfer/ Purchase	65420	0.49
				11/11/2016	5700	Transfer/ Purchase	71120	0.54
				23/12/2016	7905	Transfer/ Purchase	79025	0.60
				31/03/2017	-	-	79025	0.60
6	Mangal Bhanshali	100000	0.75	01/04/2016	-	-	100000	0.75
				01/07/2016	(33333)	Transfer/ Sale	66667	0.50
				31/03/2017	-	-	66667	0.50
7	Kanti C Dhandha	52700	0.40	01/04/2016	-	-	52700	0.40
				31/03/2017	-	-	52700	0.40
8	VSL Securities Private Limited	50000	0.38	01/04/2016	-	-	50000	0.38
				31/03/2017	-	-	50000	0.38
9	Yogesh Laxmidas Bhatia	47500	0.36	01/04/2016	-	-	47500	0.36
				31/03/2017	-	-	47500	0.36
10	Mehta Integrated Finance Limited	37251	0.28	01/04/2016	-	-	37251	0.28
				31/03/2017	-	-	37251	0.28
11	Laxmidas Hirji Thakkar	40150	0.30	01/04/2016	-	-	40150	0.30
				18/04/2016	(7500)		32650	0.25
				31/03/2017	-	-	32650	0.25

JD ORGOCHEM LIMITED.

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For each of the Directors and KMP	Shareholdings at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Mahendra K. Kothari *				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
2	Bharati R. Chandan				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
3	Mitesh D. Sejpal				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
4	Nikhil S. Kothari**				
	At the beginning of the year	776903	5.86	776903	5.86
	Add: Inter- se transfer on 18 th April, 2016 (Gift of Shares)	2620845	19.78	3397748	25.64
	At the end of the year	-	-	3397748	25.64
5	Shrikant K. Kothari				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
6	Umesh T. Chandan				
	At the beginning of the year	300	0.00	300	0.00
	At the end of the year	-	-	300	0.00
7	Narendra R. Shah				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
8	Karishma N. Khetani ***				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-

* Mahendra K. Kothari has been re-appointed as Managing Director for a period one year w.e.f. 04th November, 2016 to 03rd November, 2017.

** Nikhil S. Kothari was appointed as an Additional Non-Executive Director on 04th November, 2015 and was regularised at the 42nd Annual General Meeting held on 19th September, 2016.

*** Karishma N. Khetani resigned as Company Secretary and Compliance Officer w.e.f. 31st January, 2017..

V. INDEBTEDNESS :

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

(₹ in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	2463.50	941.30	-	3404.80
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2463.50	941.30	-	3404.80

(₹ in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in the Indebtedness during the financial year				
+ Additions	-	-	-	-
- Reduction	859.50	926.30	-	1785.80
Net Change	859.50	926.30	-	1785.80
Indebtedness at the end of the financial year				
i. Principal Amount	1604.00	15.00	-	1619.00
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1604.00	15.00	-	1619.00

VI. REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL :**A) Remuneration to Managing Directors, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of Managing Director	Total Amount
		Mahendra K. Kothari*	
1	Gross Salary		
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	2.70	2.70
	b) value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of Salary under Section 17(3) Income-tax Act, 1961	-	-
2	Stock Options	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify		
	- Provident Fund & other Funds	-	-
Total (A)		2.70	2.70
Ceiling as per the Act		N.A.	

* Mahendra K. Kothari has been re-appointed as Managing Director for a period one year w.e.f. 04th November, 2016 to 03rd November, 2017.

B) Remuneration to Other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Bharati R. Chandan	Mitesh D. Sejjal	Umesh T. Chandan	
1.	Independent Directors				
	Fee for attending Board/ Committee Meetings	0.58	0.51	0.71	1.80
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	0.58	0.51	0.71	1.80

JD ORGOCHEM LIMITED.

(₹ in lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
2.	Other Non-Executive Directors	Nikhil S. Kothari*	Shrikant K. Kothari	
	Fee for attending Board/ Committee Meetings	0.15	0.51	0.66
	Commission	-	-	
	Others, please specify	-	-	
	Total (2)	0.15	0.51	0.66
	Total (B) =(1+2)			2.46
	Total Managerial Remuneration			2.46
	Overall Ceiling as per the Act			N.A.

* **Nikhil S. Kothari** was appointed as an Additional Non-Executive Director on 04th November, 2015 and was regularised at the 42nd Annual General Meeting held on 19th September, 2016.

C) Remuneration to Key Managerial Personnels other than MD/Manager/WTD:

Sr. No.	Particulars of Remuneration	Key Managerial Personnels		Total Amount
		Company Secretary	Chief Financial Officer	
		Karishma N. Khetani*	Narendra R. Shah	
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	2.29	3.37	5.66
	(b) value of perquisites u/s 17(2) Income-tax Act, 1961	0.29	0.18	0.47
	(c) Profits in lieu of Salary under Section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Options	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5.	Others, please specify			
	- Provident Fund & other Funds	0.11	0.17	0.28
	Total	2.69	3.72	6.41

***Karishma N. Khetani** resigned as Company Secretary and Compliance Officer w.e.f. 31st January, 2017.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

For JD Orgochem Limited

Mahendra K. Kothari
Chairman and Managing Director
DIN: 00183613

Place: Mumbai
Date: 02nd August, 2017

ANNEXURE-II**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 Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

- 4.1.1 The Board, on the recommendation of the Nomination and Remuneration (‘NR’) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders;
- 4.1.2 The Board, on the recommendation of the NR Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company;
- 4.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components;
 - (i) Basic Pay
 - (ii) Perquisites and Allowances
 - (iii) Stock Options
 - (iv) Commission (Applicable in case of Executive Directors)
 - (v) Retrial benefits
 - (vi) Annual Performance Bonus

JD ORGOCHEM LIMITED.

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 will also be entitled to profit related commission in addition to the sitting fees subject to the recommendation of the Board and subject to the approval of the shareholders;

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 other employees of the Company will be finalised by the Managing Director of the Board in consultation with the Human Resource Department of the Company.

For JD ORGOCHEM LIMITED

Place: Mumbai
Date: 02nd August, 2017

Mahendra K. Kothari
Chairman and Managing Director
DIN: 00183613

POLICY FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

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’s Board 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;
- 3.3 **“Independent Director”** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

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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/her 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, Agreement entered pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 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

Mahendra K. Kothari
Chairman and Managing Director
DIN: 00183613

Place: Mumbai
Date: 02nd August, 2017

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]

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

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 **05th October, 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 **31st March, 2017** 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 **31st March, 2017** 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 are not applicable as the 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, 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;
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards. 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. During the year under review, there was no change in the Composition of the Board of Directors; however the changes in the composition of the committees were carried out in compliance with the provisions of the Act.

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

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

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

We further report that during the audit period:

1. The members of the Company vide resolution passed at its 42nd Annual General Meeting held on 19th September, 2016 have approved re-designation of Mahendra K. Kothari (DIN: 00183613) as the Chairman and Managing Director of the Company for the period of one (1) years w.e.f. 04th November, 2015 to 03rd November, 2016 pursuant to the provisions of the Section 196, 197, 203 of the Act and the rules made thereunder.
2. The members of the Company vide Special Resolution passed at its 42nd Annual General Meeting held on 19th September, 2016 have approved for keeping the register of members of the Company maintained under the Section 88 of the Act, together with the Index of the Members and copies of Annual Return of the Company filed under Section 92 of the Act w.e.f. 1st June, 2016 at the office of the Registrar and Transfer Agents of the Company i.e. Link Intime India Private Limited.

For KDT & Associates
Practicing Company Secretaries

Esha Taishete
Partner

M. No: A31012

CP No: 15833

Date: 12th May, 2017

Place: Mumbai

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	The Gas Cylinder Rules, 2004
6	The Static and Mobile Pressure Vessels (Unfired) Rules, 1981
7	Factories Act, 1948
8	The Merchant Shipping Act, 1958 and amendments
9	Labour Laws and other incidental Laws related to the employees appointed by the Company either on its payroll or on the contractual basis as related to the wages, provident fund, Gratuity, ESIC, Compensation etc
10	Foreign Contribution Regulation Act, 2010
11	Foreign Exchange Management Act, 1999 /Foreign Direct Investment Policy
12	Information Technology Act, 2000
13	Consumer Protection Act, 1986
14	Acts Specified under the Direct and the Indirect tax
15	Acts prescribe under the Environmental Protection
16	Acts prescribe under the prevention and control of the pollution.
17	General Clauses Act, 1897

For KDT & Associates
Practicing Company Secretaries

Esha Taishete
Partner

M. No: A31012

CP No: 15833

Date: 12th May, 2017

Place: Mumbai

JD ORGOCHEM LIMITED.

To,
The Members,
JD ORGOCHEM LIMITED

1. 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.
2. 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 check basis 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.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained Management Representation about the compliance of laws, rules and regulations and occurrence of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For KDT & Associates
Practicing Company Secretaries

Date: 12th May, 2017
Place: Mumbai

Esha Taishete
Partner
M. No: A31012
CP No: 15833

ANNEXURE - IV

REPORT ON CORPORATE GOVERNANCE

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 provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A. BOARD OF DIRECTORS:

(a) COMPOSITION OF BOARD OF DIRECTORS:

The Composition of the Board of Directors of the Company is in compliance with the provisions of the Companies Act, 2013 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As at the end of financial year 31st March, 2017, the total Board strength comprises of the following:

Category of Directors	Number of Directors
Executive Director (Chairman and Managing Director)	1
Non - Executive Directors	2
Independent Directors with one Woman Director	3
Total strength of the Board	6

Mahendra K. Kothari (Chairman and Managing Director) has been re-appointed as Managing Director for a period of one (1) year w.e.f. 04th November, 2016 to 03rd November, 2017.

Nikhil S. Kothari (Non - Executive Director) was appointed as an Additional Non-Executive Director on 04th November, 2015 and was regularised at the 42nd Annual General Meeting held on 19th September, 2016.

(b) DISCLOSURE OF INTER-SE RELATIONSHIP BETWEEN DIRECTORS:

Mahendra K. Kothari, Chairman and Managing Director is Brother of Shrikant K. Kothari (Non - Executive Director). No other directors are inter se related to each other.

(c) ATTENDANCE OF BOARD OF DIRECTORS AT THE BOARD MEETING AND PREVIOUS ANNUAL GENERAL MEETING:

The Board met four (4) times during the financial year ended 31st March, 2017 and the maximum interval between any two board meetings did not exceed one hundred and twenty (120) days. The Company adheres to the Secretarial Standards on the Board Meetings as prescribed by the Institute of Company Secretaries of India. The date of the board meetings are finalized in a pre planned manner. Additional meetings are held when necessary. The Board has complete access to any information within the Company. Agenda and background notes on the Agenda containing all necessary information/documents are made available to the Board Members in a timely manner to enable them to discharge their responsibilities effectively and take informed decisions. The information as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the provisions of the Companies Act, 2013 is regularly made available to the Board, whenever applicable, for discussion and consideration.

The details of attendance of Directors at the meeting of Board of Directors of the Company and last Annual General Meeting is mentioned herein below.

Sr. No.	Name of Directors and their Category	Date of Board Meetings and Details of Attendance				Previous AGM Attendance held on 19 th September, 2016
		24.05.2016	08.08.2016	20.10.2016	13.02.2017	
Executive Director						
1	Mahendra K. Kothari Chairman and Managing Director	Attended	Attended	Attended	Attended	Yes
Non - Executive Directors						
2	Nikhil S. Kothari	Absent	Attended	Absent	Attended	Yes
3	Shrikant K. Kothari	Attended	Attended	Attended	Attended	Yes
Independent Directors						
4	Umesh T. Chandan	Attended	Attended	Attended	Attended	Yes
5	Mitesh D. Sejpal	Attended	Attended	Absent	Attended	No
6	Bharati R. Chandan	Attended	Attended	Attended	Attended	Yes

JD ORGOCHEM LIMITED.

(d) NUMBER OF SHARES HELD BY NON – EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS :

Sr. No.	Name of the Directors	Number of Shares
1.	Nikhil S. Kothari	33,97,748
2.	Shrikant K. Kothari	-
3.	Umesh T. Chandan	300
4.	Mitesh D. Sejjpal	-
5.	Bharati R. Chandan	-

(e) DETAILS OF OTHER DIRECTORSHIPS :

In compliance with Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the Independent Director of the Company is a Director in more than seven (7) Listed Companies. None of the existing Independent Director of the Company is a Whole – Time Director in any listed company.

In compliance with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the Director is a member of Committees in more than Ten (10) Public Limited Companies or acts as a Chairman of more than Five (5) committees across all listed Companies in which he is a Director.

Further in compliance with Section 165 of the Companies Act, 2013, none of the Directors is a Director in more than Ten (10) Public Limited Companies.

Sr. No.	Name of the Director	Directorship in other companies*	Position in committees in companies**	
			Chairmanship	Membership
1	Mahendra K. Kothari	-	-	-
2	Nikhil S. Kothari	2	-	1
3	Shrikant K. Kothari	-	-	-
4	Bharati R. Chandan	-	-	-
5	Mitesh D. Sejjpal	-	-	-
6	Umesh T. Chandan	-	-	-

* Includes Directorships of public limited companies or a private company that is either a holding or subsidiary company of a public company registered under Companies Act 1956/ Companies Act, 2013 other than JD Orgochem Limited.

**Includes only Audit Committee and Stakeholders' Relationship Committee of public limited companies (whether listed or not) other than JD Orgochem Limited.

B. DETAILS OF FAMILIARISATION PROGRAMME IMPARTED TO INDEPENDENT DIRECTORS :

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 to any information relating to the Company. During the year ended 31st March, 2017, the Company conducted a Familiarisation Programme for Independent Directors which was attended by all the Independent Directors. The details of such familiarisation programme imparted to the Independent Director during the financial year ended 31st March, 2017 in terms of provisions of Regulations 25 and 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is displayed on the website of the Company and web link of such programme is <http://www.jdorgochem.com/Familiarization.html>

C. MEETING OF INDEPENDENT DIRECTORS:

During the year under review, in accordance with the provisions of Schedule IV (Code of Independent Director) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors was held on 7th March, 2017, inter-alia, to discuss evaluation of the performance of Non- Independent Directors, the Board as a whole, evaluation of the performance of the Chairman, taking into account the views of the Executive and Non-Executive Directors and the evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

D. COMMITTEES OF THE BOARD:

The Company is in compliance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in reference to constitution of Committees. Composition, Terms of Reference and duties and responsibilities of each Committee is based on the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee meetings are held on a timely basis and such committees make necessary recommendation

and/or observations and decisions are placed before the Board for information or approval. The Chairman of respective Committee updates the Board regarding the discussions held / decisions taken at the Committee Meeting.

(a) AUDIT COMMITTEE :

i. TERMS OF REFERENCE:

1. 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;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) 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;
 - b) 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.

JD ORGOCHEM LIMITED.

Explanation

- (i) The term “related party transactions” shall have the same meaning as provided in Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Review of information by Audit Committee

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
6. Statement of Deviation:
 - (a) quarterly statement of deviation(s) including report for monitoring agency, if applicable, submitted to stock exchange in terms of Regulation 32(1);
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

ii. COMPOSITION AND MEETINGS:

The Board has constituted a well-qualified Audit Committee. The Chairman of the Audit Committee is an Independent Director. All the members of the Committee are financially literate and possess accounting and financial management expertise.

Sr. No.	Name of Directors and their Category	Chairman or Member	Date of Audit Committee Meetings and Details of Attendance			
			24.05.2016	08.08.2016	20.10.2016	13.02.2017
1	Umesh T. Chandan (Independent Director)	Chairman	Attended	Attended	Attended	Attended
2	Bharati R. Chandan* (Independent Director)	Member	Not Applicable	Not Applicable	Attended	Attended
3	Mitesh D. Sejpal (Independent Director)	Member	Attended	Attended	Absent	Attended
4	Shrikant K. Kothari (Non Executive Director)	Member	Attended	Attended	Attended	Attended

* Bharati R. Chandan was appointed as member of Audit Committee w.e.f. 07th October, 2016.

Chief Financial Officer and Internal Auditor are invitees to the meeting. Karishma N. Khetani resigned as Company Secretary and Compliance Officer w.e.f. 31st January, 2017. Thereafter, Hiral R. Shah appointed as Company Secretary and Compliance Officer of the Company acts as Secretary of the committee w.e.f. 25th May, 2017.

The Chairman of the Audit Committee was present at the previous Annual General Meeting of the Company to answer shareholder queries.

(b) NOMINATION AND REMUNERATION COMMITTEE :

i. 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 develop, 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 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.

RESPONSIBILITIES

- Reviewing and reassessing the adequacy of the committee's charter as required and recommending changes to the Board.
- Reviewing and assessing its own performance on an annual basis.
- Developing and recommending to the Board a set of corporate governance guidelines applicable to the Company.
- Overseeing the Company's corporate governance practices, including reviewing the Company's corporate governance guidelines annually and recommending amendments to the Board as necessary.
- Monitoring compliance with the Company's corporate governance guidelines.
- To develop and recommend to the Board for approval a CEO succession plan (the "Succession Plan"), to review the Succession Plan periodically with the CEO, develop and evaluate potential candidates for executive positions and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan.

SPECIFIC POWERS

- The committee may conduct or authorize studies of matters within the committee's scope of responsibility with full access to all books, records, facilities and personnel of the Company.
- The committee may, at the expense of the Company, select and retain advisors to assist it in connection with its functions, as it deems necessary or appropriate.
- The Company shall provide for appropriate funding, as determined by the committee, for payment of any advisors employed by the committee pursuant to this charter.
- The Company shall pay the ordinary administrative expenses of the committee that are necessary or appropriate for carrying out its duties. The advisors retained by the committee shall be independent as determined in the discretion of the committee.
- The committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.
- The committee is governed by the same rules regarding meetings as are applicable to the Board.

ii. COMPOSITION AND MEETINGS :

Sr. No.	Name of Directors and their Category	Chairman or Member	Date of Nomination and Remuneration Committee Meetings and Details of Attendance			
			24.05.2016	08.08.2016	20.10.2016	13.02.2017
1	Mitesh D. Sejpal (Independent Director)	Chairman	Attended	Attended	Absent	Attended
2	Bharati R. Chandan (Independent Director)	Member	Attended	Attended	Attended	Attended
3	Umesh T. Chandan (Independent Director)	Member	Attended	Attended	Attended	Attended

The Chairman of the Nomination and Remuneration Committee was not present at the previous Annual General Meeting of the Company. Karishma N. Khetani resigned as Company Secretary and Compliance Officer w.e.f. 31st January, 2017. Thereafter, Hiral R. Shah appointed as Company Secretary and Compliance Officer of the Company acts as Secretary of the committee w.e.f. 25th May, 2017.

iii. PERFORMANCE EVALUTATION CRITERIA FOR INDEPENDENT DIRECTOR :

The performance evaluation of Independent Director was based on various parameters such as: Board/Committee structure and composition, frequency of meetings, participation of Independent Directors in the meeting, execution and performance of specific duties of the Directors, review of Independent Director's competency, experience, contribution alongwith criteria mentioned in policy adopted by the Board.

JD ORGOCHEM LIMITED.

(c) STAKEHOLDERS' RELATIONSHIP COMMITTEE :

i. TERMS OF REFERENCE:

The Stakeholders Relationship Committee oversees, inter-alia, redressal of security holder and investor grievances, transfer/transmission of security holders, issue of duplicate certificate to security holders, exchange of new design share certificates or certificate of securities, recording dematerialisation/rematerialization of securities and related matters, non-receipt of declared dividend and non-receipt of Annual Report.

ii. COMPOSITION AND MEETINGS:

Sr. No.	Name of Directors and their Category	Chairman or Member	Date of Stakeholders' Relationship Committee Meetings and Details of Attendance			
			06.04.2016	01.08.2016	13.02.2017	31.03.2017
1	Umesh T. Chandan (Independent Director)	Chairman	Attended	Attended	Attended	Attended
2	Mahendra K. Kothari (Executive Director)	Member	Attended	Attended	Attended	Attended
3	Shrikant K. Kothari (Non-Executive Director)	Member	Attended	Attended	Attended	Attended

The Board of Directors at its meeting held on 24th May, 2016 approved the payment to sitting fees of ₹ 1500/- to the Members of Stakeholders' Relationship Committee w.e.f. 24th May, 2016.

The Chairman of the Stakeholders' Relationship Committee was present at the previous Annual General Meeting of the Company to answer shareholder queries. The Company Secretary of the Company acts as the Secretary to the Committee.

Karishma N. Khetani resigned as Company Secretary and Compliance Officer w.e.f. 31st January, 2017. Thereafter Hiral R. Shah, Company Secretary and Compliance Officer of the Company acts as Secretary of the committee w.e.f. 25th May, 2017 who handles the shareholders' queries or grievances and co-ordinates with Link Intime India Private Limited, Registrar and Transfer Agents in the matter relating to the same.

iii. NUMBER OF SHAREHOLDERS COMPLAINTS RECEIVED DURING THE YEAR:

During the financial year ended 31st March, 2017, there was one (1) complaint lodged by the Shareholder with SEBI "Scores" which had been duly resolved.

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 investor.relations@jdorgochem.com.

(d) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Company does not have Corporate Social Responsibility Committee as it does not fall under the requirements for constitution of the Committee required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(e) RISK MANAGEMENT COMMITTEE:

The Company does not have a Risk Management Committee as it does not fall under the requirements for constitution of the Committee required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

E. DETAILS OF REMUNERATION PAID TO THE DIRECTORS :

i. REMUNERATION PAID TO MANAGING DIRECTOR:

The remuneration paid to the Managing Director was approved by the Members at the 42nd Annual General Meeting of the Company held on 19th September, 2016. The details of the salary paid to the Managing Director are mentioned herein:

Name of the Managing Director	Salary	Perquisites	Commission	Others	Total (₹)
Mahendra K. Kothari	2,70,000	-	-	-	2,70,000

- The Board of Directors determine the performance linked increments from year to year on recommendation of the Nomination and Remuneration Committee.
- The Company does not have Stock Option Scheme as on date.

Details of service contracts, notice period and severance fees of Mahendra K. Kothari (Managing Director):

Name of the Managing Director	Mahendra K. Kothari*
Date of Contract (Current Contract details)	04 th November, 2016
Term of Contract	04 th November, 2016 – 03 rd November, 2017
Notice Period	NIL
Severance Fees	NIL

* Board of Directors of the Company subject to approval of shareholders in the ensuing Annual General Meeting have re-appointed Mahendra K. Kothari as Chairman and Managing Director for period of one (1) year from 04th November, 2016 to 3rd November, 2017.

ii. REMUNERATION PAID TO THE NON EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS:

Non Executive Directors and Independent Directors are paid sitting fees for attending the Board Meeting as well as attending the Committee meetings of the Company. Further there is no pecuniary relationship or transactions of Independent Directors vis-a-vis the Company which has potential conflict with the interests of the Company at large. Detail of sitting fees paid to the Non Executive Directors and Independent Directors during the financial year ended 31st March, 2017 is mentioned herein below:

(₹ in lakhs)

SR NO.	NAME OF THE DIRECTORS	TOTAL SITTING FEES PAID
1	Bharati R. Chandan	0.58
2	Mitesh D. Sejpal	0.51
3	Nikhil S. Kothari	0.15
4	Shrikant K. Kothari	0.51
5	Umesh T. Chandan	0.71

iii. RECOMMENDATION MADE BY THE COMMITTEE :

All the recommendation/(s) of the Committees were accepted by the Board.

iv. CRITERIA FOR MAKING PAYMENTS TO THE NON EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS:

The detail of criteria for making payments to the Non Executive Directors and Independent Directors is displayed on the website of the Company. The weblink of the same is http://www.jdorgochem.com/pdf/policies/Nomination_Remuneration_policy.pdf

F. GENERAL BODY MEETINGS:

i. LOCATION AND TIME WHERE LAST THREE ANNUAL GENERAL MEETINGS WERE HELD AND DETAILS OF SPECIAL RESOLUTION PASSED:

AGM	Date	Time	Location	Special Resolution passed
40 th	24 th September, 2014	10.00 a.m	Registered Office: 301, Sumer Kendra, P.B.Marg, Worli, Mumbai – 400 018	<ul style="list-style-type: none"> Appointment of Sharadchandra S. Kothari as the Managing Director of the Company. Adoption of new set of Articles of Association of the Company.
41 st	29 th September, 2015	10.00 a.m	Registered Office: 3 01, Sumer Kendra, P.B.Marg, Worli, Mumbai – 400 018	<ul style="list-style-type: none"> To approve the borrowing limits of the Company. Creation of charges on the assets of the Company.
42 nd	19 th September, 2016	10.00 a.m	Hotel Kohinoor park, Kohinoor Corner, Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025	<ul style="list-style-type: none"> To change in place of keeping and inspection of Registers, Returns etc. w.e.f. 01st June, 2016.

ii. POSTAL BALLOT:

No resolution was required to be passed by means of a postal ballot during the previous year.

iii. EXTRA-ORDINARY GENERAL MEETING:

No Extra – Ordinary General Meeting was held during the financial year ended on 31st March, 2017.

JD ORGOCHEM LIMITED.

G. MEANS OF COMMUNICATION:

Quarterly Results	<ul style="list-style-type: none"> • First Quarter- on or before 14th August, 2017 • Second Quarter- on or before 14th November, 2017 • Third Quarter- on or before 14th February, 2018 • Fourth Quarter - on or before 30th May, 2018
Newspaper wherein results normally published	<ul style="list-style-type: none"> • Financial Express (English) – all over India Edition • Navshakti (Marathi) – Mumbai Edition
Any website, where results are displayed	www.jdorgochem.com
Whether it also displays official news releases	No
The presentations made to institutional investors or to the analysts	No presentation has been made during the financial year ended 31 st March, 2017.
News releases, presentations, among others	No presentation has been made during the financial year ended 31 st March, 2017 and official news release are being sent to BSE Limited and displayed on the website of the Company at www.jdorgochem.com

H. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting: Day, Date and Venue	Wednesday, 27 th September, 2017, Textile Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025
Financial Year	01 st April to 31 st March
Dividend Payment Date	Not Applicable
Book Closure	Thursday, 21 st September, 2017 – Wednesday 27 th September, 2017.
Name and Address of Stock Exchange where the Company's Equity shares are listed	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Tel No.: 91-22-22721233/4, 91-22-66545695 (Hunting) Fax No.: 91-22-22721919 The Company has paid the listing fees for the period 1 st April, 2016 to 31 st March, 2017 within prescribed time limits.
Stock Code	524592
ISIN	INE263B01022
CIN	L24100MH1973PLC016908
Registered Address	301, Sumer Kendra, P.B.Marg, Worli, Mumbai – 400 018
Custodial Fees	The Company has paid the custodial fees for the period 1 st April, 2016 to 31 st March, 2017 to Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) within prescribed time limits.
Suspension from trading , if any	During the financial year the Company has not faced any suspension from BSE Limited
Registrar and Transfer Agent	Sharepro Services (India) Private Limited (Upto 31 st May, 2016) Link Intime India Private Limited (w.e.f. 01 st June, 2016)
Dematerialisation of shares and liquidity	93.79 % of the Paid-up Capital has been dematerialised as on 31 st March, 2017.
Factory Location/Plant Locations	Patalganga Plant Plot No.A-4/2, MIDC Industrial Area, Patalganga, Taluka-Khalapur, Dist. Raigad, Maharashtra - 410 220
Address for Correspondence	Company Secretary and Compliance Officer JD Orogchem Limited 301, Sumer Kendra, P.B. Marg, Worli, Mumbai – 400018 Tel No.: 022 3042 3048 Fax No.: 022 3042 3434 E-mail Id: investor.relations@jdorgochem.com Website: www.jdorgochem.com Registrar and Transfer Agent M/s. Link Intime India Private Limited C-101, 247 park, L.B.S. Marg, Vikhroli(West), Mumbai - 400083 E-mail Id: rnt.helpdesk@linkintime.co.in Tel. No.: 022 -4918 6270 Fax No.: 022 - 4918 6060 Website: www.linkintime.co.in

Outstanding GDRs/ADRs/Warrants or any Convertible instruments conversion date and likely impact on equity	Not issued
Commodity price risk or foreign exchange risk and hedging activities	Company as and when necessary takes appropriate actions to protect itself from volatility in price
Share transfer System	All the dematerialised shares are transferred through the depository participants in electronic mode. The physical transfers/transmission/transposition received is processed by the Registrar and Transfer Agent, to facilitate prompt services to the shareholders. They are approved by Stakeholders' Relationship Committee and thereafter noted at the Board meeting on a timely basis. Consolidation, sub-division of shares and issue of duplicate share certificates are approved by the Stakeholders' Relationship Committee.
Pledge of Shares	No pledge has been created over the Equity Shares held by the Promoters and/or Promoter Group Shareholders as on 31 st March, 2017.
Reconciliation Of Share Capital	The report issued by the Practising Company Secretary on Reconciliation of Share Capital of the Company as required under Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 is obtained every quarter and furnished to BSE Limited within the prescribed time limits. The Report is also placed before the Board and noted by them as required under the applicable law.
Annual Report	The Annual Report containing, inter alia, Audited Financial Statements, Board' Report, Auditors' Report and other important information is circulated to Members and others entitled thereto. The Management Discussion and Analysis (MDA) Report forms part of the Annual Report.
Debentures	The Company has 16,04,000 Zero Coupon Non-Convertible Debentures held by Jaysynth Impex Limited as on 31 st March, 2017.
BSE Corporate Compliance & Listing Centre (the 'Listing Centre')	All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Statement of Investor Complaints, Certificate under Regulation 40(9) and Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 are filed electronically with the Listing Centre.
SEBI Complaints Redress System (SCORES):	The Company visits the website of SCORES on a daily basis to check for any investor complaints.

I. MARKET PRICE DATA DURING FINANCIAL YEAR ENDED 31ST MARCH, 2017:

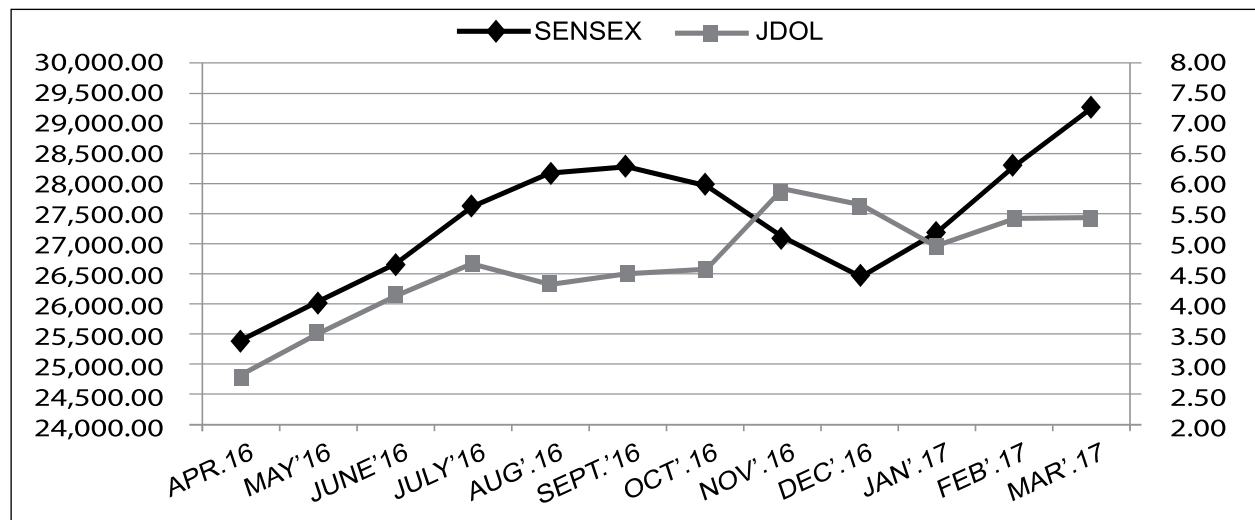
The table herein below given the monthly high and low prices and volume of the Company's shares traded at the BSE Limited during the period from 01st April, 2016 to 31st March, 2017.

MONTH	HIGH	LOW	VOLUME
April'16	3.12	2.35	3550058
May'16	4.30	2.97	16954
June'16	4.33	3.89	6991
July'16	5.40	4.25	14986
Aug'16	4.74	3.32	10675
Sept'16	5.25	4.08	13610
Oct'16	5.30	3.87	67958
Nov'16	6.79	4.73	20347
Dec'16	7.35	4.07	10970
Jan'17	5.62	4.18	18255
Feb'17	5.75	4.52	24450
Mar'17	6.40	4.70	14614

JD ORGOCHEM LIMITED.

J. PERFORMANCE IN COMPARISON TO BROAD BASED INDICES – BSE SENSEX:

The performance in comparison to broad based indices i.e. BSE Sensex for the financial year ended on 31st March, 2017 is as follows:



K. DISTRIBUTION OF SHARE HOLDING:

Shares Range	No of Shareholders	% of Total Shareholders	Total Shares for the range	% of Issued Capital
1-500	8624	89.77	1195109	9.02
501-1000	485	5.05	410408	3.10
1001-2000	234	2.44	366430	2.77
2001-3000	83	0.86	210915	1.59
3001-4000	35	0.36	121563	0.92
4001-5000	48	0.50	228632	1.72
5001-10000	47	0.49	359795	2.71
10001-above	51	0.53	10357148	78.17
Total	9607	100.00	13250000	100.00

L. CATEGORY WISE SHAREHOLDING:

Details of category wise shareholding as on financial year ended 31st March, 2017 is as follows

Category	Total Number of Shares	% of Issued Capital
Promoter and Promoter Group	8457886	63.83
Unit Trust of India	600	0.00
Non-Nationalised Banks	100	0.00
Other Bodies Corporate	585172	4.42
Clearing Members	16643	0.13
Directors and Relatives of Directors	3800	0.03
Hindu Undivided Family	221804	1.67
Trust	328349	2.48
Mutual Funds	4700	0.04
Foreign Inst. Investor	8500	0.06
Foreign Banks	800	0.01
Non Resident Indians	54200	0.41
Non Resident (Non-Repatriable)	300	0.00
Public	3567146	26.92
Total	13250000	100.00

M. OTHER DISCLOSURES:

- (a) During the financial year ended 31st March, 2017, the Audit Committee of the Company has granted omnibus approval on the basis of criteria as mentioned in Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013 for transactions to be entered into by the related parties in the financial year 2016-17. The transactions entered into with the related parties were at arm's length basis and in ordinary course of business. During the financial year ended 31st March, 2017, the Company had not entered into any related party transactions which were material in nature pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013. Policy on Material Related Party Transactions is displayed on the website of the Company and weblink of such policy is http://www.jdorgochem.com/pdf/policies/Policy_of_material_related_party_transaction.pdf. Further Transactions with related parties, as per requirements of Accounting Standard 18 are disclosed in notes to accounts annexed to the financial statements.
- (b) There have been no instances of non-compliance on any matter with the rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India or any other Statutory Authority relating to the capital market during the previous three (3) financial years.
- (c) 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 Whistle Blower Policy can be accessed on the Company's website: http://www.jdorgochem.com/pdf/policies/Whistle_Blower_Policy.pdf
- (d) The Company has in place the Material subsidiary policy which is displayed on the website of the Company. Weblink of such policy is http://www.jdorgochem.com/pdf/policies/Policy_on_Material_Subsiary.pdf
- (e) As per point 13 of Part C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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
- (f) The Company assesses the risk associated to the business of Company on a it periodically and various measures are also undertaken by it for mitigation.

N. DISCRETIONARY REQUIREMENTS:

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:**

Currently, 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 CHIEF EXECUTIVE OFFICER:

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

O. MANAGING DIRECTOR / CHIEF FINANCIAL OFFICER CERTIFICATIONS:

Managing Director and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of Corporate Governance Report.

JD ORGOCHEM LIMITED.

P. 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 31st March, 2017.

A declaration to this effect signed by the Managing Director of the Company is provided mentioned herein below to this Report.

Q. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

In accordance with the requirement of Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company reports that there are no Equity shares held in suspense account as on 31st March, 2017.

R. INSIDER TRADING REGULATIONS:

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 displayed on the website of the Company and weblink is http://www.jdorgochem.com/pdf/policies/Insider_Trading_Policy.pdf

For and on behalf of the Board of Director

Place : Mumbai
Date: 02nd August, 2017

Mahendra K. Kothari
Chairman and Managing Director
DIN: 00183613

DECLARATION REGARDING CODE OF CONDUCT

As required under Regulation 17 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Directors and Senior Management Personnel of the Company have confirmed their compliance with the Code of Conduct as adopted by the Company for the year ended 31st March, 2017.

Place : Mumbai
Date: 02nd August, 2017

Mahendra K. Kothari
Chairman and Managing Director
DIN: 00183613

AUDITORS' CERTIFICATE

To,
The Members,
JD Orgochem Limited

We have examined the compliance of conditions of corporate governance by JD Orgochem Limited, ('the Company') having CIN:L24100MH1983PLC016908 for the year ended 31st March, 2017, as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to 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 pursuant to 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

Place: Mumbai
Date: 02nd August, 2017

(MAGANLAL THACKER)
Partner
Membership No. 4549
Firm Registration No. 105730W

JD ORGOCHEM LIMITED.

MANAGING DIRECTOR / CHIEF FINANCIAL OFFICER CERTIFICATION

The Board of Directors
JD Orgochem Limited
301, Sumer Kendra,
P.B. Marg, Worli,
Mumbai - 400 018.

We have reviewed the attached financial statements and the cash flow statement of JD Orgochem Limited for the year ended 31st March, 2017 and that to the best of our knowledge and belief, we state that;

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- (b) there are, to the best of our knowledge and belief, 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. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and 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 steps taken or proposed to be taken for rectifying these deficiencies.
- (d) we have indicated to the Auditors and the Audit Committee:
 - (i) significant changes, if any, in the internal control over financial reporting during the year.
 - (ii) significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) 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.

Yours sincerely,

Narendra R. Shah
Chief Financial Officer

Mahendra K. Kothari
Chairman and Managing Director
DIN: 00183613

Place: Mumbai
Date: 02nd August, 2017

ANNEXURE - V**MANAGEMENT AND DISCUSSION ANALYSIS REPORT****INDUSTRY STRUCTURE:**

The Indian Dyestuff Industry, which was primarily started to cater to the needs of domestic textile industry, now not only meets more than 95% requirement of domestic market, but has gradually also made an important impact in the global market. The industry has transformed from being import dependent to an export driven industry. Today, India exports dyes and dye intermediate to the very same countries, on which it was dependant for imports till a decade ago. The industry which was earlier established to meet the requirements of the textile industry has now expanded to several end user segments such as printing, leather; construction and automobile sectors. All ranges of dyes such as disperse, reactive, vats, pigments and leather dyes are now being manufactured in India. This industry is based on chemicals derived from coal tar and the petrochemical industry. This industry forms an important link in the chain of other chemical industry such as textiles, leather, plastic, paper, packaging, printing inks, paints and polymers etc. The technology employed by the dyes sector has been well received in the International market. Indian manufactures have established joint ventures abroad using their indigenous technology. 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.

OUTLOOK OPPORTUNITIES:

Rise in GDP and purchasing power generates huge growth potential for the domestic market. Going forward, availability of skilled professionals and low cost of manufacturing coupled with R&D capabilities are seen as strong demand drivers for the dyes and pigments industry in India. Exports have grown in double digit over the last few years. Growth in the end user segments, especially textiles, is also expected to drive the growth in the dyes and pigments industry.

THREATS, RISK AND CONCERNS:

Developed countries are now focusing on sourcing dyes and pigments from cost-effective Asian markets, owing to stringent measures taken on environmental issues back home. The Indian environmental laws becoming stringent make it difficult for the dye industry to compete at the global level. The large number of approvals required to establish new units or restart the old ones act as an obstacle in dye industry in India.

The dyes 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:

The Company has only one segment and the details of the same are furnished in the accounts.

INTERNAL CONTROL SYSTEM 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:

Particulars	Year ended 31 st March, 2017	Year ended 31 st March, 2016	% Increase/ Decrease
Revenue from Operations	53.68	82.17	(34.67)
Other Income	17.35	51.77	(66.49)
Total Income	71.03	133.94	(46.97)
Loss before Exceptional and extraordinary item and depreciation	(43.90)	(21.94)	(100.09)
Profit/(Loss) before tax	1613.58	(92.21)	(1849.90)
Profit/(Loss) for the year	1613.58	(92.24)	(1849.33)

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES :

In the Financial Year 31st March, 2017, Karishma N. Khetani resigned as Company Secretary and Compliance Officer w.e.f. 31st January, 2017 and Hiral R. Shah was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 25th May, 2017. Further the details of ongoing labour litigation have already been mentioned in the Board's Report. Company has four (4) employees on the permanent pay roll as on 31st March, 2017 as against four (4) in previous financial year.

JD ORGOCHEM LIMITED.

COMPANY OVERVIEW:

Your Company functions in Dyestuff industry since many decades. Currently the the Company is not active in manufacturing. However, efforts are being taken to make the Company an active player in the industry.

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 and on behalf of the Board of Directors

Mahendra K. Kothari
Chairman and Managing Director
DIN: 00183613

Place: Mumbai

Date : 02nd August, 2017

Independent Auditor's Report

**To the Members of
JD ORGOCHEM LIMITED.**

Report on the Financial Statements

We have audited the accompanying standalone financial statements of JD ORGOCHEM LIMITED ('the Company'), which comprise the Balance Sheet as at 31st March, 2017, 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 standalone 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 standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 31st March, 2017 and its profit 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 previous year(s) and, the Company's current liabilities exceeded its current 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.

JD ORGOCHEM LIMITED.

Report On 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 standalone 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 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 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 the respect to the other matters to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rule, 2014, in our opinion and to the best of our information and according to the information given to us:
 - i. The impact of the pending litigation with regards to employee liabilities on its financial position is not ascertainable. However, in the opinion of management of the Company the provision made in the accounts in this regards in previous 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

Place : Mumbai
Date : 25th May, 2017

(Maganlal Thacker)
Partner
Membership No. 4549

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 31st March, 2017**

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 There is no inventory at the year end. 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 previous years to a party listed in the register maintained under Section 189 of the Companies Act, 2013, out of which ₹ 12.15 lakhs has been received during the year. As informed to us, no terms of repayment has been stipulated and hence overdue amount cannot be ascertained. The balance amount due of ₹ 165.85 lakhs is considered doubtful of recovery for which provision has already been made in the accounts in previous year as referred to in Note No.14.1 of the Notes to Financial Statement.
- 4 According to the information and explanation given to us, the Company has not given loans, guarantee or provided securities and has not made investment as referred in section 185 & 186 of the Act. Hence paragraph (iv) of the order is not applicable.
- 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 lakhs)
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 lakhs)
Custom Duty (Shown as 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 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.

JD ORGOCHEM LIMITED.

- 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 : 25th May, 2017

(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 31st March, 2017 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 31st March, 2017, 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 : 25th May, 2017

(Maganlal Thacker)
Partner
Membership No. 4549

JD ORGOCHEM LIMITED.

BALANCE SHEET AS AT 31ST MARCH, 2017

(₹ in lakhs)

Particulars	Note	As at 31 st March, 2017	As at 31 st March, 2016
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	4	132.50	132.50
Reserves and Surplus	5	(1939.81)	(3553.40)
Non-Current Liabilities			
Long Term borrowings	6	1,619.00	3,404.80
Other Long Term Liabilities	7	832.26	950.04
Long Term Provisions	8	35.99	38.47
Current Liabilities			
Trade Payables	9	106.98	55.14
Other Current Liabilities	10	5.64	5.82
Short-Term Provisions	11	46.76	40.66
TOTAL		839.32	1,074.03
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	12	720.60	790.87
Non-current investments	13	-	-
Long term loans and advances	14	33.85	79.79
Current Assets			
Inventories	15	-	52.87
Trade receivables	16	1.36	38.14
Cash and cash equivalents	17	71.06	81.80
Short-term loans and advances	18	10.76	14.45
Other current assets	19	1.69	16.11
TOTAL		839.32	1,074.03
Notes on Financial Statements	1 to 35		

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

MAHENDRA K. KOTHARI
Chairman & Managing Director
DIN: 00183613

MAGANLAL THACKER
Partner
Membership No : 4549

UMESH T. CHANDAN
Independent Director
DIN: 00184677

**Place : Mumbai
Date : 25th May, 2017**

HIRAL SHAH
Company Secretary

NARENDRA R. SHAH
Chief Financial Officer

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(₹ in lakhs)

Particulars	Note	Year ended 31 st March, 2017	Year ended 31 st March, 2016
INCOME			
Revenue from operations	20	53.68	82.17
Other Income	21	17.35	51.77
Total Revenue		71.03	133.94
EXPENSES			
Cost of Materials Consumed	22	11.58	31.32
Purchase of Stock-in-Trade		-	45.52
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	28.87	-
Manufacturing & operating Cost	24	-	0.45
Employee benefit expense	25	17.15	12.77
Finance costs	26	(3.16)	16.05
Depreciation and amortization expense	12	70.27	70.27
Other expenses	27	60.49	49.77
Total expenses		185.20	226.15
Profit/(Loss) before exceptional and extraordinary items and tax		(114.17)	(92.21)
Exceptional items	28	2.83	-
Loss before tax		(111.34)	(92.21)
Extraordinary items	29	1724.92	-
Profit/(Loss) before extraordinary items and tax		1613.58	(92.21)
Tax expenses			
Tax expenses related to prior year		-	0.03
Profit/(Loss) for the year		1613.58	(92.24)
Basic & Diluted Earning per equity share of face value of ₹1/- each (in ₹)	30	12.18	(0.70)
Notes on Financial Statements	1 to 35		

**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 : 25th May, 2017

HIRAL SHAH
Company Secretary

MAHENDRA K. KOTHARI
Chairman & Managing Director
DIN: 00183613

UMESH T. CHANDAN
Independent Director
DIN: 00184677

NARENDRA R. SHAH
Chief Financial Officer

JD ORGOCHEM LIMITED.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2017

(₹ in lakhs)

Particulars	Year ended 31 st March, 2017	Year ended 31 st March, 2016
A. Cash flow from operating activities:		
Net profit/(loss) before tax	1613.58	(92.21)
Adjustments for :		
Depreciation	70.27	70.27
Profit on sale of fixed assets	(2.83)	-
Interest received	3.16	(16.05)
Extraordinary Income	(1724.92)	-
Operating profit before working capital changes	(40.74)	(37.99)
Inventories	52.88	(0.12)
Trade and other receivables	97.38	48.86
Trade payables	(62.50)	(30.05)
Cash generated from operations	47.02	(19.30)
Direct taxes (Net)	3.44	(1.71)
Net cash from operating activities	50.46	(21.01)
B. Cash flow from investing activities :		
Sale of fixed assets	2.83	-
Sale of investments	22.43	-
Net cash From investing activity	25.26	-
C. Cash flow from financing activities :		
Interest received	(3.16)	16.05
Loan given written off now received back in part	12.15	-
Loan (repaid)/ received Net	(9.50)	1.00
Settlement	(85.95)	-
Net cash used in financing activities	(86.46)	17.05
Increase in cash and cash equivalents	(10.74)	(3.96)
Cash and cash equivalents at the beginning of the year	81.80	85.76
Cash and cash equivalents at the end of the year	71.06	81.80

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

MAGANLAL THACKER
 Partner
 Membership No : 4549

MAHENDRA K. KOTHARI
 Chairman & Managing Director
 DIN: 00183613

UMESH T. CHANDAN
 Independent Director
 DIN: 00184677

Place : Mumbai
 Date : 25th May, 2017

HIRAL SHAH
 Company Secretary

NARENDRA R. SHAH
 Chief Financial Officer

Notes to the Financial Statements for the year ended 31st March, 2017

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) 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 :

There is no inventories at the year end.

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.

JD ORGOCHEM LIMITED.

Notes to the Financial Statements for the year ended 31st March, 2017

- 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) 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.
- ii) Excise duties recovered are included in the sale of products. Excise duty paid on dispatches is shown separately by way of reduction in sale amount.

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.

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 of previous years.
- 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 31st March, 2017**Note 4: Share Capital**

(₹ in lakhs)

Particulars	As at 31 st March, 2017		As at 31 st March, 2016	
	Number of Shares	₹ in Lakhs	Number of Shares	₹ in Lakhs
AUTHORIZED CAPITAL				
Equity shares of ₹ 1/- each	3,00,000,000	<u>3,000.00</u>	3,00,000,000	<u>3,000.00</u>
ISSUED, SUBSCRIBED & PAID UP CAPITAL				
Equity shares of ₹ 1/- each, fully paid up	13,250,000	<u>132.50</u>	13,250,000	<u>132.50</u>

A) Reconciliation of the number of shares and the amount outstanding at the beginning and at the end of 31st March, 2017:

Particulars	Opening balance	Redemption	Closing Balance
Equity shares of ₹ 1/- each			
Year ended 31st March, 2017			
Number of shares	13,250,000	-	13,250,000
Amount (₹ in lakhs)	132.50		132.50
Year ended 31st March, 2016			
Number of shares	13,250,000	-	13,250,000
Amount (₹ in lakhs)	132.50		132.50

B) Rights, Preferences and restrictions attached to equity 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) Details of Shares held by each shareholder holding more than 5% of the aggregate shares in the Company:

Particulars	As at 31 st March, 2017		As at 31 st March, 2016	
	Number of Shares	% Holding	Number of Shares	% Holding
Shoorji Trikamdas Investment Company Private Limited	-	-	3,163,005	23.87
Parag S. Kothari	4,680,248	35.32	2,059,402	15.54
Jayshree S. Kothari	-	-	1,717,424	12.96
Nikhil S. Kothari	3,397,748	25.64	776,903	5.86

JD ORGOCHEM LIMITED.

Notes to the Financial Statements for the year ended 31st March, 2017

(₹ in lakhs)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
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 Account		
Balance brought forward from previous year	(9001.50)	(8909.26)
Add: Profit/(Loss) for the year	1613.58	(92.24)
	(7387.92)	(9001.50)
Total	(1939.81)	(3553.40)
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
Loans & Advances From a Director (Unsecured)	15.00	24.50
Other Loans (Unsecured)	-	916.80
Total	1,619.00	3,404.80

- 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 31st December, 2018 and ending on 31st March, 2021, as per revised terms for repayment agreed upon during the year.
- b) The Zero Coupon Debentures (ZCD) has been secured by first pari passu charge on all the existing asset of the Company situated at Patalganga, MIDC industrial area.
- 6.2 Consequent to One Time Settlement of dues with the lender,
- a) Outstanding amount of ₹ 8,59,50,000/- of Zero Coupon Loan (ZCL) has been settled by paying 10% of the Principal amount thereby waiving the balance 90% of the amount and
- b) Entire amount of unsecured loan of 9,16,80,000/- has been waived.
- c) Hence Gains on Waiver & Compromise by Secured Creditors of ₹16,90,35,000/- (i.e. 90% of 8,59,50,000 = 7,73,55,000 + 9,16,80,000) has been included in Extrordinary items under the note no.29.

(₹ in lakhs)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Note 7: Other Long Term Liabilities		
Advances From Customers	246.39	252.06
Outstanding Expenses	246.35	358.05
Employee Liabilities Payable	305.51	305.92
Deposits	34.01	34.01
Total	832.26	950.04

Notes to the Financial Statements for the year ended 31st March, 2017

7.1 Employee Liabilities Payable includes dues payable to the workers on account of retrenchment & retirements which were provided in the accounts in previous 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 previous years is considered adequate at this stage.

(₹ in lakhs)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
7.2 Deposits		
Deposits From agents	6.01	6.01
Deposits - 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	7.77	7.73
Provision for gratuity	28.23	30.74
Total	36.00	38.47

8.1 Dues payable to the workers on account of retrenchment & retirements were provided in the accounts in previous 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 previous years is considered adequate at this stage.

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Note 9: Trade Payables		
Trade Payables	106.98	55.14
Total	106.98	55.14

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 16.11.2007 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.

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Note 10: Other Current Liabilities		
Statutory Remittances	4.59	4.89
Outstanding Expenses	0.12	0.05
Employee Liabilities Payable	0.93	0.88
Total	5.64	5.82
Note 11: Short Term Provisions		
Provision For Employee Benefits		
Provision for leave encashment	0.02	0.02
Provision for gratuity	46.74	40.63
Total	46.76	40.66

JD ORGOCHEM LIMITED.

Notes to the Financial Statements for the year ended 31st March, 2017

Note 12: Fixed Asset

(₹ in lakhs)

Particulars	Gross Block			Depreciation				Net Block	
	As at 1 st April, 2016	Deductions	As at 31 st March, 2017	As at 1 st April, 2016	For the year	Deductions	Upto 31 st March, 2017	As at 31 st March, 2017	As at 31 st March, 2016
Tangible Assets									
Leasehold land	7.02	-	7.02	2.47	0.08	-	2.55	4.47	4.55
Factory Building	2,226.21	-	2,226.21	1,648.03	70.19	-	1,718.22	507.99	578.18
Plant & machinery	5,576.50	4.72	5,571.78	5,380.94	-	4.72	5,376.22	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
SUB TOTAL (A)	8,078.95	4.72	8,074.23	7,288.08	70.27	4.72	7,353.63	720.60	790.87
Intangible Assets	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)	-	-	-	-	-	-	-	-	-
Total [A + B]	8,078.95	4.72	8,074.23	7,288.08	70.27	4.72	7,353.63	720.60	790.87
Previous Year	8,078.95	-	8,078.95	7,217.81	70.27	-	7,288.08	790.87	861.14

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Note 13: Non Current Investments		
Trade		
Investment in equity instruments		
NIL (P.Y. 224,250)equity shares of ₹ 100/- each of Jaysynth Polychem Pvt Ltd.	-	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
	4.01	228.26
Less: Provision for diminution in value of investment	4.01	228.26
Total	-	-
Aggregate Amount of Quoted Investment	4.01	4.01
Market Value of Quoted Investment	-	-
Aggregate Amount of Unquoted Investment	-	224.25
Note 14: Long Term Loans and Advances		
Loans & Advances to related parties (unsecured)		
Jaysynth Polychem Pvt. Ltd.(considered doubtful)	165.85	178.00
Loans & Advances to employees(Unsecured, considered good)	0.25	0.25
Other Loans & Advances	29.89	75.83
Excise Duty Refund Receivable	3.71	3.71
	199.70	257.79
Less Provision for doubtful debts	(165.85)	(178.00)
Total	33.85	79.79

14.1 Advances of ₹1,65,85,000/- recoverable from Jaysynth Polychem Private Limited has been considered doubtful of recovery for which provision is made in the accounts for the year ended 31st March, 2014.

Notes to the Financial Statements for the year ended 31st March, 2017

(₹ in lakhs)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Note 15: Inventories (At lower of cost and net realisable value)		
Raw Material	-	11.58
Work-in-Progress	-	14.75
Finished Goods	-	14.12
Stores & Spares	-	12.42
Total	-	52.87
Note 16: Trade Receivables (Unsecured, Considered Good)		
Outstanding for more than six months	1.36	1.53
Others	-	36.61
Total	1.36	38.14
Note 17: Cash and cash equivalents		
Cash-in-Hand	0.44	0.29
Balances with Banks		
in current account	12.90	3.93
in Deposit account	7.99	1.51
in Margin (Maturity of more than 12 months)	49.73	76.06
Total	71.06	81.80
Note 18: Short Terms Loans and Advances (Unsecured, Considered Good)		
Prepaid Expenses	1.13	0.75
Balances with government authorities		
Deposit with Excise & Cenvat credit receivable	0.83	1.34
Others		
Advance Recoverable in cash or in kind or for value to be received	0.20	0.31
Advance Income Tax/Refund Receivable	8.60	12.05
Total	10.76	14.45
Note 19: Other Current Assets		
Interest accrued on bank deposit	1.69	16.11
Total	1.69	16.11

Particulars	Year ended 31 st March, 2017	Year ended 31 st March, 2016
Note 20: Revenue from Operations		
Sale of products	53.68	89.92
Less : Excise Duty	-	7.75
	53.69	82.17

JD ORGOCHEM LIMITED.

Notes to the Financial Statements for the year ended 31st March, 2017

(₹ in lakhs)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Note 21: Other Income		
Interest earned (TDS ₹ 0.69 lakhs (P.Y. ₹ 0.85 lakhs))	7.15	8.77
Rent Received (TDS ₹ 1.02 lakhs (P.Y. ₹ 1.80 lakhs))	10.20	18.00
Sale of CIB Licences (TDS NIL (P.Y. ₹ 2.50 lakhs))	-	25.00
Total	17.35	51.76
Note 22: Cost of Materials Consumed		
Opening stock	11.58	11.46
Add : Purchases	-	31.44
	11.58	42.90
Less : Closing Stock	-	(11.58)
Total	11.58	31.32
Note 23: Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		
Inventories at the end of the year		
Finished Goods	-	14.12
Work In Progress	-	14.75
	-	28.87
Inventories at the beginning of the year		
Finished Goods	14.12	14.12
Work In Progress	14.75	14.75
	28.87	28.87
Net decrease / (increase)	28.87	-
Note 24: Manufacturing & Operating Cost		
Consumption of Packing material	-	0.23
Power, fuel and water	-	0.22
	-	0.45
Note 25: Employee Benefit Expenses		
Salaries & wages	16.12	12.33
Contribution to provident & other funds	0.56	0.34
Staff welfare expenses	0.47	0.11
Total	17.15	12.77

Notes to the Financial Statements for the year ended 31st March, 2017

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 :-

(₹ in lakhs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	31 st March, 2017	31 st March, 2016	31 st March, 2017	31 st March, 2016
Expenses recognised in the statement of Profit & Loss				
Current service cost	4.46	4.37	0.04	0.04
Interest cost	5.35	5.23	0.04	-
Expected return on plan assets	-	-	-	-
Net actuarial gain (loss) recognised in the year	(6.22)	(3.61)	(0.04)	-
Past service cost				
Expenses recognised in the statement of Profit & Loss	3.59	5.99	0.04	0.04
Actual return on plan assets				
Expected return on plan assets	-	-	-	-
Actuarial gain (loss) plan assets	-	-	-	-
Actual return on plan assets	-	-	-	-
Balance Sheet Recognition				
Present value of obligation	74.96	71.37	0.54	0.49
Fair value of plan assets	-	-	-	-
Liability (assets)	74.96	71.37	0.54	0.49
Unrecognised past service cost	-	-	-	-
Liability (asset) recognised in the Balance Sheet	74.96	71.37	0.54	0.49
Changes in the present value of the obligation				
Present value of obligation at the beginning of the period	71.37	65.38	0.49	0.08
Interest cost	5.35	5.23	0.04	-
Current service cost	4.46	4.37	0.04	0.04
Past service cost	-	-	-	-
Benefits paid	-	-	-	-
Actuarial (gain) loss on obligation	(6.22)	(3.61)	(0.04)	-
Present value of obligation at the end of the period	74.96	71.37	0.54	0.49
Changes in the Fair Value of the Assets				
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	6.22	3.61	0.04	-
Actuarial Assumptions				
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

JD ORGOCHEM LIMITED.

Notes to the Financial Statements for the year ended 31st March, 2017

(₹ in lakhs)

Particulars	Year ended 31 st March, 2017	Year ended 31 st March, 2016
Note 26: Financial Cost		
Interest Expense	1.84	1.20
Net Loss on Foreign Currency transactions & translation	(5.68)	14.22
Bank Charges	0.68	0.62
Total	(3.16)	16.05
Note 27: Other Expenses		
Auditors Remuneration	2.07	2.06
Cost of Stores & Spares sold	12.42	-
Directors Sitting Fees	2.45	1.60
Discount & Amount written off	(9.00)	(0.18)
Insurance Expenses	1.31	1.34
Professional Charges	18.02	12.98
Repair & Maintenance - Others	0.22	4.74
Rates & Taxes	8.02	5.46
Miscellaneous expenses	12.59	9.07
Advertisement & Sales Promotion Expenses	1.94	2.00
Communication Expenses	2.21	2.46
Security Charges	3.36	3.76
Printing & Stationery Expenses	3.40	2.52
Contract labour	1.48	1.96
Total	60.49	49.77
27.1 Auditors' Remuneration		
Audit fees	1.50	1.50
Income Tax matters	0.30	0.30
Service Tax	0.27	0.26
	2.07	2.06
Note 28: Exceptional Items		
Profit on sale of assets	2.83	-
	2.83	-
Note 29: Extraordinary Items		
Gains on Waiver & Compromise by Secured Creditors	1,690.35	-
Excess Provision Written Back	34.58	-
	1,724.93	-
Note 30: Earning Per Share (EPS)		
Profit attributable to the Shareholder (₹ in Lakhs)	1613.58	(92.24)
No. of Equity Shares	13,250,000	13,250,000
Nominal Value of Equity Shares (₹)	1	1
Basic & Diluted Earning Per Share (₹)	12.18	(0.70)

Notes to the Financial Statements for the year ended 31st March, 2017

Note 31: 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 32: Related Parties Disclosure under Accounting Standard - 18

- i) The list of related parties with whom the Company has transactions:
- Jaysynth Dyestuff (India) Ltd.
 - Jaysynth Impex Ltd.
 - Jaysynth Polychem Pvt.Ltd.
 - R P Trading Co.
 - Jay Instruments and Systems Pvt. Ltd.
 - Shoorji Trikamdass Investments Co. Pvt. Ltd.

Key Managerial Personnel

- Mahendra K. Kothari.
 - Narendra R. Shah
 - Karishma N. Khetani
 - Hiral R. Shah
- ii) The following transactions were carried out with the related parties:

(₹ in lakhs)

Particulars	Related Party Transactions		Key Management Personnel	
	As at 31 st March, 2017	As at 31 st March, 2016	As at 31 st March, 2017	As at 31 st March, 2016
1 Balance Outstanding (Net)	Dr 117.88	Dr 186.61		
2 Sale of Goods/Services/Assets	10.20	91.94		
3 Purchase / Expenses	(0.34)	(0.75)		
4 Receipt / Payment (Net)	(78.59)	(146.54)		
6 Sitting Fees	0.66	0.56	-	-
7 Reumeration	-	-	8.94	2.84

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Note 33: Contingent Liabilities not provided for		
a) Inland Guarantee	45.22	45.31
b) Claims against the company not acknowledged as debts	511.00	511.00
c) Liability on account of Gram Panchayat Tax.	25.82	25.82
d) Employee Liability on account of various litigation pending with courts	Not ascertainable	Not ascertainable

Note 34: 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 35: Balance of loans & advances, sundry debtors, sundry creditors & deposits are subject to adjustments, reconciliation and confirmation by the parties.

Note 36: Bank certificates are obtained for bank balances in respect of operative bank accounts. As regards balances aggregating to ₹ 62,531/- in non-operative and dormant bank accounts carried forward since last many years, the Company has written off these balances in the accounts.

JD ORGOCHEM LIMITED.

Notes to the Financial Statements for the year ended 31st March, 2017

Note 37: Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016

Particulars	SBNs	Other Denomination notes	Total
Closing cash in hand as on 8 th November, 2016	17000	8167.68	25167.68
(-) Permitted payments(Note 2)			(690)
(-) Amount deposited in Banks	17000		(17000)
Closing cash in hand as on 30 th December, 2016			7477.68

Note 38: 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

MAGANLAL THACKER
Partner
Membership No : 4549

**Place : Mumbai
Date : 25th May, 2017**

HIRAL SHAH
Company Secretary

MAHENDRA K. KOTHARI
Chairman & Managing Director
DIN: 00183613

UMESH T. CHANDAN
Independent Director
DIN: 00184677

NARENDRA R. SHAH
Chief Financial Officer



JD ORGOCHEM LIMITED

CIN: L24100MH1973PLC016908

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

Tel No.: 022 - 3042 3048 Fax No.: 022 - 3042 3434

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

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 if such securities in the event of my/our death.

PARTICULARS OS SECURITES (in respect of which nomination is being made)

Name of Securities	Folio No.	No .of Securities	Certificate No.	Distinctive No.

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	

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 SECURITY HOLDE(S)	SIGNATURE
1.	
2.	
Witness with Name and Address	Signature of Witness with Date
Address: _____ _____ Pin Code: _____ Place: _____ Date: ____/____/____	

JD ORGOCHEM LIMITED.

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-101, 1st Floor, 247 Park, L.B.S. Marg, Vikroli (West), Mumbai – 400 083.** 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.

If undelivered, please return to :

LINK INTIME INDIA PRIVATE LIMITED

UNIT : JD ORGOCHEM LIMITED

CIN: L24100MH1973PLC016908

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

Tel. No.: 022-3042 3048, Fax No.: 022 - 3042 3434

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

Website: www.jdorgochem.com