



JD ORGOCHEM LTD.

(Formerly : Jaysynth Dyechem Ltd.)

CIN No. L24100MH1973PLC016908 ● PAN No. AAACJ0902B

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

Tel. : 91-22-4938 4200/4300, Fax : 91-22-3042 3434. email : investor.relations@jdorgochem.com website : www.jdorgochem.com

22nd December, 2023

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

Scrip Code – **524592**

Subject: Submission of Consolidated Scrutinizer's Report.

Dear Sir/Madam,

With reference to above captioned subject matter, please find enclosed along with this letter Consolidated Scrutinizer's Report received on Friday, 22nd December, 2023 issued by M/s. KDA & Associates, Practicing Company Secretaries on remote e-voting and electronic voting available to the Members at the Meeting of the Equity Shareholders of the Company convened on Thursday, 21st December, 2023 at 2.00 p.m. pursuant to the directions of Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') through Video Conferencing ("VC")/ Other Audio Visual Means ("ÖAVM").

Further, the Consolidated Scrutinizer's Report is also available on the Company's website at www.jdorgochem.com and on the website of CDSL at www.evotingindia.com .

We request you to take the above on record.

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

MAITRI A Digitally signed by
MAITRI A BHAYANI
BHAYANI Date: 2023.12.22
19:11:56 +05'30'

Maitri Bhayani
Company Secretary and Compliance Officer
Membership No. A68431

Enclosed as above



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



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

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

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

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

To

Mr. Ujjwal Uke IAS (R)

Chairperson appointed by the Hon'ble NCLT, Mumbai Bench

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

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

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

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

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

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

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

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

Resolution

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

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

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

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

No. of Public Equity Shareholders voted (Through Remote E-voting & E-Voting at Meeting)	Number of equity shares	Value of equity shareholders (in INR)	Percent % of Total Valid Vote
38	3,96,803	Rs. 3,96,803/- (Rupees Three Lakhs Ninety Six Thousand Eight Hundred & Three only)	99.97

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

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

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

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

**KAUSHAL
MADHUSU
DAN DALAL**

Digitally signed by KAUSHAL
MADHUSUDAN DALAL
DN: c=IN, o=PERSONAL, title=9335,
pseudonym=ac7c5629e1e34339b86965fc3
58594fc,
2.5.4.20=0244e9de437cb8e4034c938ff8585
787283d3c20763e9aef789e6770c31a14de,
postalCode=400054, st=Maharashtra,
serialNumber=180F5a60d7b77858207b079
7cf73a575f22003fc587f6a5c47af37123f7eb
0e4, cn=KAUSHAL MADHUSUDAN DALAL
Date: 2023.12.22 18:21:38 +05'30'

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

Date: 22nd December,2023
Place: Mumbai
UDIN: F007141E003017918

Countersigned by:
For JD Orgochem Limited

**MAITRI A
BHAYAN
I**

Digitally signed by
MAITRI A BHAYANI
Date: 2023.12.22
19:13:09 +05'30'

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