

ANNEXURE 3 CORPORATE GOVERNANCE

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

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

Your Company strongly believes that good governance practice is a pre-requisite to attainment of excellent performance in terms of all its stakeholders' value creation. Corporate Governance is considered as an important tool for shareholders protection and maximization of their long - term values. The Company's Corporate Governance policy aims towards attainment of high level of transparency, integrity, accountability and fairness in all facets of its operations. Good Corporate Governance contributes to a sustainable economic development of corporations by enhancing their performance and increasing shareholders' value. Your Company has complied with the requirements of Corporate Governance as laid down under Erstwhile Clause 49 of the Listing Agreement with the BSE Limited and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. **BOARD OF DIRECTORS**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Mr. Mahendra K. Kothari, Chairman and Managing Director of the Company, shall retire by rotation at the ensuing Annual General Meeting in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for reappointment. Mr. Mahendra K. Kothari after being re-appointed as a director, shall continue to hold his office of Managing Director and such re-appointment shall not constitute break in his appointment as a Managing Director. During the Financial Year 2015-16, the Company has appointed, Ms. Karishma Khetani as a Company Secretary and Compliance Officer on February 09, 2016 and Mr. Narendra R. Shah as a Chief Financial Officer of the Company on November 04, 2015 who are also the Key Managerial Personnel.

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

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



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

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

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

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

7. COMMITTEES OF THE BOARD

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

A. AUDIT COMMITTEE

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

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

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

TERMS OF REFERENCE

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

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

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

B. NOMINATION AND REMUNERATION COMMITTEE

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

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

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

TERMS OF REFERENCE

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

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

PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS

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

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

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

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

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

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

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

TERMS OF REFERENCE.

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

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

INVESTOR GRIEVANCES RECEIVED DURING THE FINANCIAL YEAR 2015 -16

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

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

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

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

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

(₹ in Lacs)

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

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

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

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

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

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



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

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

(₹ in Lacs)

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

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

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

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

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

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

9. GENERAL BODY MEETINGS

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

AGM	YEAR	VENUE	DATE	TIME	SPECIAL RESOLUTION PASSED
39 th	2012-13	301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018.	September 24, 2013	10.00 am	NIL
40 th	2013-14	301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018.	September 24, 2014	10.00 am	<ul style="list-style-type: none"> • Appointment of Mr. Sharadchandra S. Kothari as the Managing Director of the Company. • Adoption of new set of Articles of Association
41 st	2014-15	301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018.	September 29, 2015	10.00 am	<ul style="list-style-type: none"> • To Approve of Borrowing Limits of the Company. • Creation of Charges on the Assets of the Company.

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

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

10. MEANS OF COMMUNICATION

A. QUARTERLY/HALF YEARLY ANF YEARLY FINANCIAL RESULTS

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

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

B. FINANCIAL CALENDAR

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

C. NEWSPAPER PUBLICATION OF FINANCIAL RESULTS AND OTHER MANDATORY INFORMATION

Financial Express (English) – all over India edition
 Navshakti (Marathi) – Mumbai edition

D. WEBSITE

The official website providing disclosure of all information pertaining to the Company is: www.jdorgochem.com
 The Company also submits the material information relating to the Company to BSE Limited, stock exchange where the equity shares of the Company are listed, therefore information pertaining to Company and submitted to BSE Limited is also available on www.bseindia.com.

E. PRESENTATIONS MADE TO INSTITUTIONAL INVESTORS OR TO THE ANALYSTS

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

11. GENERAL SHAREHOLDERS INFORMATION:

A. ANNUAL GENERAL MEETING

Date: September 19, 2016
 Time :10.00 a.m.

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

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

C. FINANCIAL YEAR: April 01 to March 31

D. DIVIDEND PAYMENT DATE: Not Applicable.

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

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

G. STOCK CODE: 524592

H. CUSTODIAL FEES

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

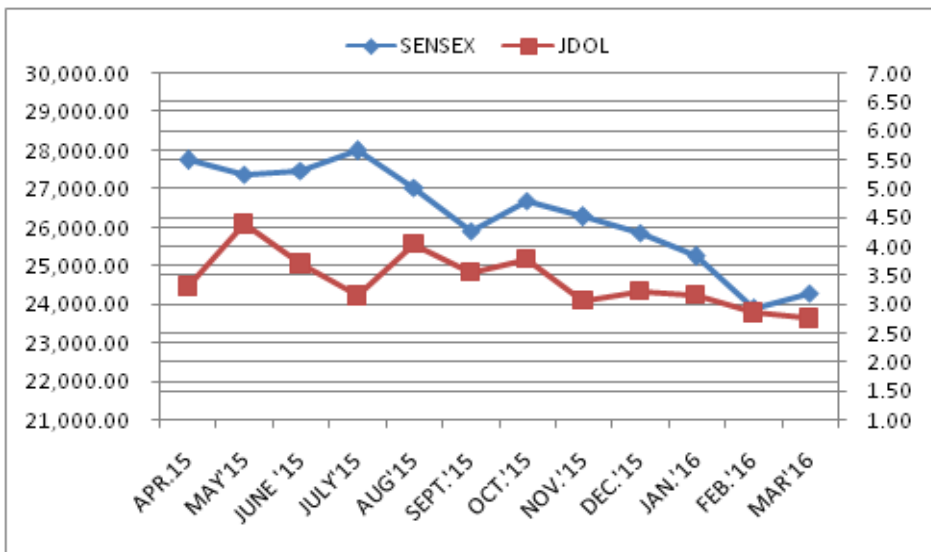
I. ISIN CODE: INE263B01022

J. CIN: L24100MH1973PLC016908



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

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



SHAREHOLDING PATTERN AS ON MARCH 31, 2016

Sr. No.	Particulars	No. of Shares Held	% of Shares Held
1.	Promoters	84,57,886	63.83
2.	Mutual Funds & UTI	5,300	0.04
3.	Banks/ Financial Institutions	100	0.00
4.	Foreign Financial Institutions	8,500	0.06
5.	Foreign Financial Bank	800	0.01
6.	Private Corporate Bodies	5,58,019	4.21
7.	Indian Public	38,31,346	28.92
8.	NRIs/OCBs	55,500	0.42
9.	Any Other-(Non-promoter Director & Relatives of Directors)	3800	0.03
10.	Trust	3,28,749	2.48
	Total	1,32,50,000	100.00

DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2016

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

PLANTS / FACTORIES

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



ADDRESS FOR INVESTOR CORRESPONDENCE

Sr. No.	Particulars	Address
1	REGISTRAR AND TRANSFER AGENT UPTO MAY 31, 2016	M/s. Sharepro Services (India) Private Limited 13 AB, Samhita Warehousing Complex, Second Floor, Saki Naka Telephone Exchange Off. Andheri - Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072 Telephone: 022 6772 0300 / 6772 0334 Fax: 022 2837 5646 E-mail Id : Sharepro@shareproservices.com Website : www.shareproservices.com
2	INVESTOR RELATIONS CENTER AND ADDRESS FOR CORRESPONDENCE	M/s. Sharepro Services (India) Private Limited 912 , Raheja Centre, Free Press Journal Road, Nariman point, Mumbai – 400 021
3	REGISTRAR AND TRANSFER AGENT W.E.F. JUNE 01, 2016	M/s Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 Telephone: 022 25946970 Fax: 022 25946969 E-mail Id : rnt.helpdesk@linkintime.co.in Website : www.linkintime.co.in
4	INVESTOR RELATIONS CENTER AND ADDRESS FOR CORRESPONDENCE	JD Orgochem Limited. Ms Karishma Khetani Company Secretary and Compliance Officer 301, Sumer Kendra, P. B Marg, Worli, Mumbai - 400 018 Telephone: 022 3042 3048 Fax: 022 3042 3434/33 E-mail id : jsec@jaysynth.com (upto December 02, 2015) : investor.relations@jdogochem.com (w.e.f. December 03, 2015) Website: www.jdogochem.com

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

M. REGISTRAR AND TRANSFER AGENTS

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

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

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

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

N. SHARE TRANSFER SYSTEM

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

Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072 to Link Intime India Private Limited having registered office at C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Marg, Subhash Nagar, Bhandup (W), Mumbai - 400 078. All the shares related work is undertaken by our Registrar and Transfer Agents, M/s. Sharepro Services (India) Private Limited, upto May 31, 2016 and by M/s Link Intime India Private Limited w.e.f June 01, 2016. Stakeholders' Relationship Committee approves the Share transfer, transmission, split and consolidation, amongst others of the Shares. The Shareholders'/Investors' Grievances are also addressed by the Company's Registrars and Transfer Agent.

O. DEMATERIALIZATION OF SHARES

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

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

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

Q. RECONCILIATION OF SHARE CAPITAL

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

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

12. OTHER DISCLOSURES

A. RELATED PARTY TRANSACTIONS

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

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

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

There were no instances of Non Compliance on any matter with the rules and regulations prescribed by the Stock Exchange, Securities and Exchange Board of India or any other Statutory authority relating to the Capital Market during the previous three years.

C. WHISTLE BLOWER POLICY/VIGIL MECHANISM

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

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

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



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

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

A. THE BOARD

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

B. SHAREHOLDER RIGHT

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

C. AUDIT QUALIFICATION

There are no audit qualifications for the year under review

D. SEPARATE POSTS OF CHAIRMAN AND CEO

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

E. REPORTING OF INTERNAL AUDITOR

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

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

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

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

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

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

F. MATERIAL SUBSIDIARY COMPANY

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

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

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

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

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

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

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

15. CEO/CFO CERTIFICATION

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

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

16. CODE OF CONDUCT

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

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

17. PROHIBITION OF INSIDER TRADING

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

18. DETAILS OF EQUITY SHARES IN SUSPENSE ACCOUNT

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

19. AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

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

20. PLEDGE OF SHARES

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

21. SUBSIDIARY COMPANY

The Company does not have any subsidiary Company.

For JD ORGOCHEM LIMITED

Mahendra K. Kothari
Chairman and Managing Director
 DIN: 00183613

Place : Mumbai
 Date : August 08, 2016

Auditors' Certificate On Corporate Governance

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

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

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

In our opinion and to the best of our information and according to the explanations given to us, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Clause 49 of the Listing Agreement of the said Company with BSE Limited.

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

**For MAGANLAL & AJAY MEHTA
Chartered Accountants**

**(MAGANLAL THACKER)
Partner**

Membership No.4549

Firm Registration No. 105730W

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

ANNEXURE B

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

To,
The Members,
JD Orgochem Limited,

DECLARATION

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

For JD ORGOCHEM LIMITED

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

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