

KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

308, Balaji Darshan, Tilak Road, Santacruz (W), Mumbai - 400 054. * Email : kaushaldalalcs@gmail.com

Combined Report of Scrutinizer for Remote e-Voting and Poll

To,

Mr. Mahendra K. Kothari,

The Chairperson of 42nd Annual General Meeting of JD Orgochem Limited held on Monday, the 19th September, 2016 at 10.00 a.m. at Hotel Kohinoor Park, Kohinoor Corner, Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai- 400 025.

Dear Sir,

I, Kaushal Dalal, Proprietor of M/s. Kaushal Dalal & Associates, Practicing Company Secretaries was appointed as a Scrutinizer by the Board of Directors of M/s. JD Orgochem Limited ("the Company") in their Board Meeting held on 08th August, 2016, pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules made thereunder to scrutinize the electronic voting (Remote e-Voting) and the Tab Poll Process for the resolutions contained in the Notice of 42nd Annual General Meeting ("the Meeting") of the Members of the Company, submit my combined report as under:

1. The Management of the Company is responsible for the compliance of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favor or against for respective Resolution.
2. After the time fixed for the Tab poll by the Chairperson, Electronic Tabs were placed before the Members in my presence to exercise their vote and members whose details were correct and reconciled with the records maintained by M/s. Link Intime India Private Limited, Registrar & Transfer Agents of the Company and the authorizations and proxies lodged with the Company voted through Electronic tabs.
3. The Company had appointed Central Depository Securities Limited (CDSL) for conducting the e-voting by the shareholders of the Company at the Annual General Meeting. The Remote e-Voting commenced on 16th September, 2016, i.e Friday at 9:00 am and ended on 18th September, 2016, i.e Sunday at 5.00 pm.
4. The Remote e-Voting Result was unblocked at Mumbai from the e-voting website of CDSL i.e www.evotingindia.com in the presence of Mr. Prashant Kirtikar and Mr. Suraj Desai who are not in the employment of the Company.
5. The Members who have abstained from voting in the Remote e-Voting has been treated as Invalid in order to combine the Results of Remote e-Voting and Tab Poll.



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

6. A Compact Disc (CD) containing a list of equity shareholders who voted by Tab Poll at the Meeting and who voted "FOR", "AGAINST" the resolution is enclosed. However there were no invalid votes casted in Tab Poll.
7. The Combined Result (Remote e-Voting+ Tab Poll) is as under:-

(a) Item No 1: Adoption of Audited Financial Statements of the Company for the year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon.

Particulars	Number of Members who voted	No of Equity Shares of the Nominal Value of Rs. 1/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	17	80,79,376
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	17	80,79,376
B. Tab Poll		
Total Votes received by Tab Poll	20	4,23,630
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	20	4,23,630
C. Combined (A+B)		
Total Votes received by electronic mode and Tab Poll	37	85,03,006
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	37	85,03,006



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

(i) Voted in favour of the resolution:

Number of Members Voted in favour of the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
16	80,79,276	99.999
B. Tab Poll		
20	4,23,630	100.000
C. Combined (A+B)		
36	85,02,906	99.999

(ii) Voted against the resolution:

Number of Members Voted against the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
1	100	0.001
B. Tab Poll		
Nil	Nil	0.000
C. Combined (A+B)		
1	100	0.001



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

(b) Item No 2: Appointment of a Director in place of Mr. Mahendra K. Kothari (DIN:00183613) who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Number of Members who voted	No of Equity Shares of the Nominal Value of Rs. 1/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	17	80,79,376
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	17	80,79,376
B. Tab Poll		
Total Votes received by Tab Poll	20	4,23,630
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	20	4,23,630
C. Combined (A+B)		
Total Votes received by electronic mode and Tab Poll	37	85,03,006
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	37	85,03,006



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

(i) Voted in favour of the resolution:

Number of Members Voted in favour of the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
16	80,79,276	99.999
B. Tab Poll		
20	4,23,630	100.000
C. Combined (A+B)		
36	85,02,906	99.999

(ii) Voted against the resolution:

Number of Members Voted against the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
1	100	0.001
B. Tab Poll		
Nil	Nil	0.000
C. Combined (A+B)		
1	100	0.001



- (c) Item No 3: Re-appointment of M/s. Maganlal and Ajay Mehta, Chartered Accountants. (ICAI Firm Regn.No.105730W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting.

Particulars	Number of Members who voted	No of Equity Shares of the Nominal Value of Rs. 1/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	17	80,79,376
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	17	80,79,376
B. Tab Poll		
Total Votes received by Tab Poll	20	4,23,630
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	20	4,23,630
C. Combined (A+B)		
Total Votes received by electronic mode and Tab Poll	37	85,03,006
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	37	85,03,006



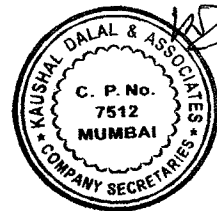
KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

(i) Voted in favour of the resolution:

Number of Members Voted in favour of the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
16	80,79,276	99.999
B. Tab Poll		
20	4,23,630	100.000
C. Combined (A+B)		
36	85,02,906	99.999

(ii) Voted against the resolution:

Number of Members Voted against the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
1	100	0.001
B. Tab Poll		
Nil	Nil	0.000
C. Combined (A+B)		
1	100	0.001



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

(d) Item No 4: Appointment of Mr. Nikhil S. Kothari (DIN: 00184152) as a Director of the Company.

<u>Particulars</u>	<u>Number of Members who voted</u>	<u>No of Equity Shares of the Nominal Value of Rs. 1/- each (Votes cast)</u>
A. Remote e-Voting		
Total Votes received by electronic mode	17	80,79,376
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	17	80,79,376
B. Tab Poll		
Total Votes received by Tab Poll	20	4,23,630
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	20	4,23,630
C. Combined (A+B)		
Total Votes received by electronic mode and Tab Poll	37	85,03,006
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	37	85,03,006



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

(i) Voted in favour of the resolution:

Number of Members who Voted in favour of the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
14	46,81,528	57.944
B. Tab Poll		
20	4,23,630	100.000
C. Combined (A+B)		
34	51,05,158	60.039

(ii) Voted against the resolution:

Number of Members who Voted against the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
3	3397848	42.056
B. Tab Poll		
Nil	Nil	Nil
C. Combined (A+B)		
3	3397848	39.961



(e) Item No 5: Re-designation of Mr. Mahendra K. Kothari (DIN:00183613) as a Chairman and Managing Director of the Company

Particulars	Number of Members who voted	No of Equity Shares of the Nominal Value of Rs. 1/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	17	80,79,376
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	17	80,79,376
B. Tab Poll		
Total Votes received by Tab Poll	20	4,23,630
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	20	4,23,630
C. Combined (A+B)		
Total Votes received by electronic mode and Tab Poll	37	85,03,006
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	37	85,03,006



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

(i) Voted in favour of the resolution:

Number of Members Voted in favour of the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
16	80,79,276	99.999
B. Tab Poll		
20	4,23,630	100.000
C. Combined (A+B)		
36	85,02,906	99.999

(ii) Voted against the resolution:

Number of Members Voted against the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
1	100	0.001
B. Tab Poll		
Nil	Nil	0.000
C. Combined (A+B)		
1	100	0.001



(f) Item No 6: Shifting of Register of Members.

Particulars	Number of Members who voted	No of Equity Shares of the Nominal Value of Rs. 1/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	17	80,79,376
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	17	80,79,376
B. Tab Poll		
Total Votes received by Tab Poll	20	4,23,630
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	20	4,23,630
C. Combined (A+B)		
Total Votes received by electronic mode and Tab Poll	37	85,03,006
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	37	85,03,006



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

(i) Voted in favour of the resolution:

Number of Members Voted in favour of the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
16	80,79,276	99.999
B. Tab Poll		
20	4,23,630	100.000
C. Combined (A+B)		
36	85,02,906	99.999

(ii) Voted against the resolution:

Number of Members Voted against the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
1	100	0.001
B. Tab Poll		
Nil	Nil	0.000
C. Combined (A+B)		
1	100	0.001



REPORT FOR INVALID VOTES.

i. For Item No. 1:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 1/- each
I. <u>TAB POLL:</u>			
As poll was conducted by way of Electronic Tab Poll there were no invalid votes casted			
II. <u>ELECTRONIC VOTES</u>			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	Nil	Nil
2.	Abstained from Voting.	Nil	Nil
TOTAL (I + II)		Nil	Nil

ii. For Item No. 2:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 1/- each
I. <u>TAB POLL:</u>			
As poll was conducted by way of Electronic Tab Poll there were no invalid votes casted			
II. <u>ELECTRONIC VOTES</u>			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	Nil	Nil
2.	Abstained from Voting.	Nil	Nil
TOTAL (I + II)		Nil	Nil



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

iii. For Item No. 3:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 1/- each
I. TAB POLL:			
As poll was conducted by way of Electronic Tab Poll there were no invalid votes casted			
II. ELECTRONIC VOTES			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	Nil	Nil
2.	Abstained from Voting.	Nil	Nil
TOTAL (I + II)		Nil	Nil

iv. For Item No. 4:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 1/- each
I. TAB POLL:			
As poll was conducted by way of Electronic Tab Poll there were no invalid votes casted			
II. ELECTRONIC VOTES			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	Nil	Nil
2.	Abstained from Voting.	Nil	Nil
TOTAL (I + II)		Nil	Nil



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

v. For Item No. 5:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 1/- each)
I. TAB POLL:			
As poll was conducted by way of Electronic Tab Poll there were no invalid votes casted			
II. ELECTRONIC VOTES			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	Nil	Nil
2.	Abstained from Voting.	Nil	Nil
TOTAL (I + II)		Nil	Nil

vi. For Item No. 6:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 1/- each)
I. TAB POLL:			
As poll was conducted by way of Electronic Tab Poll there were no invalid votes casted			
II. ELECTRONIC VOTES			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	Nil	Nil
2.	Abstained from Voting.	Nil	Nil
TOTAL (I + II)		Nil	Nil



Place : Mumbai
 Date :20th September, 2016.

Yours faithfully,
 For Kaushal Dalal & Associates
 Practising Company Secretary



Kaushal Dalal
 Kaushal Dalal
 (Proprietor)
 M. No: 7141
 CP No: 7512