



JD ORGOCHEM LTD.

(Formerly : Jaysynth Dyechem Ltd.) CIN No. L24100MH1973PLC016908

Regd. Office : 301, Sumer Kendra, Pandurang Budhkar Marg, Worli, Mumbai - 400 018. INDIA.
Tel. : 91-22-3042 3048, Fax : 91-22-3042 3434. email : jaysynth@vsnl.com

JDIL/RCT/052
September 24, 2014

The Secretary,
The Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers, Dalal Street,
MUMBAI - 400 023

Kind Attn: - Mr.Jeevan (DCS-CRD)

Sub: Outcome of 40th Annual General Meeting

The Fortieth Annual General Meeting of the Shareholders of the Company was held at its Registered Office at 301, Sumer Kendra, Pandurang Budhkar Marg, Worli, Mumbai - 400 018 on Wednesday, September 24, 2014 at 10.00 a.m.

Following resolutions were passed by the members, briefly:

ORDINARY BUSINESS:

1. Adoption of the Audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss of the Company for the year ended on that date together with the reports of the Board of Directors and Auditors thereon (Ordinary resolution).
2. Re-appointment of Shri. Mahendra K. Kothari, Director retiring by rotation (Ordinary resolution).
3. Appointment of M/s. Maganlal & Ajay Mehta, Chartered Accountants, as the Statutory Auditors of the Company and fix their remuneration (Ordinary resolution).

SPECIAL BUSINESS:

4. Appointment of Shri. Sharadchandra S. Kothari as the Managing Director of the Company for a period of 3 (three) consecutive years commencing from October 01, 2014 to September 30, 2017 (Special resolution).
5. Appointment of Shri Jay Kulinkant Manek as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from September 24, 2014 to September 23, 2019 (Ordinary resolution).
6. Appointment of Shri. Mitesh D. Sejpal an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from September 24, 2014 to September 23, 2019 (Ordinary resolution).
7. Appointment of Shri. Umesh Trikamdas Chandan as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from September 24, 2014 to September 23, 2019 (Ordinary resolution).

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8. To adopt new set of Articles of Association of the Company (Special resolution).

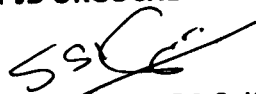
The combined results of the E-voting and poll will be uploaded on the BSE and Company's website.

You are requested to take the aforesaid information on record.

Thanking you, we remain,

Yours faithfully,

For JD ORGOCHEM LIMITED



SHARADCHANDRA S. KOTHARI
MANAGING DIRECTOR



Report of Scrutinizer in respect of E-Voting Process

[Pursuant to Section 107, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended]

To,
Shri. Mahendra Kothari
The Chairman
JD Orgochem Limited
301, Sumer Kendra, Padurang Budhkar Marg,
Worli, Mumbai - 400 018.

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 107, Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rule'), as amended, for fortieth Annual General Meeting.

The Board of Directors of JD Orgochem Limited ('the Company') have vide resolution passed on August 08, 2014, decided to provide to the members of the Company, a facility to exercise their right on the resolutions as set out in the notice of fortieth Annual General Meeting to be held on September 24, 2014 by way of electronic means as required under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Keyul M. Dedhia of M/s Keyul M. Dedhia & Associates, Company Secretaries, had been appointed by the Board of Directors of JD Orgochem Limited ('the Company') vide its resolution dated August 08, 2014, pursuant to provisions of Section 107, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, as the Scrutinizer to conduct the electronic voting process in respect of below mentioned resolutions to be passed at the Fortieth Annual General Meeting ('AGM') of the Company to be held on September 24, 2014.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice for the Fortieth Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast in favour or against the resolutions stated in the notice of the AGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the authorized agency to provide e-voting facility and engaged by the Company.

The Notice dated August 08, 2014 convening the Fortieth Annual General Meeting of the Company to be held on September 24, 2014 along with Statement setting out material facts under Section 102 of the Act were sent to the members of the Company.

The shareholders of the Company holding shares as on the "cut-off" date of August 1, 2014, were entitled to vote on resolutions proposed as set out in the Notice of the twenty ninth Annual General Meeting of the members of the Company.



Keyul M. Dedhia & Associates

COMPANY SECRETARIES

Keyul M. Dedhia

B. Com, A. C. S., LL.B, MBL

The shareholders of the Company holding shares as on the "cut-off" date of August 1, 2014, were entitled to vote on resolutions proposed as set out in the Notice of the twenty ninth Annual General Meeting of the members of the Company.

The e-voting period commenced on Thursday, September 18, 2014 at 09.00 a.m. and ended on Saturday, September 20, 2014 at 6.00 p.m. and the NSDL e-voting platform was blocked thereafter.

Pursuant to Clause 35B of the Listing Agreement entered by the Company, facility of voting through the physical ballot form was also provided to those members who do not have access to the e-voting. As informed by the Company's Registrar & Transfer Agent, viz; M/s Sharepro Services (India) Private Limited, no Physical Ballot Forms was received by them.

Hence, we have scrutinized and reviewed the voting casted through electronic means and accordingly, our report comprises only of votes casted through e-voting website of NSDL by the eligible shareholders, tendered therein based on the data downloaded from the e-voting website of NSDL (www.evoting.nsdl.com).

The particulars of all the electronic votes casted by the members through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.

The result of the voting is as per annexure attached herewith.

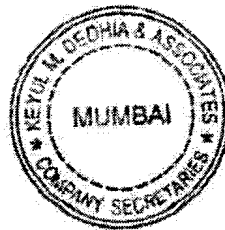
The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

Recommendation:

All the resolutions having secured requisites majority of votes, the respective resolutions may be considered to have been passed. The Chairman of Annual General Meeting may accordingly declare the result of voting.

Thanking you,

Yours faithfully,



Place: Mumbai
Date : September 23, 2014

For Keyul M. Dedhia & Associates
Company Secretaries

SM Dedhia

Keyul M Dedhia
Proprietor

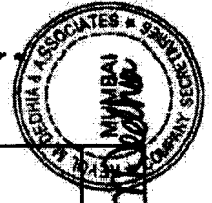
F.C.S. No. 7756 C.P. No : 8618

B / 15, 3rd Floor, Raja Apartments, L. T. Road, Dahisar - West, Mumbai - 400 068
Phone : 022 2891 97 59 ; E-mail: keyulmdedhia@gmail.com

Annexure to the Scrutinizer's Report

Result of Voting through Electronic means:

Sr No	Reso No/ Item No.	Heading of Resolution	Valid Votes						Invalid Votes	
			Voting In Favour (Assent)			Voting Against (Dissent)			Number of Members Voting	No. of Votes Casted
			No of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
1	1	Adoption of Audited Annual for the financial year ended 31.03.2014	9	5330975	99.99	2	105	0.01	0	0
2	2	Re-appointment of Mr. Mahendra K. Kothari as Director who is liable to retire by rotation	8	5329975	99.98	3	1105	0.02	0	0
3	3	Appointment of M/s Maganlal & Ajay Mehta, Chartered Accountants as Statutory Auditors and fixing their remuneration	8	5329975	99.98	3	1105	0.02	0	0
4	4	Appointment of Mr. Sharadchandrika S Kothari as the Managing Director	8	5329975	99.98	3	1105	0.02	0	0
5	5	Appointment of Mr. Jay Kulinkant Manek as an Independent Director	8	5329975	99.98	3	1105	0.02	0	0
6	6	Appointment of Mr. Mitesh Dilip Sejpal as an Independent Director	8	5329975	99.98	3	1105	0.02	0	0
7	7	Appointment of Mr. Umesh Trikamdas Chandan as an Independent Director	8	5329975	99.98	3	1105	0.02	0	0
8	8	Adoption of new set of Articles of Association	8	5329975	99.98	3	1105	0.02	0	0





FORM NO. MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management & Administration) Rules, 2014, as amended]

To,
Shri. Mahendra Kothari
The Chairman of
Fortieth Annual General Meeting of Equity Shareholders of
JD Orgochem Limited
Held on Wednesday, September 24, 2014 at 10.00 a.m. at
301, Sumer Kendra, Padurang Budhkar Marg,
Worli, Mumbai - 400 018.

Dear Sir,

I, Keyul M. Dedhia of M/s. Keyul M. Dedhia & Associates, Company Secretaries, was appointed as a Scrutinizer for the purpose of the poll taken on the resolutions as per the Annexure attached, at the Fortieth Annual General Meeting of the Equity Shareholders of JD Orgochem Limited ('the Company'), held on Wednesday, September 24, 2014 at 10.00 a.m. 301, Sumer Kendra, Padurang Budhkar Marg, Worli, Mumbai - 400 018, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box was kept for polling and the same was locked in my presence with due identification marks placed on the same.
2. The locked ballot box was subsequently opened in my presence (along with presence of two witness viz Mr. Anil Dalvi and Mr. Harish Gawde, both are not in employment of the Company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately, if any.





KEYUL M. DEDHIA & ASSOCIATES

Company Secretaries

4. The Result of the Poll is as per annexure attached herewith.
5. The list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary and Representative of the Company for keeping under safe custody.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through poll on the resolutions contained in the notice for the Fortieth Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the poll process is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice of the AGM.

Thanking you,

Yours faithfully,



Place: Mumbai
Date : September 24, 2014

For Keyul M. Dedhia & Associates
Company Secretaries

SM Dedhia

Keyul M. Dedhia
Proprietor

F.C.S. No. 7756 C. P. No : 8618

Annexure to the Scrutinizer's Report

**Result of Poll Conducted at the 40th Annual General Meeting of
JD Orgochem Limited held on September 24, 2014**

Sr No	Reso No/ Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes		
				Voting in Favour (Assent)			Voting Against (Dissent)			Number of Members Voting	No. of Members Voting	No. of Votes Casted
				No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes			
1	1	Adoption of Audited Annual for the financial year ended 31.03.2014	Ordinary	32	3120757	100.00	0	0	0.00	0	0	0
2	2	Re-appointment of Mr. Mahendra K. Kothari as Director who is liable to retire by rotation	Ordinary	32	3120757	100.00	0	0	0.00	0	0	0
3	3	Appointment of M/s Maganlal & Ajay Mehta, Chartered Accountants as Statutory Auditors and fixing their remuneration	Ordinary	32	3120757	100.00	0	0	0.00	0	0	0
4	4	Appointment of Mr. Sharadchandrika S Kothari as the Managing Director	Special	32	3120757	100.00	0	0	0.00	0	0	0
5	5	Appointment of Mr. Jay Kulkarni Manek as an Independent Director	Ordinary	32	3120757	100.00	0	0	0.00	0	0	0
6	6	Appointment of Mr. Mitesh Dilip Sejpal as an Independent Director	Ordinary	32	3120757	100.00	0	0	0.00	0	0	0
7	7	Appointment of Mr. Umesh Trikamdas Chandan as an Independent Director	Ordinary	32	3120757	100.00	0	0	0.00	0	0	0
8	8	Adoption of new set of Articles of Association	Special	32	3120757	100.00	0	0	0.00	0	0	0

