JD ORGOCHEM LTD.

(Formerly : Jaysynth Dyechem Ltd.)

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

CERTIFIED TRUE COPY OF THE MINUTES OF 37th ANNUAL GENERAL MEETING OF THE COMPANY HELD AT 301, SUMER KENDRA, P.B.MARG, WORLI, MUMBAI - 400 018. ON FRIDAY THE 30TH DECEMBER, 2011 AT 10.00 A.M.

MINUTES of the proceedings of the 37th Annual General Meeting of the members of the Company held at 301, Sumer Kendra. P. B. Marg, Worli, Mumbai 400 018 on Friday, the 30th day of December, 2011 at 10.00 a.m.

Present :

1. Shri S.S.Kothari }
2. Shri M.K.Kothari }
3. Shri S.K.Kothari }
4. Shri Jay Manek } Directors
5. Shri Lalit Chaudhari }
6. Shri Dinkar M. Naik }

and 10 shareholders and 2 representatives.

Shri Sharadchandra S. Kothari took the Chair. He informed that there was required quorum and meeting may be commenced. He also informed that 10 Proxies for 69,06,019 Equity Shares constituting 52.12% of paid up Capital is received. The Register of Directors shareholding kept pursuant to Section 307 of the Companies Act, 1956 was produced at the commencement of the meeting and was kept open for inspection to the persons having right to attend the meeting.

The Chairman introduced the Directors seated on the dias. He then with the permission of the members took the notice convening the Annual General Meeting as read.

The Chairman requested the members to raise queries in respect of the Accounts of the Company.

1. ADOPTION OF PROFIT AND LOSS ACCOUNT AND BALANCE SHEET:

As there was no query from the shareholders he proposed to move the following resolution for adoption of Profit and Loss Account and Balance Sheet as on 31st March, 2011. Shri Ronald Fernandes seconded the Resolution.

"RESOLVED THAT audited Profit and Loss Account for the year ended 31st March, 2011 and Balance Sheet as on that date together with the report of the `Auditors and Directors' thereon be and are hereby approved and adopted."

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The resolution was unanimously adopted.

2. RE-APPOINTMENT OF RETIRING DIRECTOR :

The Chairman requested shareholders to propose and second re-appointment of Shri Jay Kulinkant Manek, who retired by rotation as a Director of the Company.

The following Ordinary Resolution was proposed by Shri Ronald Fernandes and seconded by Shri P.K.Kothari.

"RESOLVED THAT Shri Jay Kulinkant Manek, who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company."

The resolution was unanimously passed.

3. RE-APPOINTMENT OF RETIRING AUDITORS :

The Chairman informed the Board that the present Auditors are required to be re-appointed as Auditors of the Company from the conclusion of this Annual General Meeting till conclusion of next Annual General Meeting. He requested the members to proposed and second the re-appointment of Auditors.

Shri Mahendra Bhuta proposed re-appointment of M/s.Maganlal & Ajay Mehta, Chartered Accountants, the present Auditors of the Company from the conclusion of this meeting till the conclusion of next Annual General Meeting. It was seconded by Shri D. K. Agarwal. The following Ordinary Resolution was unanimously passed.

"RESOLVED THAT the retiring Auditors M/s.Maganlal & Ajay Mehta, Chartered Accountants, be and they are hereby re-appointed as Auditors of the Company to hold the office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors of the Company and Auditors."

Before moving to the next Agenda the Chairman informed that as he is interested in the next item of Agenda, he requested Shri M.K.Kothari, a senior director to take the Chair and conduct the meeting. Shri M.K.Kothari took the Chair to conduct the meeting.



Cont: 3

4. RE-APPOINTMENT OF MANAGING DIRECTOR.

The Chairman requested shareholders to propose and second re-appointment of Shri S.S.Kothari as Managing Director.

The Ordinary Resolution at item No.4 was proposed by Shri R.C. Tolat and seconded by Shri Lalit Chaudhari. The resolution was unanimously passed.

Shri M.K.Kothari requested Shri S.S.Kothari to take the Chair. Shri S.S.Kothari took the Chair. Shri S.S.Kothari thanked Shri M.K.Kothari.

The Chairman thanked the members present and invited to join for tea and snacks.

Sd/-
CHAIRMAN
CERTIFIED TRUE COPY

Date : 10/01/2012

SECRETARY