

Annexure-5 Corporate Governance

A Report on Corporate Governance for the financial year ended 31st March, 2016 on the compliance by the Company entailing the compliance by the Company with the provisions of the Corporate Governance requirements under the erstwhile Listing Agreement upto 30th November, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from 1st December, 2015 is furnished below:

1. THE 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 provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. BOARD OF DIRECTORS

The Board of Directors of the Company (hereinafter referred to as "Board") as on 31st March, 2016 consists of 7 (Seven) Directors, 1 (One) being Executive Director, 2 (Two) Non – Executive Directors and 4 (four) Independent Directors. The Chairman of the Board is an Executive Director and half of the Board members are Independent. The composition of the 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 judgment in any manner. Our Board comprises of Directors having wide experience and expertise in various aspects of business such as finance, legal and business administration.

The composition of the Board and attendance at the Board Meetings and at the previous Annual General Meeting (AGM) held during the year under review is given below:

Sr. No.	Name of the Directors	Category	Number of Board Meetings held during the Financial Year 2015-16	No. of Board Meetings attended	Attendance at previous AGM
1	Mr. Parag S. Kothari	Executive	5	5	Yes
2	Late Mr. Sharadchandra S. Kothari*	Executive	5	2	No
3	Mr. Nikhil S. Kothari	Non - Executive	5	5	No
4	Mrs. Jyoti N. Kothari**	Non - Executive	5	3	Yes
5	Mr. Bhavesh V. Panjuani	Non – Executive Independent Director	5	3	Yes
6	Mr. Prakash M. Kale	Non – Executive Independent Director	5	4	Yes
7	Mr. Rajendra M. Desai	Non – Executive Independent Director	5	5	No
8	Mr. Kulinkant N. Manek	Non – Executive Independent Director	5	5	Yes

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

**Mrs. Jyoti N. Kothari was appointed as Additional Director (Non- Executive) on 30th March, 2015 and was re-appointed at the Annual General Meeting held on 14th September, 2015.



During the financial year 2015 - 16, 5 (five) Board Meetings were held on 28th May 2015, 25th June 2015, 13th August 2015, 9th November 2015 and 11th February 2016 with time gap not exceeding 120 days between two board meetings. Annual General Meeting of the Company was held on 14th September, 2015.

Directorships and Committee Memberships / Chairmanships in other public limited companies are given below:

Name of Directors	As on 31 st March, 2016			
	Other directorship(s)*	Committee positions in other companies [excluding Jaysynth Dyestuff (India) Limited]**		
		Member	Chairman	Total
Late Mr. Sharadchandra S.Kothari	1	1	NIL	1
Mr. Parag S. Kothari	1	NIL	NIL	NIL
Mr. Nikhil S. Kothari	2	NIL	NIL	NIL
Mr. Bhavesh V. Panjuani	2	NIL	NIL	NIL
Mr. Kulinkant N. Manek	NIL	NIL	NIL	NIL
Mr. Prakash M. Kale	NIL	NIL	NIL	NIL
Mr. Rajendra M. Desai	6	6	NIL	6
Mrs. Jyoti N. Kothari	NIL	NIL	NIL	NIL

*The number of Directorships excludes Directorships of private limited companies, foreign companies and companies licensed under Section 8 of the Companies Act, 2013.

**Committee includes only Audit Committee and 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 Disclosure Requirements) Regulations, 2015.

3. DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT:

Due to the sad demise of Late Mr. Sharadchandra S. Kothari, Managing Director of the Company on 11th October, 2015, the designation of Mr. Parag S. Kothari has been changed from Joint Managing Director to Managing Director, without any change in the terms of his appointment or remuneration w.e.f. 9th November, 2015.

Mr. Nikhil S. Kothari, Non-Executive Director of the Company retires by rotation and being eligible offers himself for re-appointment. Mr. Chandrakant C. Bhagwat, Company Secretary of the Company resigned on 25th April, 2015 and Ms. Pooja Niphadkar was appointed as Company Secretary and Compliance Officer on 28th May, 2015. Apart from the afore-mentioned there was no other appointment, resignation or retirement of any Key Managerial Personnel during the financial year 2015 -16.

4. INTER –SE RELATIONSHIP BETWEEN DIRECTORS

Except Mr. Parag S. Kothari and Mr. Nikhil S. Kothari, no other directors are related to each other.

5. INFORMATION PROVIDED TO THE BOARD AND REVIEW OF COMPLIANCES DONE BY VARIOUS DEPARTMENTS OF THE COMPANY.

The Board is provided with timely information and background notes on Agenda proposed to be discussed at the meeting. Further Certificate of Compliances issued by various department of the Company is placed before the Board for their review and noting. Internal Audit Report issued by Internal Auditor is also discussed and noted by the Audit Committee of the Company.

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

Sr No.	Name of the Directors	Number of Shares held during the financial year 2015 -16
1	Mr. Nikhil S.Kothari – Non Executive Director	8,31,874
2	Mr. Bhavesh V. Panjuani - Independent Director	400
3	Mr. Kulinkant N. Manek - Independent Director	200
4	Mr. Rajendra M. Desai - Independent Director	NIL
5	Mr. Prakash M. Kale – Independent Director	NIL
6	Mrs. Jyoti N. Kothari - Non Executive Director	NIL

7. 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 23rd February, 2016 at the registered office of the Company at 301, Sumer Kendra, P.B. Marg, Mumbai – 400 018 at 10.00 a.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.jaysynth.com/pdf/Familiarisation_Programme_JDIL.pdf.

8. 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, Stakeholder’s Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee.

A. AUDIT COMMITTEE

Audit Committee comprises of 3 (Three) Non – Executive Independent Directors all of whom are financially literate and Chairman of the Committee possesses accounting and financial management expertise. During the financial year 2015 -16, 5 (Five) Audit Committee Meetings were held on 28th May 2015, 25th June 2015, 13th August 2015, 9th November 2015 and 11th February 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	Qualification	No. of meetings attended/ total meeting held during the financial year 2015 -16
Mr. Rajendra M. Desai	Chairman upto 13.08.2015	B.Com and FCA	5/5
Mr. Prakash M. Kale	Chairman w.e.f 14.08.2015	B. Tech (Chemical Engineer)	4/5
Mr. Kulinkant N. Manek	Member	B.SC (Chemistry) and LTC (Food and Drugs)	5/5

TERMS OF REFERENCE

1. 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;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor’s report thereon before submission to the board for approval, with particular reference to:
 - a. 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;
 - b. 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. Pooja Niphadkar, Company Secretary and Compliance Officer acts as a Secretary to the Committee.

B. NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee comprises of 3 (Three) Non – Executive Independent Directors. During the financial year 2015 – 16, 3 (Three) Nomination and Remuneration Committee meeting were held on 28th May, 2015, 9th November, 2015 and 11th February, 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	Qualification	No. of meetings attended/ total meeting held during the financial year 2015 -16
Mr. Rajendra M. Desai	Chairman	B.Com and FCA	3/3
Mr. Prakash M. Kale	Member	B. Tech (Chemical Engineer)	2/3
Mr. Kulinkant N. Manek	Member	B.SC (Chemistry) and LTC (Food and Drugs)	3/3

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 develop, 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 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. Pooja Niphadkar, Company Secretary and Compliance Officer acts as a Secretary to the Committee.

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

Stakeholders' Relationship Committee comprises of 2 (Two) Non – Executive Directors and 1 (One) Executive Director. During the financial year 2015 -16, 4 (Four) Committee Meetings were held on 03rd July, 2015, 17th July, 2015, 11th December, 2015 and 22nd January, 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	Qualification	No. of meetings attended/ total meeting held during the Financial Year 2015 -16
Mr. Rajendra M. Desai	Chairman	B.Com and FCA	4/4
Mr. Parag S. Kothari	Member	B.E in Electronics and Bachelor in Economics	4/4
Mr. Nikhil S. Kothari	Member	B.E. in Electronics	4/4

TERMS OF REFERENCE

The Stakeholders' Relationship Committee shall consider and resolve the grievances of security holders of the Company. Ms. Pooja Niphadkar, Company Secretary and Compliance Officer acts as a Secretary to the Committee.

INVESTOR GRIEVANCES RECEIVED DURING THE FINANCIAL YEAR 2015 -16

NATURE OF COMPLAINTS	RECEIVED	REPLIED OR RESOLVED	PENDING
Non-receipt of Dividend	1	1	0
Non-receipt of Share Certificate after transfer/ Exchange / sub-divided / consolidated / Annual Report	4	4	0
Others	1	1	0
TOTAL	6	6	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 31st March, 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

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)

The CSR Committee comprises of 3 (Three) members, the Chairman being Non Executive Independent Director of the Company. During the financial year 2015 -16, 2 (Two) Committee Meetings were held on 9th November, 2015 and 11th February, 2016 respectively. The composition of the CSR Committee and the attendance of Directors at its meetings are given hereunder:

Name of the Directors	Chairman/ Member	Qualification	No. of meetings attended/ total meeting held during the Financial Year 2015 -16
Mr. Prakash M. Kale	Chairman	B. Tech (Chemical Engineer)	2/2
Mr. Rajendra M. Desai	Member	B.Com and FCA	2/2
Late Mr. Sharadchandra S. Kothari*	Member - upto 11.10.2015	B.Com, B.Sc and LL.B	0/2
Mr. Parag S. Kothari	Member - w.e.f. 09.11.2015	B.E. in Electronics and Bachelor in Economics	2/2

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

TERMS OF REFERENCE

In accordance with the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder, a Company is required to constitute a Corporate Social Responsibility (CSR) Committee of the Board to formulate and recommend to the Board, a Corporate Social Responsibility Policy, to recommend the expenditure to be incurred on CSR activities and to monitor the CSR policy from time to time.

Enhance stakeholder value by addressing the diverse interests of various stakeholders including but not confined to shareholders, consumers, customers, employees, business partners, local community, government and the general public.

Generate economic value for the nation and work towards the well being of the society, particularly its disadvantaged and under-privileged members. Continually strive to minimise the environmental footprint.

The details of CSR expenditure made during the financial year 2015 -16 are mentioned in the prescribed format and is attached as **ANNEXURE - 5** to this Board’s Report.

Ms. Pooja Niphadkar, Company Secretary and Compliance Officer acts as a Secretary to the Committee.

E. RISK MANAGEMENT COMMITTEE

The Company at its Board meeting held on 9th November, 2015 dissolved Risk Management Committee of the Company with effect from 1st December, 2015. However Company has a Risk management Policy in place entailing details relating to identification and mitigation of risks relating to the business of the Company.

9. REMUNERATION TO THE DIRECTORS

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

The remuneration paid to Mr. Parag S. Kothari, Chairman and Managing Director and Late Mr. Sharadchandra S. Kothari, Managing Director for the financial year 2015 -16 is as under:

(₹ in lacs)

Name of the Directors	Salary	Perquisites	Commission	Others	Total Amount
Mr. Parag S. Kothari	19.00	0.25	7.50	1.44	28.19
Late Mr. Sharadchandra S. Kothar	15.75	0.33	-	-	16.08

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

**Re-designation of Mr. Parag S.Kothari from Joint Managing Director to Managing Director of the Company w.e.f. 9th November, 2015.

NOTES

Perquisites include Company's contribution to provident fund, medical and leave travel allowance etc. as well as monetary value of perquisites as per Income Tax Rules.

During the Financial year 2015-16, Company paid a commission of ₹ 7.50 Lacs to Mr. Parag S. Kothari.

₹ 1.44 Lacs was paid towards provident fund contribution of Mr. Parag S. Kothari.

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

Name of the Directors	Mr. Parag S. Kothari*	Late Mr. Sharadchandra S. Kothari
Date of Contract (Current Contract details)	31 st May, 2011	13 th November, 2013
Term of Contract	01 st June, 2011 – 31 st May, 2016	13 th November, 2013-12 th November, 2018
Notice Period	6 months	6 months.
Severance Fees	Appointment may be terminated by giving six month's notice on either side or the Company paying six month's remuneration in lieu of such notice.	Appointment may be terminated by giving six month's notice on either side or the Company paying six month's remuneration in lieu of such notice.

* Board of Directors of the Company subject to approval of shareholders in the ensuing Annual General Meeting has re-appointed Mr. Parag S. Kothari as Managing Director for period three years for period 01st June, 2016 to 31st May, 2019.

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

Non-Executive Directors and Independent Directors are not entitled to any remuneration except payment of 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 ₹. 4,20,000/- to Non-Executive Directors and Independent Directors as under.

(₹ in lacs)

Name of the Directors	Designation	Sitting Fees Paid
Mr. Nikhil S. Kothari	Non Executive Director	0.42
Mrs.Jyoti N. Kothari	Non Executive Director	0.27
Mr. Rajendra M. Desai	Independent Director	1.17
Mr. Kulinkant N. Manek	Independent Director	1.09
Mr. Prakash M. Kale	Independent Director	0.95
Mr. Bhavesh V. Panjuani	Independent Director	0.30

*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.



10. GENERAL BODY MEETINGS

A. The details of previous three Annual General Meetings held are as under:

Year	Date	Time	Location	Special Resolution Passed
2012-13	25 th September, 2013	10 a.m	Registered Office of the Company at 301, Sumer Kendra, P.B Marg, Worli, Mumbai – 400 018	NIL
2013-14	19 th September, 2014	10 a.m	Registered Office of the Company at 301, Sumer Kendra, P.B Marg, Worli, Mumbai – 400 018	<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 of the Company
2014-15	14 th September, 2015	10.a.m	Registered Office of the Company at 301, Sumer Kendra, P.B Marg, Worli, Mumbai – 400 018	<ul style="list-style-type: none"> • Approval of Material Related party Transactions for the financial year 2014 -15 under Clause 49(VII) (E) of the Listing Agreement.

B. EXTRA – ORDINARY GENERAL MEETING – NIL

C. POSTAL BALLOT - The Company has not conducted any Postal Ballot for passing of any Special Resolution or Ordinary Resolution during the last three years.

11. MEANS OF COMMUNICATIONS AND GENERAL SHAREHOLDER INFORMATION

A. QUARTERLY/HALF-YEARLY AND 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.jaysynth.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 in time to BSE Limited so that they may be posted on the BSE's website.

B. FINANCIAL CALENDAR:

Quarter Ending	Date of Board Meeting
First Quarter Results	On or before 14 th August, 2016
Second Quarter Results	On or before 15 th November, 2016
Third Quarter Results	On or before 15 th February, 2017
Audited yearly Results	On or before 30 th May, 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.jaysynth.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.

F. ANNUAL GENERAL MEETING

Date: 31st August, 2016

Time: 10.00 a.m

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

G. BOOK CLOSURE

25th August, 2016 to 31st August, 2016 (both days inclusive)

H. FINANCIAL YEAR

01st April to 31st March

I. DIVIDEND PAYMENT DATE

Dividend at the rate of ₹ 0.30 paise per equity share has been recommended by the Board of Directors and is subject to the approval of shareholders at the ensuing Annual General Meeting, the same will be paid on and after 31st August, 2016.

- to all those beneficial owners holding shares in electronic form, as per the ownership data made available to the company by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the end-of-the-day on 24th August, 2016; and
- To all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the company on or before the closing hours on 24th August, 2016.

DIVIDEND HISTORY FOR PREVIOUS 5 YEARS

Financial Year	AGM Date	Dividend (in ₹) / (%)
2010 - 2011	10 th August, 2011	NIL
2011 - 2012	7 th September, 2012	NIL
2012 - 2013	25 th September, 2013	NIL
2013 - 2014	19 th September, 2014	₹. 0.20 paise / (20%)
2014 - 2015	14 th September, 2015	₹. 0.20 paise / (20%)

J. LISTING BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.

K. ANNUAL LISTING FEES

The Company has paid annual listing fees for the financial year 2016-17.

L. 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 31st March, 2016.

M. STOCK CODE 506910

N. SUSPENSION

The Company has not faced any suspension from trading during the financial Year 2015 -16.

O. ISIN CODE INE703C01025

P. CORPORATE IDENTIFICATION NUMBER L24114MH1985PLC035564

Q. DEMATERIALIZATION OF SHARES

As on 31st March, 2016 – 85,05,424 Equity Shares were in dematerialised form constituting 97.88% of the total paid up share capital of the Company.

R. OUTSTANDING AMERICAN DEPOSITORY RECEIPTS/GLOBAL DEPOSITORY RECEIPTS OR ANY CONVERTIBLE INSTRUMENTS

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.

S. DETAILS OF PUBLIC FUNDING OBTAINED IN PREVIOUS THREE FINANCIAL YEARS

The Company has not obtained any public funding in the previous three financial years.



T. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company enters into forward contracts for hedging foreign exchange exposures against exports and imports. The details of foreign currency exposure are disclosed in Notes to the Annual Accounts.

U. REGISTRAR AND TRANSFER AGENT

M/s. Sharepro Services (India) Limited – upto 5th June, 2016

13AB, Samhita Warehousing Complex,
Second Floor, Saki naka Telephone Exchange lane,
Off Andheri Kurla Road,
Saki Naka, Andheri (East),
Mumbai - 400072

Website : www.shareproservices.com

Email : sharepro@shareproservices.com

M/s. Link Intime India Private Limited – w.e.f 06th June, 2016

C 13, Pannalal Silk Mills Compound, L.B.S. Marg,
Bhandup (W), Mumbai - 400078

Website : www.linkintime.co.in

Email : rnt.helpdesk@linkintime.co.in

V. SHARE TRANSFER SYSTEM

All the share related work is undertaken by our Registrar and Transfer Agent, M/s. Sharepro Services (India) Limited – upto 5th June, 2016 and M/s. Link Intime India Private Limited – w.e.f. 06th June, 2016. Stakeholder Relationship Committee approves the share transfer, transmission, split and consolidation amongst others of the Equity Shares. Shareholders'/ Investors' Grievances are also addressed by the Company's Registrar and Transfer Agent.

As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 if the relevant documents are complete and in order in all respects, the transfer of shares is affected within stipulated time period. The requests for dematerialization of shares are processed by the Registrar and Transfer Agents and if all the documents are found to be in order, the same are approved by them within stipulated time period.

W. 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.

X. OTHER POLICIES ADOPTED AS PER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 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://jaysynth.com/pdf/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://jaysynth.com/pdf/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://jaysynth.com/pdf/Policy_on_Determination_of_Materiality_of_events.pdf

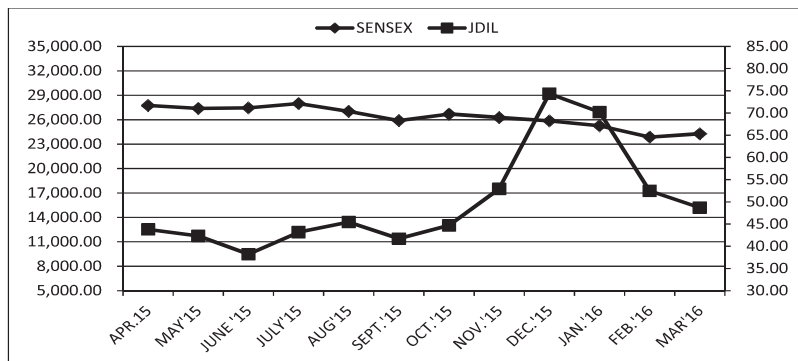
Y. REVIEW OF COMPLIANCE REPORTS OF VARIOUS DEPARTMENTS

The Board of Directors periodically reviews compliance reports of all laws applicable to the Company, as well as instances of non-compliances, if any together, with an assessment of the their possible impact on the business, if any.

Z. STOCK PRICE PERFORMANCE-JAYSYNTH DYESTUFF (INDIA) LIMITED VS. BSE SENSEX (01ST APRIL, 2015 TO 31ST MARCH, 2016)

The table herein below gives the monthly high and low prices and volume of the Company's shares traded at the BSE Limited during the period from 01st April, 2015 to 31st March, 2016:

MONTH	HIGH	LOW	VOLUME
April'15	54.00	37.50	41374
May'15	47.45	38.00	38173
June'15	42.50	33.40	27590
July'15	50.00	36.10	59349
Aug.'15	54.90	38.65	43989
Sept.'15	48.70	38.25	28434
Oct.'15	48.95	40.00	17449
Nov.'15	62.80	37.40	94128
Dec.'15	90.00	55.50	258342
Jan.'16	87.40	53.55	109307
Feb.'16	63.90	41.70	27861
Mar.'16	56.70	41.10	51360

PERFORMANCE IN COMPARISON TO BROAD BASED INDICES – BSE SENSEX

SHAREHOLDING PATTERN

The shareholding of different categories of the shareholders as on 31st March, 2016 is given below:-

Sr. No.	Particulars	No. of Shares Held	% of Shares Held
1.	Promoters	60,90,888	70.09
2.	Mutual Funds & UTI	4,800	0.06
3.	Banks/ Financial Institutions	949	0.01
4.	Private Corporate Bodies	4,58,788	5.28
5.	Indian Public	20,78,122	23.92
6.	NRIs/OCBs	35,108	0.40
7.	Any Other-(Non-promoter Director & Relatives of Directors)	21,045	0.24
	Total	86,89,700	100.00

**DISTRIBUTION OF SHAREHOLDING**

The shareholding distribution of the equity shares as on 31st March, 2016 is given below:-

No. of Shares	No. of Shareholders	% of Total Shareholders	Total No. of Shares	% of Total Shares
Upto - 500	1,374	74.96	2,59,836	3.00
501 - 1,000	178	9.71	1,48,916	1.71
1,001 - 2,000	113	6.16	1,76,520	2.03
2 001 - 3,000	52	2.84	1,24,874	1.44
3,001 - 4,000	27	1.47	1,00,077	1.15
4,001 - 5,000	21	1.15	98,186	1.13
5,001 - 10,000	31	1.69	2,07,445	2.39
10,001 - above	37	2.02	75,73,846	87.15
TOTAL	1833	100.00	86,89,700	100.00

LIST OF TOP TEN SHAREHOLDERS OTHER THAN PROMOTERS AND PROMOTER GROUP

Sr. No.	Name of the Shareholders	No. of Shares Held	% of Shares Held
1.	Nalini R. Kothari	259750	2.99
2.	Meena M. Kothari	258272	2.97
3.	Priti S Kothari	256950	2.97
4.	Jukaso Yarns Industries Pvt. Ltd.	163116	1.88
5.	Cutch Chemicals Pvt. Ltd.	145404	1.67
6.	Equity Intelligence India Private Limited	40650	0.47
7.	Jatin Fakirchand Jhaveri	39691	0.46
8.	Pragna Ravindra Ved	31000	0.36
9.	Vishnushankar B. Mishra	26540	0.30
10.	Sanjay M. Shah	25560	0.29

PLANT LOCATIONS

Sr. No.	Plant/Factories	Address
1	Patalganga Unit	Plot No. A-29, MIDC Industrial Area, Patalganga, Taluka – Khalapur, District – Raigad, Pin Code – 410 220, Maharashtra
2	Taloja Unit	Plot No. G – 5, MIDC Industrial Area, Taloja, Taluka – Panvel, District – Raigad, Pin Code – 410 208, Maharashtra

ADDRESS FOR CORRESPONDENCE

Sr. No.	Particulars	Address
1	REGISTRAR AND TRANSFER AGENT - UPTO 5 th JUNE, 2016	M/s. Sharepro Services (India) Private Limited Unit: Jaysynth Dyestuff (India) Limited 13 AB, Samhita Warehousing Complex, Second Floor, Saki Naka Telephone Exchange Off. Andheri - Kurla Road, Saki naka, Andheri (East), Mumbai – 400 072 Telephone : 022 6772 0300 : 022 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. 6 th JUNE, 2016	Link Intime India Private Limited C-13 Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400078. Telephone : 022 25946970 Fax : 022 25946969 Email Id : rnt.helpdesk@linkintime.co.in Website : www.linkintime.co.in
4	INVESTOR RELATIONS CENTER AND ADDRESS FOR CORRESPONDENCE	Ms. Pooja Niphadkar Company Secretary and Compliance Officer Jaysynth Dyestuff (India) Limited 301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018 Telephone : 022 3042 3048/49 Fax : 022 3042 3434/33 E-mail Id : jsec@jaysynth.com Website : www.jaysynth.com

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

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

PLEDGE OF SHARES

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

RELATED PARTY TRANSACTIONS

During the financial year 2015 -16, the Audit Committee of the Company has granted omnibus approval on the basis of criteria as mentioned in erstwhile Clause 49 of the Listing Agreement and Regulation 23 of the 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 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 requirements of Accounting Standard - 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's Policy on Material Related Party Transactions can be accessed on the Company's website at the link: http://www.jaysynth/pdf/related_party_transactions_policy.pdf



NON-COMPLIANCE BY THE COMPANY, PENALTIES, AND STRICTURES IMPOSED ON THE COMPANY

There have been no instances of non-compliance on any matter with the rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital market during the previous three years.

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 Whistle Blower Policy can be accessed on the Company's website: http://www.jaysynth/pdf/whistle_blower_policy.pdf

SUBSIDIARY COMPANY

During financial year 2015-16, Jaysynth (Europe) Limited became Wholly Owned Subsidiary (WOS) of the Company. Financial Statements of the Wholly Owned Subsidiary are periodically placed at the Audit Committee meeting as well as Board meeting of the Company for their review and consideration.

COMPLIANCE WITH MANDATORY AND NON-MANDATORY ITEMS 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.

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: Currently, 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 30th November, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from 1st December, 2015 onwards.

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

The Company has provided disclosure regarding all the discretionary requirements as specified in part E of Schedule II of SEBI (Listing Obligation 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.jaysynth.com

CEO / CFO CERTIFICATIONS

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 Obligation and Disclosure Requirements) Regulations, 2015.

The Chairman and Managing Director and the Chief Financial Officer also gives 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.

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://jaysynth.com/pdf/Revised_Code_of_Conduct.pdf.

The Company has received affirmation of compliance from Directors & Senior Managerial Personnel of the Company for the financial year ended 31st March, 2016.

A declaration to this effect signed by the Managing Director of the Company is provided as Annexure B to this report.

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 report that there are no Equity shares held in suspense account as on 31st March, 2016.

INSIDER TRADING REGULATIONS

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://jaysynth.com/pdf/JDIL-Insider_Trading_Policy.pdf

For JAYSYNTH DYESTUFF (INDIA) LIMITED

Parag S. Kothari
Chairman & Managing Director
DIN:00184852

Place : Mumbai
Date : 11th July, 2016



Auditor's Certificate on Corporate Governance

To,
The Members,
Jaysynth Dyestuff (India) Limited,

We have examined the compliance of conditions of corporate governance by **Jaysynth Dyestuff (India) Limited**, for the year ended on 31st March, 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 C.J. SHAH & ASSOCIATES
Chartered Accountants

sd/-
(Chandrakant J. Shah)
Proprietor

Membership No. 33802
Firm Registration No. 109522W

Place : Mumbai
Date : 11th July, 2016

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

To,
The Members,
Jaysynth Dyestuff (India) 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 31st March, 2016.

For JAYSYNTH DYESTUFF (INDIA) LIMITED

Parag S. Kothari
Chairman & Managing Director
DIN:00184852

Place : Mumbai
Date : 11th July, 2016

CEO AND CFO CERTIFICATION

(As per Regulation 17, Part B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors,
Jaysynth Dyestuff (India) Limited,

We hereby certify that in the preparation of the accounts for the year ended 31st March, 2016:

- a) We have reviewed financial statements and the cash flow statement for the financial year 2015 -16 and that to the best of our knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposes to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee –
- i. That there are no significant changes in internal controls over financial reporting during the year;
 - ii. That there are no significant changes in accounting policies during the year; and
 - iii. There have been no instances of significant fraud of which we have become aware and the involvement therein, if any of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Parag S. Kothari
Chairman and Managing Director
DIN: 00184852

Mangesh N. Patil
Chief Financial Officer

Place: Mumbai
Date: 11th July, 2016