

**Annexure-II To The Directors' Report**  
**Corporate Governance Report**

**1. The Company's Philosophy on Corporate Governance :**

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the Company. Good Corporate Governance leads to long term shareholder value and enhances interest of the other stakeholders. It brings into focus the fiduciary and trusteeship role of the Board of Directors to coordinate and direct the actions of the organization towards creating wealth and shareholder value.

**2. Board of Directors :**

**2.1 Composition of Board :**

The Board of Directors comprised of five Directors of which one is Executive Director and four non-executive Directors during the financial year under review.

**2.2 Number of Board Meetings and Attendance :**

During the year under review, five Board Meetings were held on 12<sup>th</sup> May, 2010, 9<sup>th</sup> August, 2010, 20<sup>th</sup> September, 2010, 12<sup>th</sup> November, 2010 and 14<sup>th</sup> February, 2011.

**2.3 Details of the Directors of the Company :**

The Board Consists of five Directors, comprising of four Non-Executive Directors, out of these three are Independent Directors. The composition of the Board of Directors and details of the directors with regards to their category, other Indian directorships (other than Section 25 Companies), positions in either Audit Committee and/or Shareholders'/Investors' Grievance Committee as well as attendance at Board Meeting/Annual General Meeting are as follows :

Name Of Director	Category	No. Of Other Directorship		Directorship & Committee Memberships/ Chairmanship		No. of Board Meeting Attended	Attended Last Agm
		Public	Private	Committee Membership	Committee Chairmanship		
Shri Rajendra Magantlal Desai	Non-Executive Independent Director	1	-	-	-	5	Yes
Shri Parag Sharadchandra Kothari	Managing Director	1	0	-	-	5	Yes
Shri Prakash Mahadeo Kale	Non-Executive Independent Director	-	-	-	-	5	Yes
Shri Nikhil Sharadchandra Kothari	Promoter Non-Executive Director	1	10	-	-	5	Yes
Shri Dhansukh Nanatal Shukla	Non-Executive Independent Director	3	2	3	1	5	Yes

**Note : Shri Parag S. Kothari and Shri Nikhil S. Kothari are being brothers related to each other. None of the other Directors are related to any of the Director of the Company.**

#### **2.4 Directors appointed / ceased :**

No Director is appointed or ceased during the year under review.

#### **2.5 Brief Profile of Directors seeking re-appointment :**

##### **Shri P. S. Kothari :**

Shri Parag Sharadchandra Kothari was appointed as Managing director of the company w. e. f. 01/08/2006 for a period of five years. He has a bachelor degree in Electrical Engineering from Moore School and Bachelor in Economics from Wharton School, University of Pennsylvania, USA. He is having wide and varied experience in Industry and Trade of over nineteen years.

##### **Shri P.M. Kale :**

Shri Prakash Mahadeo Kale, a Director of the Company since 28.01.2006. He is B.Tech., Chemical Engineer from UDCT Madras. He has served with ICICI Bank Ltd., for over twenty five years at various Management Levels. He has wide and varied experience in the field of Corporate Finance and Management. He is a Business Consultant and Advisor.

#### **2.6 Review of Compliance Reports by the Board of Directors :**

A Compliance Certificate confirming the due compliance with the statutory requirements is placed at the Board meeting for the review by the Board of Directors instances of non-compliance, if any, are also separately reported to the Board.

#### **2.7 Code of Conduct :**

The Board of Directors has laid down the Code of Conduct for the Board members and members of senior management. A certificate from the Managing Director affirming the compliance of the said Code by all the Board Members and members of the senior management, to whom the Code is applicable is annexed separately to this Report.

#### **2.8 Information to the Board:**

In addition to the specific matters which are taken at the Board Meetings, the following information is also placed before the Board for its' review:

- Annual Operating Plans and Capital budgets and any updates in connection there with.
- Quarterly results of the Company.
- Minutes of the meetings of the Audit Committees of the Board.
- Terms of reference of the Committees of the Board.
- Statutory Compliance Certificate.
- Information on appointment and resignation of senior officer of the Company.
- Significant labour problems, if any, at any of the plant locations of the Company.
- Information on strikes, lockouts, retrenchment, fatal accidents, dangerous occurrences, any material effluent or pollution problems or any other materially important incident, if any.
- Show cause, demand, prosecution notices and penalty notices of material importance.
- Any material default in financial obligations to and by the Company, or substantial non recovery for sale of goods by the Company.
- Non-compliance of any regulatory, statutory, or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

- Sale of a material nature, of investments and/or assets, which are not in the normal course of business.
- Any issue involving possible public or product liability claims of substantial nature, including any judgment or order which may have passed stricture on the conduct of the Company.

### 3. Committees of The Board :

#### 3.1 Audit Committee :

Terms of reference of Audit Committee are as per the guidelines set out in the listing agreements with the Stock Exchanges that inter alia include the overview of the Company's financial reporting process, review of the half-yearly and annual financial statements, the adequacy of internal control systems, the financial and risk management policies and the significant findings and adequacy of internal audit function etc. The Committee acts as a link between the management, the statutory and internal auditors and the Board of Directors. All members of the Company's Audit Committee are Independent Directors.

The Audit Committee comprises of three non-executive independent directors, viz Shri Rajendra M. Desai, Shri Prakash M. Kale and Shri Dhansukh N. Shukla.

Representatives of the Management, Finance Department Compliance Officer, Statutory Auditors, Cost Auditors, Internal Audit Department, are invitees to the meetings of the Audit Committee.

Four meetings of the Audit Committee were held during the year under report.

Directors	Designation	Category	Audit Committee Meeting	
			Held	Attended
Shri Rajendra M. Desai	Chairman	Independent Director	4	4
Shri Prakash M. Kale	Member	Independent Director	4	4
Shri Dhansukh N. Shukla	Member	Independent Director	4	4

#### 3.2 Share Transfer/Investors' Grievances Committee :

Share Transfer/Investors' Grievances Committee comprises of three directors. Viz Shri Parag S. Kothari, Shri Rajendra M. Desai and Shri Nikhil S. Kothari.

#### Term of Reference :

Terms of reference of the re-designated Investors' Grievances Committee are approval and registration of transfer and/or transmissions of shares of the Company, issue of duplicate share/security certificates in lieu of lost/misplaced/mutilated share certificates, and splitting and consolidation of share certificates, also include looking into the Investors complaints on transfer of shares, non-receipt of Company's Balance Sheet, non-receipt of declared dividends etc. and redress thereof.

During the Year under review, Share Transfer/ Investors' Grievances Committee met three times and the attendance of the members at the meetings was as under:

Directors	Designation	Category	Share Transfer / Investors' Grievances Meeting	
			Held	Attended
Shri Rajendra M. Desai	Chairman	Independent Director	3	3
Shri Parag S. Kothari	Member	Executive Director	3	3
Shri Nikhil S. Kothari	Member	Non-executive Promoter Group	3	3

During the year under review no complaints were received from shareholders.

All valid share transfers received during the year under review have been acted upon and no such transfer is pending.

### 3.3 Directors' Remuneration Committee:

#### Terms of Reference :

To determine the remuneration, including commission payable to Managing Director / Whole-time Directors, and to determine Board Meeting and Committee Meeting attendance fees to the Directors, subject to the provisions of the Companies Act, 1956 and the notifications, if any, issued by the Central Government thereunder.

#### Composition :

The Remuneration Committee comprises of three non-executive independent directors viz Shri Rajendra M.Desai, Shri Prakash M. Kale and Shri Dhansukhlal N. Shukla.

During the period under review no meeting of the Committee was held.

Remuneration paid to Directors During the Year ended March 31, 2011 is as under :

Name of Directors	Sitting Fees (Rs.)	Salaries & Perquisites (Rs.)	Contribution To Provident Fund (Rs.)	Other Perquisites (Rs.)	Total (Rs.)
SHRI RAJENDRA M. DESAI	9,000	-	-	-	9,000
SHRI PARAG S. KOTHARI	-	17,28,378	129,600	-	18,57,978
SHRI PRAKASH M. KALE	9,000	-	-	-	9,000
SHRI NIKHIL S. KOTHARI	5,000	-	-	-	5,000
SHRI DHANSUKH N. SHUKLA	9,000	-	-	-	9,000

**4. General Body Meetings :**

Details of last three Annual General Meetings are as under:

**Annual General Meetings :**

Date	Venue	No. of Special Resolution Passed
23 <sup>rd</sup> 26th September, 2008 AGM	301, Sumer Kendra, Pandurang Budhkar Marg, Worli, Mumbai- 400 018.	NIL
24 <sup>th</sup> 7th August, 2009 AGM	301, Sumer Kendra, Pandurang Budhkar Marg, Worli, Mumbai - 400 018.	<ol style="list-style-type: none"><li>1. A Special Resolution under provisions of Sections 198,269,309 and 310 of the Companies Act, 1956 read with Schedule XIII to seek approval of Shareholders of the Company to the revision of salary of Shri Parag S. Kothari w.e.f. 1<sup>st</sup> April, 2009, for the remaining tenure of the office expiring on 31.05. 2011 by increasing his basic salary from Rs. 60,000 to Rs. 90,000/- per month was passed.</li><li>2. A Special Resolution under provisions of Section 153 of the Companies Act, 1956 to keep the Registers, indices, Annual Returns and documents annexed thereto as required under Sec.161 of the Companies Act, 1956 kept at new office premises of M/s. Sharepro Services (India) Private Ltd. at 13AB Samhita Warehousing Complex, 2<sup>nd</sup> Floor, Sakinaka Telephone Exchange Lane, off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072 in place their present Office premises at Satam Industrial Estate, Cardinal Gracious Rd. above Bank of Baroda, Chakala, Andheri (E), Mumbai - 400099.</li></ol>
25 <sup>th</sup> 20th September, 2010 AGM	301, Sumer Kendra, Pandurang Budhkar Marg, Worli, Mumbai- 400 018.	NIL

No Special Resolution was put through postal ballot at any of the above Annual General Meetings. Special Resolution is propose to be passed at the ensuing Annual General Meeting.

## **5. Disclosures :**

### **5.1 Related Party Transactions:**

The Company has not entered into any transactions of a material nature with the Promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company. For disclosure regarding materially significant related party transactions, please refer Schedule 'O' (Note No.5) of the notes forming part of the Accounts.

### **5.2 Compliances by the Company :**

The Company has complied with the requirements of the Stock Exchange, SEBI and other Statutory Authorities on all matters related to capital markets during last three years. There are no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority relating to the above. There were no instance of non-compliance of any matter related to the capital market during the last three years.

### **5.3 Accounting Standard :**

The Company has followed the Accounting Standard issued by the Institute of Chartered Accountant of India, to the extent applicable in preparation of the financial statement.

### **5.4 Risk Management :**

The Company has laid down procedure to inform the Board of Directors about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risks by means of a properly defined framework.

## **6. Means of Communication :**

- (a) At present, the half-yearly report is not being sent to each household of the shareholders.
- (b) The quarterly results are usually published in the Free Press Journal (English), as well as Navshakti (Marathi) daily. The information of Quarterly Results is sent to The Bombay stock exchange to enable them to put it on their websites. During the Year under review no presentation has been made to the investors/analysts.
- (c) The Management Discussion and Analysis Report forms part of the Directors' Report.
- (d) Pursuant to newly inserted Clause 54 of Listing Agreement functional website of the Company - [www.laysynthdyestuff.com](http://www.laysynthdyestuff.com) has become operative. The website contains the basic information about the Company.

## **7. Certificate by Managing Director & CEO & Compliance Officer :**

Shri Parag S. Kothari, Managing Director & CEO and Shri Mangesh Patil, Chief Manager Accounts & Compliance Officer issued a Certificate to the Board of Directors as prescribed under sub-clause V of Clause 49 of the Listing Agreement. The said certificate was placed before the Board Meeting held on 30th May, 2011 in which the Accounts for the financial year ended March, 2011 were considered and approved.

**8. Shareholders Information :**

**(i) Annual General Meeting:**

Date and Time : Friday 12<sup>th</sup> August, 2011 at 10.00 a.m.  
Venue : 301, Sumer Kendra,  
Pandurang Budhkar Marg, Worli,  
Mumbai : 400 018.

**(ii) Financial Calendar 2011-2012 – (Tentative and subject to change) :**

Annual General Meeting: 12<sup>th</sup> August, 2011.

Adoption of audited /unaudited Financial Results for four quarters for FY 2011-12

Unaudited Financial Results for the Quarter ended 30th June - by 15<sup>th</sup> August 2011  
Unaudited Financial Results for the Quarter ended 30th Sept. - by 15<sup>th</sup> November 2011  
Unaudited Financial Results for the Quarter ended 31st Dec. - by 15<sup>th</sup> February 2012  
Audited Financial Results for the year ending 31<sup>st</sup> March - by 30<sup>th</sup> May 2012

**(iii) Book Closure Date:**

08<sup>th</sup> August, 2011 to 12<sup>th</sup> August, 2011 (Both days inclusive)

**(iv) Dividend Payment Date:**

No Dividend has been recommended by the Board of Directors with a view to plough back the profit for the growth requirement of business.

**(v) Listing on the Stock Exchanges:**

Shares of the Company are listed on The Stock Exchange, Mumbai Code No. 506910. The ISIN No of the Company's share is INE703C01025

Up-to date Listing Fees has been paid to The Bombay Stock Exchange Ltd.

**(vi) Dematerialization of Shares:**

As on March 31, 2011, 84,50,828 Equity Shares of the Company are Dematerialised i.e. 97.25% of total issued equity share capital of the Company.

**Registrar & Transfer Agents:**

**Sharepro Services (India) Pvt. Ltd.**

R.O.: 13AB, Samhita Warehousing Complex,  
Second floor, Sakinaka Telephone Exchange Lane,  
Off. Andheri Kurla Road, Sakinaka,  
Andheri (E), Mumbai - 400 072.

**Investor Relation Centre:**

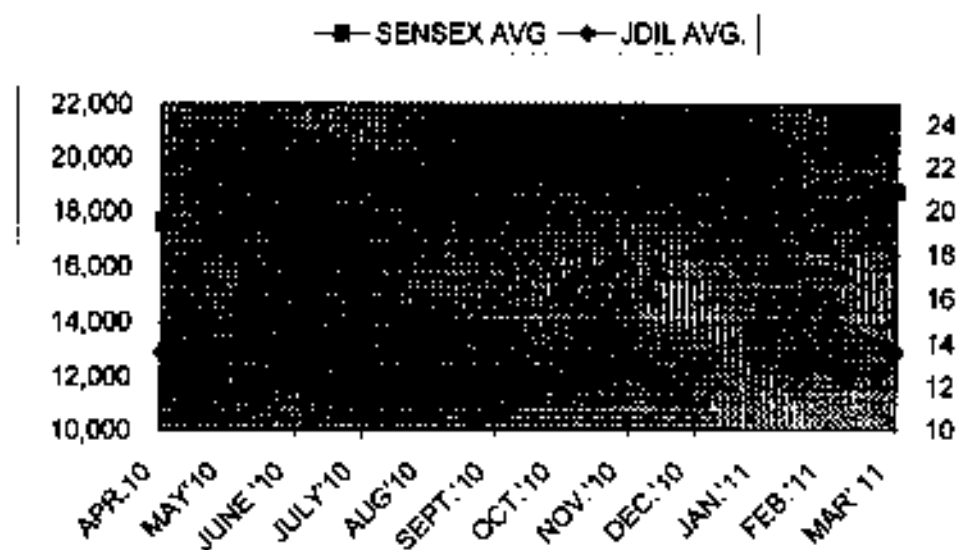
812, Raheja Centre,  
Free Press Journal Road,  
Nariman Point, Mumbai - 400 021.

**(vii) Stock Price Performance - Jaysynth Dyestuff (India) Ltd. Vs. BSE Sensx April, 2010 to March, 2011 :**

Note: Based on the monthly average of High and Low price of Jaysynth Dyestuff (India) Ltd. and BSE Sensx.

Market Price Data :

MONTH	HIGH	LOW
April'10	15.50	12.00
May'10	15.70	13.67
June'10	15.40	13.03
July'10	18.95	13.51
Aug.'10	20.00	14.95
Sept.'10	20.40	16.00
Oct.'10	32.80	17.60
Nov.'10	29.00	19.75
Dec.'10	22.00	17.50
Jan.'11	23.10	15.70
Feb.'11	17.15	12.65
Mar.'11	14.90	11.10



**(viii) Share Transfer System:**

The Board of Directors has Constituted Share Transfer/Investors Grievances committee as already mentioned earlier and has delegated the power of share transfer to this Committee. The Committee holds its meetings as and when required to consider all matters concerning transfer & transmission of shares. The company's shares are in compulsory Demat Mode and they are available for trading in the depository systems of both the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd.(CDSL). As on March 31, 2011, 84,50,828 Equity Shares of the Company stand dematerialized forming 97.25% of Company's issued and subscribed Equity Capital. The Company's International Security Identification Number is: **INE703C01026**.



**(ix) Shareholding pattern as on March 31, 2011:**

Particulars	No. of Shares Held	% of Shares Held
1. Promoters	52,89,710	60.87
2. Mutual Funds & UTI	4,800	0.06
3. Banks/ Financial Institutions	949	0.01
4. Private Corporate Bodies	4,40,328	5.07
5. Indian Public	29,37,094	33.80
6. *NRIs/QCBs	16,819	0.19
<b>TOTAL</b>	<b>86,89,700</b>	<b>100.00</b>

**(x) Distribution of Shareholding as on March 31, 2011:**

No. of Shares	No. of Shareholders	% of Total Shareholders	Total No. of Shares	% of Total Shares
Upto - 500	1148	68.38	2,49,699	2.87
501 - 1,000	205	12.23	1,80,574	2.08
1,001 - 2,000	126	7.52	1,94,833	2.24
2,001 - 3,000	56	3.34	1,34,725	1.55
3,001 - 4,000	36	2.15	1,32,798	1.53
4,001 - 5,000	30	1.79	1,37,015	1.58
5,001 - 10,000	33	1.97	2,37,030	2.73
10,001 - above	44	2.63	74,23,026	85.42
<b>TOTAL</b>	<b>1676</b>	<b>100.00</b>	<b>86,89,700</b>	<b>100.00</b>

**(xi) Following Non-Executive Directors held shares of the Company as under:**

Sr.No.	Name	No. of Shares
1.	Shri Nikhil S. Kothari	14,43,451
2.	Shri R. M. Desai	NIL
3.	Shri P.M. Kale	NIL
4.	Shri D.N. Shukla	NIL

**(xii) Plant:**

Plot No.A-29  
MIDC Industrial Area, Patalganga,  
Taluka-Khalapur, Dist. Raigad  
MAHARASHTRA.

**Processing Unit:**

Plot No. G-5,  
MIDC Industrial Area, Talaja,  
Taluka-Panvel, Dist. Raigad,  
MAHARASHTRA.

**(xiii) Address for Correspondence :**

The Shareholders may address their communications/grievances/ queries to:

**Contact Person :**

**Ms. Indra Karkera – Vice President**  
**M/S. Sharepro Services (India) Pvt.Ltd.**  
**Unit : Jaysynth Dyestuff (India) Ltd.**

1) 13AB, Samhita Warehousing Complex,  
Second Floor, Sakinaka Telephone Exchange Lane,  
Off. Andheri Kurla Road, Sakinaka,  
Andheri (East), Mumbai – 400 072.  
Tele. Nos. 67720300/67720334, Fax No. 28375646  
E-MAIL : Shareproservices@vsnl.com

2) Investor Relation Centre:  
912, Raheja Centre,  
Free Press Journal Marg,  
Nariman Point,  
Mumbai – 400 021

OR

The Compliance Officer,  
Jaysynth Dyestuff (India) Ltd.,  
301, Sumerkendra, P.B.Marg,  
Worli, Mumbai 400 018.  
Tel. No. 022-30423048-49, Fax No. 022-30423434/33  
E-Mail Address: [info@jaysynth.com](mailto:info@jaysynth.com) Investors' Complaint: [jsec@jaysynth.com](mailto:jsec@jaysynth.com)

**Details of Compliance with mandatory requirements and extents of Compliance with non-mandatory requirements:**

**1. Compliance with mandatory requirements:**

The Company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with The Bombay Stock Exchange Ltd.

**2. Extent of Compliance with non-mandatory requirements:**

The Company has complied with the following non- mandatory requirements:

- I) Remuneration Committee.
- II) Moving towards unqualified financial statements.

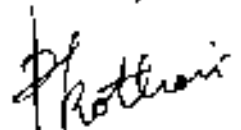
The Company does not complied with other non-mandatory requirements.

**3. Certificate from Statutory Auditors -**

Certificate from Statutory Auditors, M/s. C. J. Shah & Associates, Chartered Accountants, Mumbai, regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement is attached.

**Declaration of compliance with the Code of Conduct:**

I hereby confirm that as required under Clause 49 of the Listing Agreement with The Bombay Stock Exchange Ltd., all Directors and Senior Management Personnel have affirmed compliance with Jaysynth Dyestuff (India) Ltd. Code of Conduct for the year ended March 31,2011.



P. S. Kothari

Chairman & Managing Director

Mumbai, May 30, 2011

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Board of Directors  
Jaysynth Dyestuff (India) Limited

We have examined the compliance of the conditions of Corporate Governance by Jaysynth Dyestuff (India) Limited for the year ended on March 31, 2011 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of the condition of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of 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 explanation given to us, and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

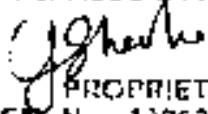
We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For C.J.Shah & Associates  
Chartered Accountants

Chandrakant J. Shah  
Proprietor  
Membership No. 33802

Place: Mumbai  
Date: May 30, 2011

For C. J. SHAH & ASSOCIATES

  
PROPRIETOR  
FIRM REGN. No : 107522A

