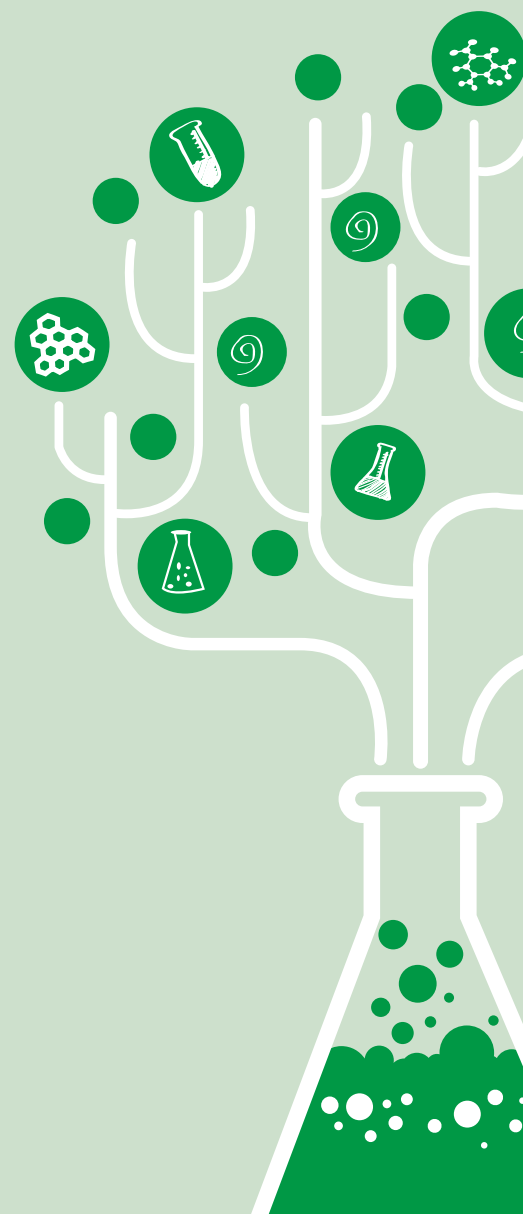




# JAYSYNTH DYESTUFF (INDIA) LIMITED

**32<sup>nd</sup>  
Annual Report  
2016 - 17**



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## Corporate Information

### EXECUTIVE DIRECTOR

Parag Sharadchandra Kothari  
Chairman and Managing Director  
(DIN: 00184852)

### NON-EXECUTIVE DIRECTORS

Nikhil Sharadchandra Kothari  
(DIN: 00184152)

Jyoti Nirav Kothari  
Woman Director  
(DIN: 07143429)

### KEY MANAGERIAL PERSONNEL

Parag Sharadchandra Kothari  
Chairman and Managing Director  
(DIN: 00184852)

Mangesh Narayan Patil  
Chief Financial Officer

Pooja Pradip Niphadkar  
Company Secretary and Compliance Officer

### BANKERS

HDFC Bank Limited  
Syndicate Bank

### LISTED AT

BSE Limited  
25<sup>th</sup> Floor, P. J. Towers,  
Dalal Street,  
Mumbai- 400 001  
Tel No.: 022 - 2272 1233  
Fax No.: 022 -2272 1919

### REGISTERED OFFICE

301, Sumer Kendra, P. B. Marg, Worli,  
Mumbai - 400 018  
Tel. No.: 022-3042 3048  
Fax No.: 022-3042 3434  
E-mail Id: jsec@jaysynth.com

### FACTORY ADDRESS/PLANT LOCATIONS

#### PATALGANGA PLANT

Plot No.A-29, MIDC Industrial Area,  
Patalganga, Taluka-Khalapur,  
District - Raigad,  
Maharashtra - 410 220

### INDEPENDENT DIRECTORS

Bhavesh Virsen Panjuani  
(DIN: 03188032)  
Kulinkant Nathubhai Manek  
(DIN: 06374052)  
Prakash Mahadeo Kale  
(DIN: 00151379)  
Rajendra Maganlal Desai  
(DIN: 00403784)

### STATUTORY AUDITOR

M/s. C.J. Shah & Associates  
Chartered Accountants  
26, Vraj Manek No. 1, Jai Ambe Mandir Road,  
Bhayander (West), Thane - 401 101

### INTERNAL AUDITOR

M/s. Hiren C. Sanghavi & Associates  
Chartered Accountants  
A-62, Vandana Mahalaxmi Co-op Hsg Society,  
Veera Desai Road, Andheri (East),  
Mumbai - 400 058

### SECRETARIAL AUDITOR

M/s. Kaushal Dalal & Associates  
Practising Company Secretary  
308, Balaji Darshan, Tilak Road,  
Santacruz (West), Mumbai - 400 054

### REGISTRAR AND TRANSFER AGENT (UPTO 5<sup>TH</sup> JUNE, 2016)

Sharepro Services (India) Private Limited  
13AB, Samhita Warehousing Complex,  
Second Floor, Sakinaka Telephone Exchange Lane,  
Off Andheri Kurla Road, Sakinaka, Andheri (East),  
Mumbai - 400 072  
Tel No.: 022-6772 0300/6772 0334  
Fax No.: 022-2837 5646  
E-mail Id: sharepro@shareproservices.com  
Website: www.shareproservices.com

### REGISTRAR AND TRANSFER AGENT (W.E.F. 6<sup>TH</sup> JUNE, 2016)

Link Intime India Private Limited  
C-101, 247 Park, L.B.S Marg, Vikhroli (West),  
Mumbai - 400 083  
Tel. No.: 022 -4918 6270  
Fax No.: 022 - 4918 6060  
E-mail Id: rnt.helpdesk@linkintime.co.in  
Website: www.linkintime.co.in

#### TALOJA PLANT

Plot No. G-5, MIDC Industrial Area,  
Taloja, Taluka - Panvel,  
District - Raigad,  
Maharashtra - 410 208

## NOTICE OF 32<sup>nd</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of Jaysynth Dyestuff (India) Limited will be held on Tuesday, the 29<sup>th</sup> August, 2017 at 10.00 a.m at Textile Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017, together with Board's Report and the Auditor's Report thereon.
2. To declare dividend @ 30% i.e ₹ 0.30/- paise per Equity Share for the financial year ended 31<sup>st</sup> March, 2017.
3. To appoint a Director in place of Jyoti Nirav Kothari (DIN: 07143429), who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint Statutory Auditor in place of retiring Statutory Auditor and to determine his remuneration. For this purpose, to consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the recommendation of the Audit Committee and the Board of Directors, Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates, Chartered Accountants, (Firm Registration No. 112057W) holding valid peer review certificate be and is hereby appointed as Statutory Auditor of the Company in place of M/s. C.J Shah & Associates, Chartered Accountants (Firm Registration No. 109522W), retiring Statutory Auditor to hold office for a term of 5 years commencing from conclusion of 32<sup>nd</sup> Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting of the Company subject to ratification of his appointment by the Members at every subsequent Annual General Meeting."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to fix his remuneration as may be mutually agreed upon and do all such acts, deeds, matters and things as may be considered necessary and desirable or expedient to give effect to this resolution."

### SPECIAL BUSINESS:

5. Payment of remuneration to Parag Sharadchandra Kothari (DIN: 00184852), Managing Director of the Company, in case of loss or inadequate profits.

To consider, and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of the Members be and is hereby accorded that Parag Sharadchandra Kothari (DIN: 00184852), Managing Director of the Company be paid remuneration by way of Salary, Perquisites and Allowances as approved by the Members at the 31<sup>st</sup> Annual General Meeting held on 31<sup>st</sup> August, 2016 (with the terms and conditions regarding his appointment and remuneration remaining unchanged) as minimum remuneration with effect from 1<sup>st</sup> April, 2017 for the remaining period of his tenure ending on 31<sup>st</sup> May, 2019, in case where in any financial year, during the currency of his tenure of Parag Sharadchandra Kothari (DIN: 00184852), Managing Director, the Company has losses or its profits are inadequate, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** Pooja Pradip Niphadkar, Company Secretary and Compliance Officer or Mangesh Narayan Patil, Chief Financial Officer be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

### 6. Service of Documents

To consider, and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, whereby, a document may be served to any Member by the Company by sending it to him/her by ordinary post, by registered post, by speed post, by courier, by electronic mode or any other modes as may be prescribed, consent of the Members be and is hereby accorded to charge the Member such fees in advance, equivalent to estimated actual expenses of delivery of the documents delivered through ordinary post, registered post, speed post, by courier, by electronic mode or any other modes as may be

prescribed for delivery of documents pursuant to any request by the Member for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the Member.

**RESOLVED FURTHER THAT** any of the Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds or things, as may be necessary and expedient, to give effect to this resolution."

**7. Change in place of keeping and maintaining of Registers, Returns etc.**

To consider, and if though fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 88, 94 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession to the earlier resolution passed in this regard at 31<sup>st</sup> Annual General Meeting of the Company, the approval of the Members be and is hereby accorded to shift and maintain the Registers and Index of Members, as required to be maintained under Section 88 and copies of Annual Return filed under Section 92 of the Companies Act, 2013, to the Registered Office of Link Intime India Private Limited, Registrar and Transfer Agent of the Company from C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai - 400 078 to C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083 or at such other places where the Registrar and Transfer Agent may shift its office from time to time within the city limits of Registered Office of the Company."

**RESOLVED FURTHER THAT** any of the Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds or things, as may be necessary and expedient, to give effect to this resolution."

**Place: Mumbai**

**Date: 30<sup>th</sup> May, 2017**

**Registered Office:**

**301, Sumer Kendra,**

**P.B. Marg, Worli,**

**Mumbai – 400 018**

**CIN: L24114MH1985PLC035564**

**Website : [www.jaysynth.com](http://www.jaysynth.com)**

**E-mail Id: [jsec@jaysynth.com](mailto:jsec@jaysynth.com)**

**By Order of the Board of Directors  
For Jaysynth Dyestuff (India) Limited**

**Pooja Pradip Niphadkar  
Company Secretary and Compliance Officer  
A28458**

**Notes:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Item nos. 5, 6 and 7 set out in the Notice is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE DEPOSITED/LODGED WITH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE COMMENCEMENT OF MEETING.**  
**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
3. Corporate Members intending to send their authorised representatives to attend and vote at the 32<sup>nd</sup> Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote on their behalf at the 32<sup>nd</sup> Annual General Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorised Representatives are requested to bring the Attendance Slip, duly filled in, for attending the 32<sup>nd</sup> Annual General Meeting, alongwith their copy of Annual Report.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, 23<sup>rd</sup> August, 2017 to Tuesday, 29<sup>th</sup> August, 2017 (both days inclusive) for the purpose of 32<sup>nd</sup> Annual General Meeting.
7. (i) The Company has fixed Tuesday, 22<sup>nd</sup> August, 2017 as the 'Record date' for the purpose of determining the Members who are entitled to dividend for the financial year ended 31<sup>st</sup> March, 2017.

- (ii) The dividend on equity shares, as recommended by the Board of Directors of the Company, if approved at the 32<sup>nd</sup> Annual General Meeting will be paid on or before Thursday, 28<sup>th</sup> September, 2017 in respect of equity shares held in dematerialized form, the dividend will be paid to those Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners on the Record Date and to those Members who hold equity shares in physical form and whose names appear on the Register of Members of the Company as on that Date.
8. Route Map to the venue of the 32<sup>nd</sup> Annual General Meeting of the Company forms part of this Notice.
  9. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form are advised to file Nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in dematerialised form, the Members may please contact their respective Depository Participants. Further, Form SH-13 for Nomination is annexed to the Annual Report.
  10. Members are requested to send all communications relating to Transfer, Transmission, Transposition of shares, issue of Duplicate Share Certificate, change of address or any other changes as the Members as may be required etc. to the Registrar and Transfer Agent at the following address:  
**Link Intime India Private Limited**  
 (Unit: Jaysynth Dyestuff (India) Limited)  
 C-101, 247 Park, L.B.S. Marg,  
 Vikhroli (West),  
 Mumbai – 400 083.  
 Tel. No.: 022- 4918 6270  
 Fax No.: 022- 4918 6060  
 E-mail Id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
 Website: [www.linkintime.co.in](http://www.linkintime.co.in)  
 If the shares are held in electronic form, then change of address and change in the Bank Account Mandate etc should be furnished to their respective Depository Participants.
  11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail Ids either with the Company or with the Depository Participants. Members holding shares in physical mode are requested to register their E-mail Ids with the Company or its Registrar and Transfer Agent. If there is any change in the E-mail Id already registered with the Company, Members are requested to immediately notify such change to the Company or its Registrar and Transfer Agent in respect of shares held in physical form and to Depository Participants in respect of shares held in electronic form.
  12. In terms of circular issued by Securities and Exchange Board of India (SEBI), it is mandatory to quote Permanent Account Number ("PAN") for participating in the securities market. Therefore, Members holding shares in dematerialised form are requested to submit the PAN details to their Depository Participants, whereas Members holding shares in physical form are requested to submit the PAN details to the Registrar and Transfer Agent of the Company.
  13. Statutory Registers and documents referred to in the Notice and Explanatory Statement are open for inspection by the Members at the Registered office of the Company on all days (excluding Saturdays and Sundays) between 11.00 a.m to 1.00 p.m upto the date of the 32<sup>nd</sup> Annual General Meeting and will also be available for inspection at the meeting.
  14. Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), with respect to Directors seeking appointment/re-appointment at the 32<sup>nd</sup> Annual General Meeting is annexed to this Notice.
  15. The Annual Report of the Company for the financial year 2016-17, circulated to the Members of the Company is also uploaded on the website of the Company at **[www.jaysynth.com](http://www.jaysynth.com)**.
  16. The Ministry of Corporate Affairs vide its Circular No. 17/2012 dated 23<sup>rd</sup> July, 2012 have directed the companies to upload information regarding unpaid and unclaimed dividend on the Company's website. In terms of the Circular, the Company has uploaded the details of unpaid and unclaimed dividend and the same can be viewed on the website of the Company at **[www.jaysynth.com](http://www.jaysynth.com)**. Members having unclaimed dividends and who have not encashed their dividend are advised to write to the Company or to the Registrar and Transfer Agent immediately claiming dividend by the Company from time to time.
  17. The Members are requested to send their queries, if any on the Annual Report to the Company Secretary and Compliance Officer by sending an Email at **[jsec@jaysynth.com](mailto:jsec@jaysynth.com)** or to the Registrar and Transfer Agent by sending an Email at **[rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)** not less than seven days before the meeting, so that requisite information/explanation can be provided in time.
  18. Members holding shares in dematerialized form may note that the Bank Account Mandate registered against their respective Depository Participants will be used by the Company for payment of Dividend. Members who wish to change their Bank Account

Mandate may advise their Depository Participants about such change. The Company or Registrar and Transfer Agent cannot act on any direct request from such Members for change/deletion of such Bank particulars.

Members holding shares in physical form are requested to send their NECS Mandate Form in the format available at the Company's website at **www.jaysynth.com** duly filled in to the Registrar and Transfer Agent of the Company i.e. Link Intime India Private Limited. In order to provide protection against fraudulent encashment of dividend warrants, Members holding shares in physical form are requested to intimate the Company under the signature of the sole/first joint holder, the following information which will be used by the Company for dividend payments:

- i. Name of Sole / First joint holder and Folio No.
- ii. Particulars of Bank account viz:
  - Name of the Bank
  - Name of Branch
  - Bank Account number allotted by the Bank.
  - Nine Digits MICR code of Bank
  - Account Type, whether Savings Bank (SB) or Current Account (CA).
  - Complete address of the Bank with Pin Code Number.
  - Cancelled cheque leaf of the aforesaid Bank Account.

#### 19. E-voting

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to provisions under Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the 32<sup>nd</sup> Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by Central Depository Services (India) Limited. The Members may cast their votes using an electronic voting system from a place other than the venue of the 32<sup>nd</sup> Annual General Meeting ("remote E-voting").
- ii. The facility for voting through electronic voting system or polling paper shall be made available at the 32<sup>nd</sup> Annual General Meeting and the Members attending the 32<sup>nd</sup> Annual General Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the 32<sup>nd</sup> Annual General Meeting.
- iii. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through remote e-voting. If a member casts votes by all the three modes, then the vote casted through remote e-voting shall prevail and the vote casted through other means shall be treated as invalid.
- iv. The Members who have cast their vote by remote e-voting may also attend the 32<sup>nd</sup> Annual General Meeting but shall not be entitled to cast their vote again.
- v. The remote E-voting period commences on Friday, 25<sup>th</sup> August, 2017 (9.00 a.m. IST) and ends on Monday, 28<sup>th</sup> August, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Tuesday, 22<sup>nd</sup> August, 2017, may cast their vote by remote E-voting. The remote E-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- vi. The Company has appointed Kaushal Dalal of M/s. Kaushal Dalal & Associates (Membership Number: F7141, Certificate of Practice Number: 7512), Practicing Company Secretary, to act as a Scrutiniser to scrutinise remote e-voting process and voting at the 32<sup>nd</sup> Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- vii. The Consolidated Results of remote e-voting and voting at the 32<sup>nd</sup> Annual General Meeting shall be declared within 48 hours after the conclusion of 32<sup>nd</sup> Annual General Meeting of the Company. The results declared along with the Scrutiniser's Report shall be placed on the Company's website **www.jaysynth.com** and on the website of Central Depository Services (India) Limited **www.evotingindia.com** and the same shall also be communicated to BSE Limited where the shares of the Company are listed.
- viii. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of 32<sup>nd</sup> Annual General Meeting alongwith Annual Report as on the Cut-off Date i.e. Friday, 21<sup>st</sup> July, 2017 but before e-voting cut - off date i.e. Tuesday, 22<sup>nd</sup> August, 2017 may obtain the login ID and password by sending a request at **helpdesk.evoting@cdslindia.com** or at **rnt.helpdesk@linkintime.co.in**. However, if he/she is already registered with CDSL for remote e-Voting then he/she can use his/ her existing User ID and password for casting vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on **www.evotingindia.com** or contact CDSL at the **Toll Free No.: 1800-200-5533**.



ix. The results shall also be displayed on the notice board of Company at the Registered Office of the Company.

**A. The instructions for shareholders voting electronically are as under:**

- i. The voting period begins on Friday, 25<sup>th</sup> August, 2017 (9.00 a.m. IST) and ends on Monday, 28<sup>th</sup> August, 2017 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 22<sup>nd</sup> August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website **www.evotingindia.com**.
- iii. Click on Shareholders/Members.
- iv. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.  
If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company please enter the Member Id / Folio Number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for Jaysynth Dyestuff (India) Limited.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.



xviii. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**.

**STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**

In compliance with the provisions of Section 139 of the Companies Act, 2013 and the Rules thereunder M/s. C.J. Shah & Associates, Chartered Accountants (Firm Registration No.109522W) who is present Statutory Auditor of the Company completes his term as Statutory Auditor of the Company at the conclusion of 32<sup>nd</sup> Annual General Meeting.

In view of the above, the Board of Directors of the Company on recommendation of its Audit Committee has recommended to its Members the appointment of Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates, Chartered Accountants, (Firm Registration No. 112057W) in place of M/s. C.J. Shah & Associates, Chartered Accountants (Firm Registration No.109522W) from conclusion of this 32<sup>nd</sup> Annual General Meeting to the conclusion of 37<sup>th</sup> Annual General Meeting and to fix his remuneration in consultation with the Board of Directors of the Company. Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates, Chartered Accountants, (Firm Registration No. 112057W) has confirmed that his appointment if made will be within the limits prescribed under the Companies Act, 2013.

The Board of Directors recommends the resolution for approval of Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the said resolution.

**ITEM NO. 5**

Parag Sharadchandra Kothari (DIN: 00184852) was re-appointed as Managing Director of the Company for a period of 3 (Three) years with effect from 01<sup>st</sup> June, 2016 to 31<sup>st</sup> May, 2019 at the 31<sup>st</sup> Annual General Meeting of the Members held on 31<sup>st</sup> August, 2016. He is also entitled to perquisites and allowances including Contribution to Provident Fund, Gratuity provided that the aggregate of the remuneration shall be within the maximum limits as laid down under Sections 196, 197, 198 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act as amended from time to time.

Parag Sharadchandra Kothari, aged 50 years, is a Bachelor in Electrical Engineering from Moore School and Bachelor in Economics from Wharton School, University of Pennsylvania, USA. He was appointed as Director since 26<sup>th</sup> April, 2006. He was re-appointed as Managing Director of the Company for a period of 3 (three) years with effect from 01<sup>st</sup> June, 2016 to 31<sup>st</sup> May, 2019. He has wide and varied experience in textile dyes and digital inks business.

**Minimum Remuneration:** In terms of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year, during the currency of the tenure of managerial personnel, the Company has losses or its profits are inadequate, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Board.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) A special resolution has been passed at a general meeting of the Company.

The Company has no inadequate profits in the previous year 2016-17. However, out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

The Board of Directors and Nomination and Remuneration Committee at their meeting held on 30<sup>th</sup> May, 2017 respectively, have already approved the payment to Parag Sharadchandra Kothari, Managing Director of the Company as minimum remuneration in events of inadequate profit or losses set out in the resolution at Item No. 5 of the Notice.

Except for the aforesaid, all other terms and conditions of his appointment as Managing Director of the Company as approved by the Members of the Company shall remain unchanged.

Parag Sharadchandra Kothari and Nikhil Sharadchandra Kothari, Director and their relatives are interested in the resolution set out at Item No. 5 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

#### STATEMENT CONTAINING THE INFORMATION AS REQUIRED UNDER SECTION-II OF PART-II OF SCHEDULE V TO THE COMPANIES ACT, 2013

I. GENERAL INFORMATION:	
1.	Nature of industry
2.	Date or expected date of commencement of commercial production
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus
4.	Financial performance based on given indicators
5.	Foreign investments or collaborators, if any
II. INFORMATION ABOUT THE APPOINTEE	
1.	Background details
2.	Recognition or awards
3.	Past Remuneration
4.	Job profile and his suitability

The Company is in the business of manufacturing dyes, pigments and digital inks.		
Commercial operations commenced in the year 1985.		
Not Applicable.		
(₹ in lakhs)		
Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
Share Capital	86.90	86.90
Reserves and Surplus	6,731.60	6,369.94
Total Revenue from Operations	11,970.09	11,923.26
Total Expenses	11,554.91	11,256.59
Profit before Tax	534.69	871.50
Profit after Tax	361.66	619.50

The Company has made 100% investment in foreign Company which has become its Wholly Owned Subsidiary named Jaysynth (Europe) Limited. Foreign investors, mainly comprising NRIs and Foreign Nationals are investors in the Company on accounts of past issuance of securities /secondary market purchase.	
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Parag Sharadchandra Kothari, aged 50 is one of the Promoters of the Company. His expertise and experience has been very valuable and has been a guiding force for the Company. He is also on Board of various other group companies.	
Company was conferred with second award for the financial year 2015-16 for outstanding export performance of Dyes and Dye Intermediates by CHEMEXCIL (Basic Chemicals, Pharmaceuticals & Cosmetics Export Promotion Council) on 24 <sup>th</sup> March, 2017 under the strong and dynamic leadership of Parag Sharadchandra Kothari.	
Parag Sharadchandra Kothari was paid ₹ 25.91 Lakhs as remuneration for the financial year ended 31 <sup>st</sup> March, 2017. Detailed break-up of Remuneration is provided in Form No. MGT 9.	
Parag Sharadchandra Kothari devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board. Parag Sharadchandra Kothari has invaluable experience and expertise in the line of the business of the Company which is compatible with the organisational requirements and the Company would definitely benefit under his leadership and valuable guidance. He is also Member of your Company's Stakeholders' Relationship Committee and Corporate Social Responsibility Committee.	

5.	Remuneration proposed	It is the same as approved earlier by the Members at 31 <sup>st</sup> Annual General Meeting held on 31 <sup>st</sup> August, 2016. Details of Remuneration approved by the Members is mentioned below.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration paid to Parag Sharadchandra Kothari, Managing Director is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Parag Sharadchandra Kothari before recommending the remuneration as proposed hereinabove.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides remuneration proposed, Parag Sharadchandra Kothari also holds 3262565 equity shares in the Company. Nikhil Sharadchandra Kothari being relative may be deemed to be interested in the resolution relating to the remuneration of Parag Sharadchandra Kothari.
<b>III. OTHER INFORMATION</b>		
1.	Reasons of loss or inadequate profits	The Company does not envisage any losses or inadequate profits. However changes in the taxation regime and challenging business environment may affect the profitability of the Company in future. Further due to exit of United Kingdom from European Union may also affect the business of the Company adversely. The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration approved earlier.
2.	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the Company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
3.	Expected increase productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present situation and changes in the economy and with regulatory reforms to predict profits in measurable terms.
<b>IV. DISCLOSURE</b>		
1.	The information, as required, is provided under Corporate Governance Report ( <b>ANNEXURE - III</b> ) of the Annual Report.	

Taking into consideration the duties and responsibilities of the Chairman and Managing Director, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and Remuneration Committee, the Board at their meeting held on 30<sup>th</sup> May, 2016 approved the remuneration, terms and conditions of the re-appointment of Parag Sharadchandra Kothari, as approved by the Members on remuneration including minimum remuneration and on terms and conditions given hereunder:

**Basic Salary:** ₹ 1, 50, 000 /- per month

Commission shall be decided by the Board of Directors based on the net profits of the Company each year subject to the condition that the aggregate remuneration of the Managing Director shall not exceed 5% of the net profits of the Company, in accordance with Sections 196, 197 and Schedule V to the Companies Act, 2013.

**Perquisites:** In addition to Salary and Commission, the following perquisites shall be allowed to him.

#### **CATEGORY A**

##### **Housing:**

The House Rent Allowance will be paid as per the rules of the Company but subject to maximum 50% of the Basic Salary

##### **Gas, Electricity, Water and Furniture:**

The expenses on Gas, Electricity, Water and Furnishing will be as per rules of the Company but subject to maximum 10% of Basic Salary.

##### **Medical Reimbursement:**

Expenses incurred for him and the family subject to ceiling of one month's salary in a year or three month's salary over a period of three years.

##### **Leave Travel Concession:**

For him and his family once in a year incurred in accordance with any rules specified by the Company.

**Club Fees:**

Fees of club subject to a maximum of two clubs. This will not include Admission and life membership fees.

**Personal Accident Insurance:**

Personal Accident Insurance Premium for self.

**Medical Insurance Premium:**

For him, his spouse and children in a year, Premium not to exceed ₹ 30, 000/- per annum.

**CATEGORY B:****Contribution to Provident Fund and Superannuation Fund:**

Contribution to Provident Fund, Superannuation fund or annuity fund will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

**Gratuity:**

Gratuity payable should not exceed half a month's salary for each completed year of service.

**Leave Encashment:**

Leave encashment equivalent to one month's salary calculated on the basis of one month's leave over eleven month's services. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

**CATEGORY C:**

**Car with Driver and Telephone:** Provision of car with Driver for use on Company's business and telephone including Mobile phone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car with driver for private purpose shall be billed by the Company to him.

**ITEM NO. 6**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any Member by sending it to him by ordinary post, by registered post, by speed post, by courier, by electronic mode or any other modes as may be prescribed. Further a Member may request the delivery of document through any other mode by paying such fees as may be determined by the Member's in the 32<sup>nd</sup> Annual General Meeting.

Accordingly, the Board recommends the passing of the Ordinary Resolution at Item No. 6 of the accompanying Notice for Members approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO. 7**

Link Intime India Private Limited, Registrar and Transfer Agent of the Company has shifted their Registered Office from C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai - 400 078 to C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400 083. Therefore all the Registers of the Company which were required to be maintained under Section 88 and Annual Returns required to be maintained under Section 92 of the Companies Act, 2013 which were kept at the earlier Registered Office premises are now being maintained at the new Registered Office. Approval of Members by way of Special Resolution, is being sought for keeping the Registers, returns etc at new Registered office or at such other places where the Registrar and Transfer Agent may shift its office from time to time within the city limits of Registered Office of the Company in terms of Section 88, 94 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force). The Board of Directors recommends the Special Resolution as set out in Item No. 7 of the accompanying Notice, for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the proposed resolution.

**Place: Mumbai**

**Date: 30<sup>th</sup> May, 2017**

**Registered Office:**

**301, Sumer Kendra,**

**P.B. Marg, Worli,**

**Mumbai - 400 018**

**CIN: L24114MH1985PLC035564**

**Website : www.jaysynth.com**

**E-mail Id: jsec@jaysynth.com**

**By Order of the Board of Directors  
For Jaysynth Dyestuff (India) Limited**

**Pooja Pradip Niphadkar  
Company Secretary and Compliance Officer  
A28458**

## ANNEXURE TO THE NOTICE

Details of Director being re-appointed at the 32<sup>nd</sup> Annual General Meeting as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).

<b>Name of Director</b>	Jyoti Nirav Kothari
<b>Directors Identification Number (DIN)</b>	07143429
<b>Date of Birth</b>	3 <sup>rd</sup> February, 1973
<b>Age</b>	44 years
<b>Qualifications</b>	B.E in Computer Science from Mumbai University and Post Graduate Diploma in Financial Management.
<b>Experience</b>	She has considerable experience in the field of administration, training and management.
<b>Nature of Expertise</b>	Training and General Administration
<b>Terms and conditions of re-appointment along with details of remuneration sought to be paid</b>	NOT APPLICABLE
<b>Remuneration last drawn</b>	₹.36,000/- received towards sitting fees
<b>Date of Appointment on the Board</b>	30 <sup>th</sup> March, 2015 as an Additional Director and was further regularised as Director at the 30 <sup>th</sup> Annual General Meeting held on 14 <sup>th</sup> September, 2015.
<b>No of shares held</b>	NIL
<b>Relationship with other Directors and Key Managerial Personnel</b>	NONE
<b>No of Board Meeting attended during the financial year 2016-17</b>	3
<b>Name of other Companies in which she holds directorships</b>	NIL
<b>Membership/Chairmanship of Committees in other Companies</b>	NONE

**Place: Mumbai**

**Date: 30<sup>th</sup> May, 2017**

**Registered Office:**

**301, Sumer Kendra,**

**P.B. Marg, Worli,**

**Mumbai – 400 018**

**CIN: L24114MH1985PLC035564**

**Website : www.jaysynth.com**

**E-mail Id: jsec@jaysynth.com**

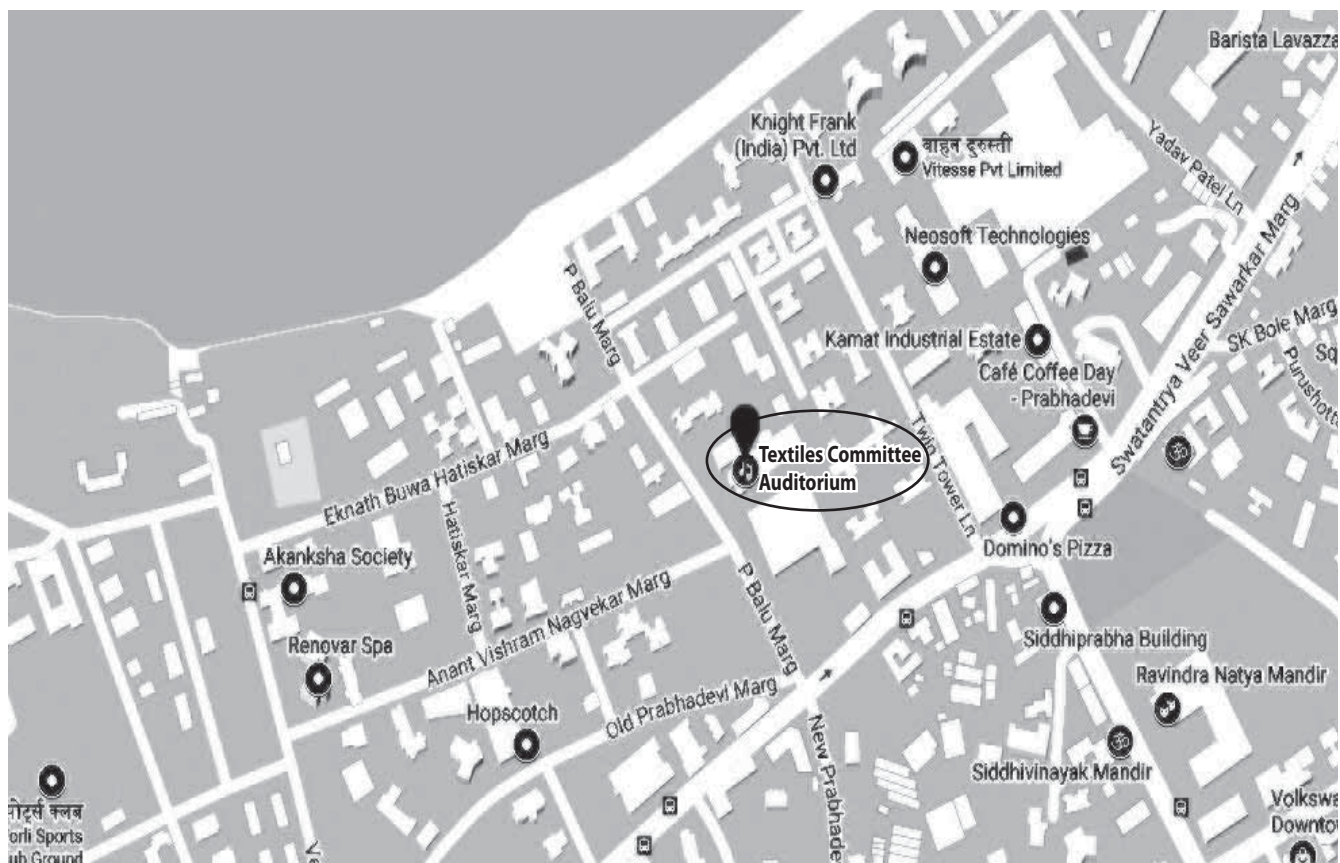
**By Order of the Board of Directors  
For Jaysynth Dyestuff (India) Limited**

**Pooja Pradip Niphadkar  
Company Secretary and Compliance Officer  
A28458**

**ROUTE MAP FOR THE 32ND ANNUAL GENERAL MEETING VENUE**

Address: Textile Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025

Landmark: Next to Tata Press





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## JAYSYNTH DYESTUFF (INDIA) LIMITED

CIN: L24114MH1985PLC035564

Registered Office : 301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018

Tel No.: 022 - 3042 3048 | Fax No.: 022 - 3042 3434

E-mail Id: jsec@jaysynth.com | Website: www.jaysynth.com

### ATTENDANCE SLIP

32<sup>nd</sup> Annual General Meeting being held on Tuesday, the 29<sup>th</sup> August, 2017

**Folio No./DP ID/Client ID No.**

**Name and Address of the Registered Shareholder**

**Name of the Proxy/Authorised Representative and their Address**

**Name of First Joint Holder**

**Name of Second Joint Holder**

**No. of Shares held**

I/We certify that I/We am/are Member(s)/Proxy/Authorised Representative for the Member(s).

I/We hereby record my/our presence at the 32<sup>nd</sup> Annual General Meeting being held on Tuesday, the 29<sup>th</sup> August, 2017 at 10.00 a.m at Textile Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025.

**Signature of First Named Member/Proxy/Authorised Representative**

**Signature of First Joint Holder**

**Signature of Second Joint Holder**

#### **Note(s):**

1. Please sign this attendance slip and hand it over the attendance verification counter at the meeting venue.
2. Only Members of the Company and/or their Proxy/Authorised Representative will be allowed to attend the meeting.



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## JAYSYNTH DYESTUFF (INDIA) LIMITED

CIN: L24114MH1985PLC035564

Registered Office: 301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018

Tel No.: 022 - 3042 3048 | Fax No.: 022 - 3042 3434

E-mail Id: jsec@jaysynth.com | Website: www.jaysynth.com

### Form No. MGT-11

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L24114MH1985PLC035564
Name of the Company:	Jaysynth Dyestuff (India) Limited
Registered Office:	301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018
Name of the Member(s):	
Address of Member	
E-mail ID:	
Folio No./Client ID/ DP ID :	

I/We, being the Member(s) of \_\_\_\_\_, holding \_\_\_\_\_ shares of the above named Company, hereby appoint

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll/tab) for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Members of the Company being held on Tuesday, the 29<sup>th</sup> August, 2017 at 10.00 a.m at Textile Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No:	Resolutions
<b>I</b>	<b>Ordinary Business:</b>
1	To receive, consider, approve and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2017, together with Board's Report and the Auditor's Report thereon.
2	To declare dividend @ 30% i.e ₹ 0.30/- paise per Equity Share for the financial year ended 31 <sup>st</sup> March, 2017.
3	To appoint a Director in place of Jyoti Nirav Kothari (DIN: 07143429), who retires by rotation and being eligible offers herself for re-appointment.
4	To appoint Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates, Chartered Accountants (Firm Registration No.112057W) as Statutory Auditor in place of M/s. C. J. Shah & Associates, Chartered Accountants (Firm Registration No.109522W), retiring Statutory Auditor and to determine his remuneration.
<b>I</b>	<b>Special Business</b>
5	Payment of remuneration to Parag Sharadchandra Kothari (DIN: 00184852), Managing Director of the Company, in case of loss or inadequate profits.
6	Service of Documents
7	Change in place of keeping and maintaining of Registers, Returns etc.

Signed this on \_\_\_\_\_ day of \_\_\_\_\_, 2017

Signature of Member(s)

Signature of the Proxy Holder(s)

Affix ₹ 1/-  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited/lodged with the Registered Office of the Company, not less than 48 (Forty Eight) hours before the commencement of the Meeting. Proxy need not be Member of the Company.**

## E-VOTING INSTRUCTIONS

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to provisions under Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the 32<sup>nd</sup> Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by Central Depository Services (India) Limited. The Members may cast their votes using an electronic voting system from a place other than the venue of the 32<sup>nd</sup> Annual General Meeting ("remote E-voting").
- ii. The remote E-voting period commences on Friday, 25<sup>th</sup> August, 2017 (9.00 a.m. IST) and ends on Monday, 28<sup>th</sup> August, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Tuesday, 22<sup>nd</sup> August, 2017, may cast their vote by remote E-voting. The remote E-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii. The Company has appointed Kaushal Dalal of M/s. Kaushal Dalal & Associates (Membership Number: F7141, Certificate of Practice Number: 7512), Practicing Company Secretary, to act as a Scrutiniser to scrutinise remote e-voting process and voting at the 32<sup>nd</sup> Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- iv. The Consolidated Results of remote e-voting and voting at the 32<sup>nd</sup> Annual General Meeting shall be declared within 48 hours after the conclusion of 32<sup>nd</sup> Annual General Meeting of the Company. The results declared along with the Scrutiniser's Report shall be placed on the company's website **www.jaysynth.com** and on the website of Central Depository Services (India) Limited **www.evotingindia.com** and the same shall also be communicated to BSE Limited where the shares of the Company are listed.

**A. The instructions for shareholders voting electronically are as under:**

- i. The voting period begins on Friday, 25<sup>th</sup> August, 2017 (9.00 a.m. IST) and ends on Monday, 28<sup>th</sup> August, 2017 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 22<sup>nd</sup> August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website **www.evotingindia.com**.
- iii. Click on Shareholders/Members.
- iv. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.  
If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login

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password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for Jaysynth Dyestuff (India) Limited.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**.

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## BOARD'S REPORT

Dear Members,

Your Directors have the pleasure in presenting the 32<sup>nd</sup> Annual Report of the Company together with the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017.

### 1. FINANCIAL SUMMARY

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
Revenue from Operations	11,970.09	11,923.26	12,215.03	12,092.86
Other Income	119.51	204.83	212.71	227.74
<b>TOTAL REVENUE</b>	<b>12,089.60</b>	<b>12,128.09</b>	<b>12,427.74</b>	<b>12,320.60</b>
Depreciation	186.01	179.57	186.46	180.14
Other Expenses	11368.90	11077.02	11585.50	11252.83
<b>PROFIT BEFORE TAX</b>	<b>534.69</b>	<b>871.50</b>	<b>665.78</b>	<b>887.63</b>
Deferred Tax	(5.00)	(3.00)	(5.00)	(3.00)
Current Tax	178.03	255.00	191.43	255.03
<b>PROFIT AFTER TAX</b>	<b>361.66</b>	<b>619.50</b>	<b>469.36</b>	<b>635.60</b>

### 2. DIVIDEND

Your Directors are pleased to recommend dividend of ₹ 0.30 paise i.e. 30% per Equity Share having face value of ₹ 1/- each for the financial year 2016-17, subject to the approval of the Members at the 32<sup>nd</sup> Annual General Meeting.

Dividend together with Tax thereon for the financial year 2016-17 entails cash outflow of ₹ 31,37,616/- (₹ 26,06,910/- will be paid as Dividend and ₹ 5,30,706/- will be paid as Dividend Distribution Tax). The dividend will be paid to those Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on Record date i.e Tuesday, 22<sup>nd</sup> August, 2017 and to those Members who hold shares in physical form and whose names appear on the Register of Members of the Company as on that date.

Your Company had declared dividend for the financial year 2013-14, 2014-15 and 2015-16, hence no amount is required to be transferred to Investor Education and Protection Fund as on date. Further your Company has filed information relating to unclaimed and unpaid dividend for the financial year 2013-14 in Form 5 INV and for the financial years 2013-14 and 2014-15 in Form IEPF-2 providing status of unpaid and unclaimed dividend. Detail list of unpaid and unclaimed dividend can also be accessed on the website of the Company at <http://jaysynth.com/UnclaimedDividenDetails.html>

### 3. NATIONAL ELECTRONIC CLEARING SYSTEM FOR DIVIDEND

To avoid risk of loss / interception of dividend warrants in postal transit and / or fraudulent encashment, Members are requested to avail of the National Electronic Clearing System facility where dividends are directly credited in electronic form to their respective bank accounts. This also ensures faster credit of dividend. Members who desire receipt of their dividend through National Electronic Clearing System can obtain the National Electronic Clearing System mandate form from the Registrar and Transfer Agent of the Company. National Electronic Clearing System mandate form is also annexed to this Annual Report. Members may also submit their Bank Account Mandate to Registrar and Transfer Agent.

### 4. TRANSFER TO RESERVES

Your Company has transferred ₹ 100 Lakhs to the General Reserves out of the profit available for appropriation.

### 5. STATE OF COMPANY'S AFFAIRS

The major driving factors of colorants market are growth in end user industries. Company's product range of dyes, pigments and digital inks has its applications in various industries such as textile, plastic, paints & coatings, printing inks, leather etc. Growth of the Company is highly dependent on the textile sector's growth as it has large customer base for products of the Company. During the financial year 2016-17, the Company could not achieve the target growth in the sales revenues due to competitive market situation and textile industry situation. High volatility in prices of intermediate products was also one of major obstacle contributing for decline in the sales volume of dyes and pigments.

### 6. REVIEW OF PERFORMANCE

- (a) **Standalone:** During the financial year 2016-17, Revenue from Operations aggregated to ₹ 11,970.09 Lakhs as against ₹ 11,923.26 Lakhs in the previous year. Net Profit after Tax for the year under review aggregated to ₹ 361.66 Lakhs as against ₹ 619.50 Lakhs in the previous year.

- (b) **Consolidated:** During the financial year 2016-17, Revenue from Operations aggregated to ₹ 12,215.03 Lakhs as against ₹ 12,092.86 Lakhs in the previous year. Net Profit after Tax for the year under review aggregated to ₹ 469.36 Lakhs as against ₹ 635.60 Lakhs in the previous year.

## 7. SHARE CAPITAL

The paid up equity share capital as on 31<sup>st</sup> March, 2017 was ₹ 86,89,700/- divided into 86,89,700 equity shares of face value of ₹. 1/- each.

## 8. CONSOLIDATED FINANCIAL STATEMENT

The Consolidated Financial Statement of your Company for the financial year 2016 -17 are prepared in compliance with applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, applicable Accounting Standards and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 9. CHANGE IN THE NATURE OF BUSINESS

During the financial Year 2016-17, there has been no change in the nature of business of your Company.

## 10. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

Pursuant to the provision of Section 134(3)(q) of the Companies Act, 2013 read with Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014, it is confirmed that during the Financial Year under review, there were no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and your Company's operations in future.

## 11. ADEQUACY OF INTERNAL FINANCIAL CONTROL

The Company maintains appropriate policies, procedures and systems to ensure orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and the timely preparation of reliable financial information. There are control processes both on manual and IT applications, wherein the transactions are approved and recorded. Review and control mechanisms are built in to ensure that such control systems are adequate and operating effectively.

Your Company has an adequate internal control system in accordance to the size of the Company and nature of business for the purchase of inventory and fixed assets and for the sale of goods and services. Your Company has in place an established Internal Audit Department who performs a check on timely intervals, the various aspects and activities of the Company. Further an Independent Internal Auditor, who is a qualified Chartered Accountant, reviews the internal control systems on a regular basis for its effectiveness and necessary changes and suggestions which are duly incorporated into the system. Internal Auditor submits its Internal Audit Report on a periodical basis and the same is placed before the Audit Committee at its meeting and at Board meeting for their review and noting.

## 12. MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE FINANCIAL YEAR END OF THE COMPANY TO WHICH FINANCIAL RESULTS RELATES.

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

## 13. FORMAL ANNUAL EVALUATION

Pursuant to the provisions of Section 134(3)(p) of the Companies Act, 2013 read with Rule 8(4) of Companies (Accounts) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, The Directors on the Board carried out an annual evaluation of the Board itself, its Committees and Individual Directors. The entire Board carried out performance evaluation of each Independent Director excluding the Independent Director being evaluated. Nomination and Remuneration Committee also carried out evaluation of every Director's performance. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, setting out parameters of evaluation and considering the Policy for determining qualifications, positive attributes and Independence of Director. Evaluation parameters of the Board and Committees were mainly based on Policy adopted by the Board and also considered Disclosure of Information, Key functions of the Board and Committees, responsibilities of the Board and Committees, Corporate Governance Norms etc. Board/ Committee structure and composition, Frequency of Board Meetings, participation of Directors in the meeting, Execution and Performance of specific duties of the Board of Directors, review of board's competency, experience, contribution etc.

## 14. DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to the provision of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the relevant data pertaining to the conservation of energy, technology absorption and foreign exchange earnings and outgo are provided in **ANNEXURE - I** of this Report.

## 15. DETAILS OF SUBSIDIARY COMPANY/ASSOCIATE COMPANIES/JOINT VENTURE

As per Rule 8(1) of the Companies (Accounts) Rules, 2014, the Board's Report has been prepared on a Standalone basis. Further, during the financial year 2016-17, no Company has become or ceased to be subsidiary, joint venture or associate of your Company.



Your Company has the following wholly owned subsidiary

- (a) **Jaysynth (Europe) Limited** - Jaysynth (Europe) Limited (JEL) is a Wholly Owned Subsidiary Company incorporated in United Kingdom to supply and meet demands of United Kingdom and countries in European Union.

During the financial year 2016-17, your Company had appointed Parag Sharadchandra Kothari as Director in Jaysynth (Europe) Limited with effect from 22<sup>nd</sup> July, 2016. Further Sharad Chandra Sharma resigned from the position of Director in Jaysynth (Europe) Limited with effect from 31<sup>st</sup> March, 2017.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 8(1) of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of your Company's Wholly Owned Subsidiary in **Form AOC – 1** is attached to the consolidated financial statements.

## **16. PERFORMANCE OF SUBSIDIARY COMPANY AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY**

Sales turnover of the subsidiary Company for the financial year 2016-17 was £ 18, 58,240 as compared to £ 16, 65,274 in the previous financial year. Net Profit before tax for the year £ 135,375 as against £ 36,466 in the previous financial year. Net profit after tax for the year was £ 118,806 as against £ 36,434 in the previous year.

## **17. PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES**

All Related Party Transactions entered by the Company during the financial year 2016-17 with related parties were in the ordinary course of business and at arm's length basis. Since, there were no materially significant related party transactions entered by your Company during the year under the review, **Form AOC – 2** is not applicable to the Company as Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

Your Company has formulated a policy on Related Party Transactions, which is also available on the website of the Company at [http://jaysynth.com/pdf/Policy\\_of\\_material\\_related\\_party\\_transaction.pdf](http://jaysynth.com/pdf/Policy_of_material_related_party_transaction.pdf)

Further in compliance of Schedule V read with Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company discloses the following:

- During the financial year 2016-17, Company has not taken or granted loans from Jaysynth (Europe) Limited, Wholly Owned Subsidiary.
- During the financial year 2016-17, Company has no associate company or joint venture Company.
- During the financial year 2016-17, Company has not accepted or granted any loans or advances to firms/companies in which the Directors are interested.
- During the financial year 2016 – 17, there were no investments by the loanee in the shares of the Company and Jaysynth (Europe) Limited, Wholly Owned Subsidiary, when the Company has made a loan or advance in the nature of the loan.

## **18. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the financial year 2016-17, your Board of Directors at their Meeting held on 30<sup>th</sup> May, 2016, re-appointed Parag Sharadchandra Kothari (DIN: 00184852) as Managing Director for a period 3 (three) years with effect from 01<sup>st</sup> June, 2016 to 31<sup>st</sup> May, 2019. Further, the Company at its 31<sup>st</sup> Annual General Meeting held on 31<sup>st</sup> August, 2016 took approval of Members by way of passing the special resolution.

In accordance with Section 152(6) of the Companies Act, 2013 and Article 100 of the Articles of Association of the Company, Jyoti Nirav Kothari (DIN: 07143429), Non - Executive Woman Director of the Company retires by rotation at the ensuing 32<sup>nd</sup> Annual General Meeting, being eligible offers herself for re-appointment.

## **19. DETAILS OF DEPOSITS COVERED UNDER CHAPTER V OF THE ACT**

Your Company has not accepted deposits from public within the meaning of Section 73 of the Companies Act, 2013 and rules framed thereunder.

## **20. DETAILS OF DEPOSITS WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENT OF CHAPTER V OF THE ACT**

Your Company has not accepted deposits from public within the meaning of Section 73 of the Companies Act, 2013 and rules framed thereunder. Further there are no deposits outstanding hence there were no instances inviting non compliance of the requirements of Chapter V of the Companies Act, 2013.

## **21. EXTRACT OF ANNUAL RETURN**

The extract of Annual Return as required under Sections 92(3) and 134(3)(a) of the Companies Act, 2013 read with Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, forms part of this Report and annexed as **ANNEXURE – II**.

**22. MEETINGS OF THE BOARD AND COMMITTEES OF THE BOARD**

- (a) **Board** - During the financial year ended 31<sup>st</sup> March, 2017, Board of your Company met 5 (Five) times i.e on 30<sup>th</sup> May, 2016, 11<sup>th</sup> July, 2016, 11<sup>th</sup> August, 2016, 8<sup>th</sup> November, 2016 and 11<sup>th</sup> February, 2017 respectively. The composition of your Board is in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Company's Board comprises of 7 (seven) directors which includes Parag Sharadchandra Kothari, Chairman and Managing Director, Nikhil Sharadchandra Kothari – Non-Executive Director, Jyoti Nirav Kothari – Non-Executive Woman Director, Bhavesh Virsen Panjuani – Independent Director, Kulinkant Nathubhai Manek – Independent Director, Prakash Mahadeo Kale – Independent Director and Rajendra Maganlal Desai- Independent Director.
- (b) **Audit Committee** – The Audit Committee consists entirely of Independent Directors with Prakash Mahadeo Kale as Chairman of the Committee. The other Members of the Audit Committee consists of Rajendra Maganlal Desai, Kulinkant Nathubhai Manek. Further Bhavesh Virsen Panjuani was appointed as a Member with effect from 8<sup>th</sup> November, 2016.
- (c) **Nomination and Remuneration Committee** - The Nomination and Remuneration Committee consists entirely of Independent Directors with Rajendra Maganlal Desai as Chairman of the Committee. The other Members of the Nomination and Remuneration Committee consists of Prakash Mahadeo Kale and Kulinkant Nathubhai Manek.
- (d) **Stakeholders' Relationship Committee** – The Stakeholders' Relationship Committee consists of Rajendra Maganlal Desai as Chairman of the Committee. The other Members of the Stakeholders' Relationship Committee consists of Parag Sharadchandra Kothari and Nikhil Sharadchandra Kothari.
- (e) **Corporate Social Responsibility Committee** - The Corporate Social Responsibility Committee consists of Prakash Mahadeo Kale as Chairman of the Committee. The other Members of the Corporate Social Responsibility Committee consists of Parag Sharadchandra Kothari and Rajendra Maganlal Desai.

The terms of reference of all the Committees, details of meetings held during the financial year of the Board and Committees of the Board and attendance of the directors are set out in the Corporate Governance Report annexed as **ANNEXURE - III** which forms part of this Report.

**23. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013 ("the Act"), the Board of Directors of your Company, to the best of their knowledge and ability, confirm that:

- in the preparation of the Annual Accounts, the applicable accounting standards have been followed and there are no material departures;
- they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the Financial Year and of the profit and loss of the Company for that period;
- they have taken proper and sufficient for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- they have prepared the Annual Accounts on a going concern basis;
- they have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and are operating effectively;
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**24. REPORTING OF FRAUD BY AUDITORS**

There were no instances of fraud reported by the Auditors during the financial year 2016-17.

**25. DECLARATION BY INDEPENDENT DIRECTORS**

The Independent Directors of your Company have furnished the declaration that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**26. SEPARATE MEETING OF INDEPENDENT DIRECTORS**

In compliance with the provisions of the Secretarial Standards, the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Separate Meeting of Independent Directors was held on 4<sup>th</sup> March, 2017 and considered the following agenda at the meeting:

- Review the performance of Non – Independent Directors and the Board of Directors as a whole;
- Review performance of the Chairman, taking into account the views of the Non – Executive Directors;

- (c) Assess the quality, quantity and timelines of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## 27. CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF AN INDEPENDENT DIRECTOR AND CRITERIA FOR EVALUATION.

The appointment of the Directors and their remuneration as per Policy of the Company which also mentions the criteria for determining qualifications, positive attributes and independence of Directors. The Policy along with the Board Diversity Policy aims at appointing individuals of high calibre and from diverse background and with varied experience to serve on the Board for guiding the management team to enhance the organisational performance. The detailed Policy is annexed to the Board's Report as **ANNEXURE - IV**.

## 28. EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE

- (a) **Statutory Auditor's report** - The observations made in the Auditor's Report of M/s. C.J. Shah & Associates, Chartered Accountants, read together with relevant notes thereon, are self-explanatory and hence do not call for any comments. There is no qualification, reservation, adverse remark or disclaimer by the Statutory Auditor's in their Report.
- (b) **Secretarial Auditor's Report** - The Secretarial Auditor's Report of M/s. Kaushal Dalal & Associates, Practising Company Secretary, for the financial year ended 31<sup>st</sup> March, 2017 does not contain any qualification, reservation, adverse remark or disclaimer by the Secretarial Auditor. The Secretarial Audit Report in Form No. MR-3 is annexed as **ANNEXURE - V**, which forms part of this Report.

## 29. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

## 30. PREVENTION OF SEXUAL HARRASSMENT

Your Company has adopted the Policy on prevention of Sexual Harassment as per the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. In compliance of the aforesaid Act, Company has also set up an Internal Complaints Committee to redress the complaints received from employees irrespective of them being permanent, contractual or temporary employees or trainees. Details of the Complaints relating to the incidents of Sexual Harassment and workshop conducted by the Company are mentioned below:

Number of complaints pending at the beginning of the year	NIL
Number of complaints received during the year	NIL
Number of complaints disposed off during the year	NIL
Number of complaints pending at the end of the year	NIL
Number of workshops conducted by the Company	1

The Company has also uploaded the Policy on Prevention of Sexual Harassment at Workplace on the website of the Company at [http://jaysynth.com/pdf/Sexual\\_Harassment\\_Policy.pdf](http://jaysynth.com/pdf/Sexual_Harassment_Policy.pdf).

## 31. SAFETY, HEALTH & ENVIRONMENT

Your Company considers safety as one of the most important and integral aspect of work. Company takes all the required and necessary steps towards fulfilling safety requirements and norms. Company ensures that the workmen are well aware of the safety procedures required to be followed while doing any activity of production, Company also ensures compliance of regulatory requirements under environmental laws. Company during the year as part of the National Safety Week, Jaysynth Dyestuff (India) Limited -Patalganga unit had organised 'Safety & Health Competition' and invited employees for participation.

43 Employees submitted 56 entries across 4 categories - Essay, Poem, Poster and Slogan. The large number of entries received showed the enthusiasm amongst our employees. Employees have shown their enthusiasm and awareness of the importance of Safety & Health in their daily life at home as well as the workplace. As a token of appreciation and motivation for the Employees, Certificate of Award was handed out to all participants.

## 32. RISK MANAGEMENT

The Company has its Risk Management Policy in place which is also displayed on the website of the Company. The weblink of the said policy is <http://jaysynth.com/pdf/Risk%20Management%20Policy.pdf>

In the opinion of the Board, during the financial year 2016-17, the Board has not noticed any elements of risk which may threaten the existence of the Company.

## 33. CORPORATE SOCIAL RESPONSIBILITY

The Company strongly believes in giving back to the society, Corporate Social Responsibility activities of your Company are directed towards promotion of education.

During the financial year 2016-17, your Company has contributed ₹ 18,75,000/- as against ₹ 18,38,296.33/- being 2% of average of the net profits for the preceding three financial years.

Further disclosure required in format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as **ANNEXURE - VI**. The Company has also uploaded the CSR Policy adopted on the website at [http://jaysynth.com/pdf/CSR\\_policy.pdf](http://jaysynth.com/pdf/CSR_policy.pdf)

#### 34. PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, is annexed as **ANNEXURE – VII**.

#### 35. REMUNERATION TO MANAGING DIRECTOR FROM JAYSYNTH (EUROPE) LIMITED, WHOLLY OWNED SUBSIDIARY

As per provision of Section 197(14) of the Companies Act, 2013, Parag Sharadchandra Kothari, Chairman and Managing Director shall not be disqualified from receiving any remuneration or commission from Jaysynth (Europe) Limited, Wholly Owned Subsidiary of the Company. Further Parag Sharadchandra Kothari has not received any payment in form of remuneration or commission from Jaysynth (Europe) Limited, Wholly Owned Subsidiary in the Financial Year 2016-17.

#### 36. CHANGE IN REGISTRAR AND TRANSFER AGENT

Sharepro Services (India) Private Limited was Registrar and Transfer Agent of the Company upto 5<sup>th</sup> June, 2016 and were handling physical and electronic share registry work, SEBI vide its order dated 22<sup>nd</sup> March, 2016 had advised all the companies who were clients of Sharepro Services (India) Private Limited to switch over their activities related to Registrar and Transfer Agent to another Registrar and Transfer Agent registered with SEBI. Pursuant to the order issued by SEBI, your Board at its meeting held on 30<sup>th</sup> May, 2016 appointed Link Intime India Private Limited with effect from 6<sup>th</sup> June, 2016. The details regarding such change was duly informed to BSE Limited where the equity shares of the Company are listed and an advertisement had also been issued in Financial Express (English) and Navshakti (Marathi).

Further your Board informs Link Intime India Private Limited, Registrar and Transfer Agent of the Company has changed its registered office from C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai – 400 078 to C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083.

#### 37. CORPORATE GOVERNANCE

Your Company aims and constantly strives in maintaining the highest standards of Corporate Governance practices. Your Company complies with all mandatory requirements as stipulated under Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Report on Corporate Governance along with the Auditor's Certificate on its compliance is annexed as **ANNEXURE – III** to this Board's Report. A declaration signed by the Managing Director in regard to compliance with the Code of Conduct by the Board Members and Senior Management Personnel also forms part of this Report.

#### 38. AUDITORS

- (a) **Internal Auditor** - Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates had been appointed as an Internal Auditor of the Company to conduct Internal Audit for the financial year 2016-17.
- (b) **Secretarial Auditor** - In compliance with the provisions of Section 204 of the Companies Act, 2013 and rules framed thereunder, the Board of Directors had appointed Kaushal M. Dalal of M/s. Kaushal Dalal and Associates, Practicing Company Secretary for the financial year 2016-17 to carry out secretarial audit of the Company.
- (c) **Statutory Auditor** – The Statutory Auditors of your Company, M/s C. J Shah & Associates, were appointed to hold office until the conclusion of the ensuing 32<sup>nd</sup> Annual General Meeting.

The term of M/s C. J Shah & Associates, Chartered Accountants, Statutory Auditor of the Company will expire at the end of the ensuing 32<sup>nd</sup> Annual General Meeting of the Company. M/s C. J Shah & Associates had been the Statutory Auditor of the Company since financial year 1997- 98. Being more than 10 years and as per the provisions of Section 139 of the Companies Act, 2013 and Rule 3 to 6 of the Companies (Audit and Auditors) Rules, 2014 made thereunder, the Statutory Auditor firm, whose term expires, shall be replaced by a new Statutory Auditor. In terms of the requirements of Section 139 of the Act read with rules made thereunder, the Board of Directors of the Company on the recommendation of the Audit Committee has appointed Hiren C. Sanghavi of M/s Hiren C. Sanghavi & Associates, Chartered Accountants (Firm Registration No: 112057W) as the Statutory Auditor of the Company in the Board Meeting held on 30<sup>th</sup> May, 2017, for a term of 5 (five) consecutive years commencing from the conclusion of the ensuing 32<sup>nd</sup> Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting, subject to the approval of the Members in the ensuing 32<sup>nd</sup> Annual General Meeting.

Hiren C. Sanghavi of M/s Hiren C. Sanghavi & Associates, Chartered Accountants have confirmed that his appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that he is not disqualified to be appointed as Statutory Auditor in terms of the provisions of Section 139 and Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The appointment of Hiren C. Sanghavi of M/s Hiren C. Sanghavi & Associates, Chartered Accountants as Statutory Auditor shall be subject to ratification by the Members at every Annual General Meeting during his remaining term.

The Board places on record its appreciation for the services rendered by M/s. C.J Shah & Associates as Statutory Auditor of the Company.

- (d) **Cost Auditor** -The Company is not required to appoint Cost Auditor as it is not required to submit cost audit report for the year under review pursuant to the provision of the Companies (Cost Records and Audit) Rules, 2014.

### **39. INSURANCE**

All the assets of the Company are adequately insured.

### **40. VIGIL MECHANISM**

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and requirements of Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has a vigil mechanism which has been incorporated in the Whistle Blower Policy for Directors and Employees to report genuine concerns. The Whistle Blower Policy also provides for adequate safeguards against victimization of persons who use vigil mechanism and for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The Whistle Blower Policy is uploaded on the website of your Company at [http://jaysynth.com/pdf/Whistle\\_Blower\\_Policy.pdf](http://jaysynth.com/pdf/Whistle_Blower_Policy.pdf)

### **41. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to Regulation 34(2) read with the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entails annexing to the Annual Report, Management Discussion and Analysis Report of the Company. In compliance of the same, said report for the financial year 2016-17 is annexed as **ANNEXURE -VIII** to Board's Report.

### **42. BOARD DIVERSITY**

Your Company believes that a diverse Board enhances the quality of the decisions. Directors from varied background, experience and expertise will assist Company to view a larger picture and analyse all aspects of business thereby resulting in better decision making and enhancing the business prospects. In view of the same, your Company has adopted a Board Diversity Policy and the same can be accesses at Company's website at [http://jaysynth.com/pdf/BOARD\\_DIVERSITY\\_POLICY.pdf](http://jaysynth.com/pdf/BOARD_DIVERSITY_POLICY.pdf).

### **43. GREEN INITIATIVES**

Ministry of Corporate Affairs encourages and supports green initiatives in Corporate Governance by allowing paperless compliances by Companies through electronic mode. Your Company supports the Green Initiative and has accordingly decided to send all communications to its shareholders to their respective registered E-mail id's. Your Company appeals to its Members, who are yet to register their E-mail id's and take necessary steps for registering the same so that they can also become a part of the green initiative and contribute towards a greener environment.

### **44. AWARDS**

Your Company was conferred with second award for the financial year 2015-16 for outstanding export performance of Dyes and Dye Intermediates by CHEMEXCIL (Basic Chemicals, Pharmaceuticals & Cosmetics Export Promotion Council) on 24<sup>th</sup> March, 2017.

### **45. DISCLOSURE OF ACCOUNTING TREATMENT**

Your Company has followed Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable in preparation of financial statements.

### **46. INDIAN ACCOUNTING STANDARDS**

Your Company shall adopt Indian Accounting Standards with effect from 01<sup>st</sup> April, 2017 pursuant to Ministry of Corporate Affairs notification dated 16<sup>th</sup> February, 2015, notifying the Companies (Indian Accounting Standards) Rules, 2015. The implementation of Indian Accounting Standards in the year 2017 will be a major change process and the Company is well positioned to ensure a smooth transition.

### **47. HUMAN RESOURCES**

Employees are considered to be one of the most important assets and one of the most critical resources in the business which maximize the effectiveness of the organization. Human resources build the enterprise and the sense of belonging would inculcate the spirit of dedication and loyalty amongst them towards strengthening the Company's Policies and Systems. The Company maintains healthy, cordial and harmonious relations with all personnel and thereby enhancing the contributory value of the Human Resources. Company makes continuous and consistent efforts to attract and retain best talent in the industry as employees are indispensable factor for growth of the organisation.

**48. OTHER DISCLOSURES**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- (a) The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- (b) The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- (c) The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- (d) During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

**49. ACKNOWLEDGEMENT AND APPRECIATION**

Your Board expresses their gratitude towards all the employees of the Company for their sincere, consistent and dedicated efforts towards the Company. They would also like to thank all other stakeholders of Company viz; Bankers, Suppliers, Customers and financial institution for their continued cooperation and support received by the Company.

**For and on behalf of the Board of Directors**

**Place: Mumbai**

**Date: 30<sup>th</sup> May, 2017**

**Parag Sharadchandra Kothari  
Chairman and Managing Director  
DIN: 00184852**

## ANNEXURE - I

### PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014

Information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

#### A. Conservation of Energy - (Annexed as 'Form A')

##### i. Your Company adopts following steps towards conservation of energy

The Company is reviewing various proposals for reduction in consumption of energy, mainly by way of replacement of existing equipments by modern and energy efficient equipments.

Further the Company ensures adopting and following energy saving measures:

1. Switching off equipments whenever not in use;
2. Printing only important documents;
3. Use of maximum day light;
4. Creating awareness amongst the employees for energy saving.

##### ii. The steps taken by the Company for utilising alternate sources of energy

Apart from change/replacement of ordinary lights by LED Lights there are no specific steps taken by the Company for utilising alternate sources of energy.

##### iii. The capital investment on energy conservation equipments

The Company has not made any capital investment on energy conservation equipments during the financial year 2016-17.

#### B. Technology absorption

##### i. The efforts made towards technology absorption

The Company upgraded many of its processes and operations imbibing new technology using more efficient equipment and incorporating automation.

##### ii. The benefits derived like product improvement, cost reduction, product development or import substitution

The above efforts have resulted in quality improvement.

##### iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

The Company did not import any technology

##### iv. Research and Development

##### Specific areas in which research and development was carried out by the Company

The Company focused its Research and Development efforts on process and process development of new products and formulations, trouble shooting in manufacturing departments.

##### Benefits derived from Research and Development

The Company was able to introduce new products and formulations.

##### Future plan

The Company is investing further in people and equipment so as to strengthen its R & D and thereby enhance its capability to face the future.



**C. Foreign Exchange earnings and outgo**

Foreign Exchange earnings and outgo as required pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 are as follows:

(₹. in Lakhs)		
Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Value of Direct Imports calculated on CIF basis</b>		
(i) Stores , Spares	81.39	90.34
(ii) Raw materials	545.25	300.10
(iii) Capital Goods	54.66	55.11
(iv) Finished goods	61.82	154.58
<b>Earnings in Foreign Exchange on account of export of goods :</b>		
Direct Export on FOB Basis	7139.20	6812.28
<b>Expenditure in Foreign Currency :</b>		
(i) Travelling	18.28	16.15
(ii) Others	6.67	65.12
(iii) Commission	26.00	35.07

**FORM 'A' FOR DISCLOSURE WITH RESPECT TO CONSERVATION OF ENERGY**

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Power &amp; Fuel Consumption: Electricity:</b>		
<b>a. Purchased</b>		
Unit (in KWH) :	443957	426339
Total Amount (₹ in Lakhs)	41.45	37.17
Rate/Unit (₹) Average	9.34	8.72
<b>b. Own Generation</b>		
Through Diesel Generator Units (in KWH)	33256	62125
Units per Litre of diesel oil	4.95	4.79
Cost / Unit. ₹	11.67	10.90

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

Parag Sharadchandra Kothari  
Chairman and Managing Director  
DIN: 00184852

**ANNEXURE- II****Form No. MGT.9****EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31<sup>st</sup> March, 2017***[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]***I. REGISTRATION AND OTHER DETAILS:**

i)	Corporate Identification Number	L24114MH1985PLC035564
ii)	Registration Date	8 <sup>th</sup> March, 1985
iii)	Name of the Company	Jaysynth Dyestuff (India) Limited
iv)	Category Sub Category of the Company	Company Limited by shares Non - Government Company
v)	Address of the Registered office and Contact Details	301, Sumer Kendra, P. B. Marg, Worli, Mumbai – 400 018 Tel No.: 022-3042 3048 Fax No : 022-3042 3434 Email Id: jsec@jaysynth.com Website: www.jaysynth.com
vi)	Whether Listed Company (Yes/No)	Yes with BSE Limited
vii)	Name, address and Contact Details of Registrar and Transfer Agents, If any	<b>Registrar and Transfer Agent (Upto 5<sup>th</sup> June, 2016)</b> <b>Sharepro Services (India) Private Limited</b> 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072 Tel No.: 022-6772 0300/6772 0334 Fax No.: 022-2837 5646 E-mail Id: sharepro@shareproservices.com Website: www.shareproservices.com  <b>Registrar and Transfer Agent (w.e.f. 6<sup>th</sup> June, 2016)</b> <b>Link Intime India Private Limited</b> C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 Tel. No: 022 – 4918 6270 Fax No : 022 – 4918 6060 E-mail Id: rent.helpdesk@linkintime.co.in Website: www.linkintime.co.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the product/service	% to total turnover of the company
1	Dyes and Pigments	20114	76.61
2	Digital Inks	20223	21.27

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Jaysynth (Europe) Limited Park House , 200 Drake Street, Rochdale, Lancashire OL 16 1PJ	N.A	Subsidiary	100	2(87)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i. Category-wise ShareHolding**

Category of Shareholders	No. of Shares held at the beginning of the year (as on 1 <sup>st</sup> April, 2016)				No. of Shares held at the end of the year (as on 31 <sup>st</sup> March, 2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a. Individual/HUF	5450123	-	5450123	62.72	5450123	-	5450123	62.72	-
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt(s)	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	640765	-	640765	7.37	640765	-	640765	7.37	-
e. Bank / FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A)(1):-	6090888	-	6090888	70.09	6090888	-	6090888	70.09	-
(2) Foreign									
a. NRI – Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corp.	-	-	-	-	-	-	-	-	-
d. Banks / FI	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
Sub Total (A)(2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters(A)= (A) (1)+(A)(2)	6090888	-	6090888	70.09	6090888	-	6090888	70.09	-
B. Public Shareholding									
(1) Institutions									
a. Mutual Funds	-	4800	4800	0.06	-	-	-	-	(0.06)
b. Banks/FI	949	-	949	0.01	949	-	949	0.01	-
c. Central Govt	-	-	-	-	-	-	-	-	-
d. State Govt(s)	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-
f. Insurance Companies	-	-	-	-	-	-	-	-	-
g. FIs	-	-	-	-	-	-	-	-	-
h. Foreign venture Capital Funds	-	-	-	-	-	-	-	-	-
i. Others: Unit trust of India	-	-	-	-	-	4800	4800	0.06	0.06
Sub Total (B)(1):-	949	4800	5749	0.07	949	4800	5749	0.07	-
(2) Non - Institutions									
a. Bodies Corporate									
i. Indian	445424	1300	446724	5.14	533684	-	533684	6.14	1.00
ii. Overseas	-	-	-	-	-	-	-	-	-
b. Individual									
i. Individual Shareholders holding nominal share capital upto ₹ 1 lakh	1050703	175276	1225979	14.11	972605	174876	1147481	13.20	(0.91)
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	774972	-	774972	8.92	774972	-	774972	8.92	-
c. Others									
i. Non - Promoters - Directors/ Relatives of Director	18145	2900	21045	0.24	18145	2900	21045	0.24	-
ii. NRI (Rep)	2546	-	2546	0.03	5159	-	5159	0.06	0.03
iii. NRI (Non – Rep)	32562	-	32562	0.37	35238	-	35238	0.41	0.04

Category of Shareholders	No. of Shares held at the beginning of the year (as on 1 <sup>st</sup> April, 2016)				No. of Shares held at the end of the year (as on 31 <sup>st</sup> March, 2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
iv. Trust	-	-	-	-	-	-	-	-	-
v. In Transit	-	-	-	-	-	-	-	-	-
vi. Clearing Members	21628	-	21628	0.25	14024	-	14024	0.16	(0.09)
vii. Hindu Undivided Family	67607	-	67607	0.78	61460	-	61460	0.71	(0.07)
<b>SubTotal (B) (2):-</b>	<b>2413587</b>	<b>179476</b>	<b>2593063</b>	<b>29.84</b>	<b>2415287</b>	<b>177776</b>	<b>2593063</b>	<b>29.84</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B)(1)+(B) (2)</b>	<b>2414536</b>	<b>184276</b>	<b>2598812</b>	<b>29.91</b>	<b>2416236</b>	<b>182576</b>	<b>2598812</b>	<b>29.91</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand total (A+B+C)</b>	<b>8505424</b>	<b>184276</b>	<b>8689700</b>	<b>100.00</b>	<b>8507124</b>	<b>182576</b>	<b>8689700</b>	<b>100.00</b>	<b>-</b>

\* The Company has classified Bodies Corporate Shareholdings into Bodies Corporate and Clearing Members for the financial year ended 31<sup>st</sup> March, 2016.

\*\* The Company has also classified Individual holding upto ₹ 1 lakh into Individual holding upto ₹ 1 lakh and Hindu Undivided Family Category respectively for the financial year ended 31<sup>st</sup> March, 2016.

## ii. Shareholding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 1 <sup>st</sup> April, 2016)			Shareholding at the end of the year (as on 31 <sup>st</sup> March, 2017)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged / encumbered to total shares	
1	Jayshree Sharadchandra Kothari	2663595	30.65	-	9034	0.10	-	(30.55)
2	Parag Sharadchandra Kothari	1921734	22.12	-	3262565	37.55	-	15.43
3	Nikhil Sharadchandra Kothari	831874	9.57	-	2172704	25.00	-	15.43
4	Late Sharadchandra Shoorji Kothari	27100	0.31	-	-	-	-	(0.31)
5	Jigna Parag Kothari	5820	0.07	-	5820	0.07	-	-
6	Jaysynth Impex Limited	340641	3.92	-	340641	3.92	-	-
7	Shoorji Trikamdas Investment Company Private Limited	300124	3.45	-	300124	3.45	-	-
<b>Total</b>		<b>6090888</b>	<b>70.09</b>	<b>-</b>	<b>6090888</b>	<b>70.09</b>	<b>-</b>	<b>-</b>

## iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Jayshree Sharadchandra Kothari</b>				
	At the beginning of the year	2663595	30.65	2663595	30.65
	<b>Less:</b> Inter- se transfer on 18 <sup>th</sup> April, 2016 (Gift of Shares)	2663595	30.65	-	-
	<b>Add:</b> Transmission of Shares to existing Legal heirs on 28 <sup>th</sup> June, 2016	9034	0.10	9034	0.10
	At the end of the year	-	-	9034	0.10
<b>2</b>	<b>Parag Sharadchandra Kothari</b>				
	At the beginning of the year	1921734	22.12	1921734	22.12
	<b>Add:</b> Inter- se transfer on 18 <sup>th</sup> April, 2016 (Gift of Shares)	1331798	15.33	3253532	37.44
	<b>Add:</b> Transmission of Shares to existing Legal heirs on 28 <sup>th</sup> June, 2016	9033	0.10	3262565	37.55
	At the end of the year	-	-	3262565	37.55
<b>3</b>	<b>Nikhil Sharadchandra Kothari</b>				
	At the beginning of the year	831874	9.57	831874	9.57
	<b>Add:</b> Inter- se transfer on 18 <sup>th</sup> April, 2016 (Gift of Shares)	1331797	15.33	2163671	24.90
	<b>Add:</b> Transmission of Shares to existing Legal heirs on 28 <sup>th</sup> June, 2016	9033	0.10	2172704	25.00
	At the end of the year	-	-	2172704	25.00

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	Late Sharadchandra Shoorji Kothari				
	At the beginning of the year	27100	0.31	27100	0.31
	Less: Transmission of Shares to existing Legal heirs on 28 <sup>th</sup> June, 2016	27100	0.31	-	-
	At the end of the year	-	-	-	-

iv. Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date Wise Increase / Decrease in Shareholding During the Year		Reason for Increase/ Decrease	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date of transaction	No of Shares		No. of shares	% of total shares of the company
1	Nalini R Kothari	259750	2.99	01/04/2016	-	-	259750	2.99
				31/03/2017	-	-	259750	2.99
2	Meena M Kothari	258272	2.97	01/04/2016	-	-	258272	2.97
				31/03/2017	-	-	258272	2.97
3	Priti S Kothari	256950	2.96	01/04/2016	-	-	256950	2.96
				31/03/2017	-	-	256950	2.96
4	Stovec Industries Limited	-	-	01/04/2016	-	-	-	-
				17/06/2016	43416	Transfer/ Purchase	43416	0.50
				05/08/2016	747	Transfer/ Purchase	44163	0.51
				12/08/2016	1537	Transfer/ Purchase	45700	0.53
				19/08/2016	4347	Transfer/ Purchase	50047	0.58
				26/08/2016	7498	Transfer/ Purchase	57545	0.66
				02/09/2016	5237	Transfer/ Purchase	62782	0.72
				09/09/2016	398	Transfer/ Purchase	63180	0.73
				16/09/2016	7929	Transfer/ Purchase	71109	0.82
				23/09/2016	1130	Transfer/ Purchase	72239	0.83
				30/09/2016	4672	Transfer/ Purchase	76911	0.89
				07/10/2016	3336	Transfer/ Purchase	80247	0.92
				14/10/2016	1435	Transfer/ Purchase	81682	0.94
				21/10/2016	4985	Transfer/ Purchase	86667	1.00
				28/10/2016	2091	Transfer/ Purchase	88758	1.02
				04/11/2016	1000	Transfer/ Purchase	89758	1.03
				11/11/2016	8485	Transfer/ Purchase	98243	1.13
				18/11/2016	7430	Transfer/ Purchase	105673	1.22
				25/11/2016	7903	Transfer/ Purchase	113576	1.31
				02/12/2016	1967	Transfer/ Purchase	115543	1.33
				09/12/2016	2553	Transfer/ Purchase	118096	1.34
				16/12/2016	3689	Transfer/ Purchase	121785	1.40
				23/12/2016	5504	Transfer/ Purchase	127289	1.46
				30/12/2016	6211	Transfer/ Purchase	133500	1.54
				06/01/2017	3065	Transfer/ Purchase	136565	1.57
				13/01/2017	3207	Transfer/ Purchase	139772	1.61
				20/01/2017	914	Transfer/ Purchase	140686	1.62
				27/01/2017	1711	Transfer/ Purchase	142397	1.64



Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date Wise Increase / Decrease in Shareholding During the Year		Reason for Increase/ Decrease	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date of transaction	No of Shares		No. of shares	% of total shares of the company
				03/02/2017	1709	Transfer/ Purchase	144106	1.66
				10/02/2017	405	Transfer/ Purchase	144511	1.66
				17/02/2017	8709	Transfer/ Purchase	153220	1.76
				24/02/2017	650	Transfer/ Purchase	153870	1.77
				03/03/2017	6316	Transfer/ Purchase	160186	1.84
				10/03/2017	1500	Transfer/ Purchase	161686	1.86
				17/03/2017	111	Transfer/ Purchase	161797	1.86
				24/03/2017	2087	Transfer/ Purchase	163884	1.89
				31/03/2017	3563	Transfer/ Purchase	167447	1.93
				31/03/2017	-	-	167447	1.93
5	Jukaso Yarns Industries Private Limited	163116	1.88	01/04/2016	-	-	163116	1.88
				31/03/2017	-	-	163116	1.88
6	Cutch Chemicals Private Limited	145404	1.67	01/04/2016	-	-	145404	1.67
				31/03/2017	-	-	145404	1.67
7	Pragna Ravindra Ved	31000	0.36	01/04/2016	-	-	31000	0.36
				17/06/2016	(499)	Transfer/ Sale	30501	0.35
				24/06/2016	300	Transfer/ Purchase	30801	0.35
				30/06/2016	3486	Transfer/ Purchase	34287	0.39
				02/09/2016	8713	Transfer/ Purchase	43000	0.49
				16/09/2016	150	Transfer/ Purchase	43150	0.50
				30/09/2016	4850	Transfer/ Purchase	48000	0.55
				14/10/2016	2000	Transfer/ Purchase	50000	0.58
				04/11/2016	1500	Transfer/ Purchase	51500	0.59
				11/11/2016	790	Transfer/ Purchase	52290	0.60
				25/11/2016	2010	Transfer/ Purchase	54300	0.62
				17/02/2017	1200	Transfer/ Purchase	55500	0.64
				10/03/2017	1500	Transfer/ Purchase	57000	0.66
				31/03/2017	175	Transfer/ Purchase	57175	0.66
				31/03/2017	-	-	57175	0.66
8	Jatin Fakirchand Jhaveri	39691	0.46	01/04/2016	-	-	39691	0.46
				31/03/2017	-	-	39691	0.46
9	Vishnushankar B Mishra	26540	0.31	01/04/2016	-	-	26540	0.31
				24/06/2016	(450)	Transfer/ Sale	26090	0.30
				16/09/2016	(3350)	Transfer/ Sale	22740	0.26
				23/09/2016	(475)	Transfer/ Sale	22265	0.26
				07/10/2016	(1100)	Transfer/ Sale	21165	0.24
				16/12/2016	404	Transfer/ Purchase	21569	0.25
				23/12/2016	580	Transfer/ Purchase	22149	0.25
				13/01/2017	645	Transfer/ Purchase	22794	0.26
				20/01/2017	481	Transfer/ Purchase	23275	0.27
				10/02/2017	2000	Transfer/ Purchase	25275	0.29
				17/02/2017	120	Transfer/ Purchase	25395	0.29
				03/03/2017	639	Transfer/ Purchase	26034	0.30
				31/03/2017	650	Transfer/ Purchase	26684	0.31
				31/03/2017	-	-	26684	0.31

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date Wise Increase / Decrease in Shareholding During the Year		Reason for Increase/ Decrease	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date of transaction	No of Shares		No. of shares	% of total shares of the company
10	Jayshree Krishna	25000	0.29	01/04/2016	-	-	25000	0.29
				31/03/2017	-	-	25000	0.29
11	Equity Intelligence India Private Limited	40650	0.47	01/04/2016	-	-	40650	0.47
				08/07/2016	(26749)	Transfer/Sale	13901	0.16
				23/09/2016	(13901)	Transfer/Sale	-	-
				31/03/2017	-	-	-	-

**v. Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For each of the Directors and KMP	Shareholdings at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Parag Sharadchandra Kothari*</b>				
	At the beginning of the year	1921734	22.12	1921734	22.12
	<b>Add:</b> Inter- se transfer on 18 <sup>th</sup> April, 2016 (Gift of Shares)	1331798	15.33	3253532	37.45
	<b>Add:</b> Transmission of Shares to existing Legal heirs on 28 <sup>th</sup> June, 2016	9033	0.10	3262565	37.55
	At the end of the year	-	-	3262565	37.55
<b>2</b>	<b>Nikhil Sharadchandra Kothari</b>				
	At the beginning of the year	831874	9.57	831874	9.57
	<b>Add:</b> Inter- se transfer on 18 <sup>th</sup> April, 2016 (Gift of Shares)	1331797	15.33	2163671	24.90
	<b>Add:</b> Transmission of Shares to existing Legal heirs on 28 <sup>th</sup> June, 2016	9033	0.10	2172704	25.00
	At the end of the year	-	-	2172704	25.00
<b>3</b>	<b>Bhavesh Virsen Panjuani</b>				
	At the beginning of the year	400	0.00	400	0.00
	At the end of the year	-	-	400	0.00
<b>4</b>	<b>Kulinkant Nathubhai Manek</b>				
	At the beginning of the year	200	0.00	200	0.00
	At the end of the year	-	-	200	0.00
<b>5</b>	<b>Rajendra Maganlal Desai</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>6</b>	<b>Prakash Mahadeo Kale</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>7</b>	<b>Jyoti Nirav Kothari</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>8</b>	<b>Mangesh Narayan Patil</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>9</b>	<b>Pooja Pradip Niphadkar</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-

**\* Parag Sharadchandra Kothari has been re-appointed as Managing Director for a period 3 (three) years with effect from 01<sup>st</sup> June, 2016 to 31<sup>st</sup> May, 2019 at the 31<sup>st</sup> Annual General Meeting held on 31<sup>st</sup> August, 2016.**



**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding /accrued but not due for payment.

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
Change in the Indebtedness during the year				
+ Additions	-	-	-	-
- Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
Indebtedness at the end of the financial year				
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

**VI. REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A). Remuneration to Managing Directors, Whole time Directors and/or Manager:

(₹ in Lakhs)

Sr No	Particulars of Remuneration	Name of Managing Director	Total Amount
		Parag Sharadchandra Kothari*	
1	<b>Gross Salary</b>		
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	19.00	19.00
	b) value of perquisites u/s 17(2) Income-tax Act, 1961	0.26	0.26
	(c) Profits in lieu of Salary under Section 17(3) Income-tax Act, 1961	-	-
2	Stock Options	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	5.21	5.21
	- others, specify	-	-
5	Others, please specify		
	- Provident Fund & other Funds	1.44	1.44
<b>Total (A)</b>		<b>25.91</b>	<b>25.91</b>
Ceiling as per the Act		26.07	

\* Parag Sharadchandra Kothari has been re-appointed as Managing Director for a period 3 (three) years with effect from 1<sup>st</sup> June, 2016 to 31<sup>st</sup> May, 2019 at the 31<sup>st</sup> Annual General Meeting held on 31<sup>st</sup> August, 2016.

**B). Remuneration to other directors:**

(₹ in Lakhs)

SI No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors	Rajendra Maganlal Desai	Prakash Mahadeo Kale	Bhaves Virsen Panjuani	Kulinkant Nathubhai Manek	
	Fee for attending Board/ Committee Meetings	1.95	1.65	0.75	1.16	5.51
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	1.95	1.65	0.75	1.16	5.51
2.	Other Non-Executive Directors	Nikhil Sharadchandra Kothari		Jyoti Nirav Kothari		
	Fee for attending Board/ Committee Meetings	0.78		0.36		1.14
	Commission	-		-		-
	Others, please specify	-		-		-
	Total (2)	0.78		0.36		1.14
	Total (B) =(1+2)					6.65
	Total Managerial Remuneration					6.65
	Overall Ceiling as per the Act					NA

**C). Remuneration to Key Managerial Personnels other than Managing Director/Manager/Whole Time Director:**

(₹ in Lakhs)

SI No.	Particulars of Remuneration	Key Managerial Personnels		Total Amount
		Company Secretary	Chief Financial Officer	
		Pooja Pradip Niphadkar	Mangesh Narayan Patil	
1.	<b>Gross Salary</b>			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	6.29	13.00	19.29
	(b) value of perquisites u/s 17(2) Income-tax Act, 1961	0.07	0.20	0.27
	(c) Profits in lieu of Salary under Section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Options	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify	- -	- -	
5.	Others, please specify - Provident Fund & other Funds	0.25	0.57	0.82
<b>Total</b>		<b>6.61</b>	<b>13.77</b>	<b>20.38</b>

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

Parag Sharadchandra Kothari  
Chairman and Managing Director  
DIN: 00184852

## ANNEXURE – III

### Report on Corporate Governance

#### 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 provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### A. BOARD OF DIRECTORS

##### (a) COMPOSITION OF BOARD OF DIRECTORS

The composition of the Board of Directors of the Company is in compliance with the provisions of the Companies Act, 2013 and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As at the end of financial year 31<sup>st</sup> March, 2017, the total Board strength comprises of the following:

Category of Directors	Number of Directors
Executive Director (Chairman and Managing Director)	1
Non – Executive Promoter Director	1
Non – Executive, Non – Promoter and Woman Director	1
Independent Directors	4
<b>Total strength of the Board</b>	<b>7</b>

##### (b) INTER - SE RELATIONSHIP BETWEEN DIRECTORS

Except Parag Sharadchandra Kothari and Nikhil Sharadchandra Kothari, no other directors are inter se related to each other.

##### (c) ATTENDANCE OF BOARD OF DIRECTORS AT THE BOARD MEETING AND PREVIOUS ANNUAL GENERAL MEETING.

The Board met 5 (five) times during the financial year ended 31<sup>st</sup> March, 2017 and the maximum interval between any two board meetings did not exceed 120 (one hundred and twenty) days. The Company adheres to the Secretarial Standards on the Board Meetings as prescribed by the Institute of Company Secretaries of India. The date of the board meetings are finalized in a pre planned manner. Additional meetings are held when necessary. The Board has complete access to any information within the Company. Agenda and background notes on the Agenda containing all necessary information/documents are made available to the Board Members in a timely manner to enable them to discharge their responsibilities effectively and take informed decisions. The information as specified in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and as per the provisions of the Companies Act, 2013 is regularly made available to the Board, whenever applicable, for discussion and consideration.

Details of Board Meetings and attendance of Directors in the same and attendance at the previous Annual General Meeting is mentioned herein below

Sr No	Name of Directors and their Category	Date of Board Meetings and Details of Attendance					Previous AGM Attendance i.e held on 31 <sup>st</sup> August, 2016
		30.05.2016	11.07.2016	11.08.2016	08.11.2016	11.02.2017	
<b>Executive Director</b>							
1	Parag Sharadchandra Kothari	Attended	Attended	Attended	Attended	Attended	Yes
<b>Non – Executive Directors</b>							
2	Nikhil Sharadchandra Kothari	-	Attended	Attended	Attended	Attended	No
3	Jyoti Nirav Kothari	Attended	-	Attended	Attended	-	Yes
<b>Independent Directors</b>							
4	Bhavesh Virsen Panjuani	Attended	Attended	Attended	Attended	Attended	Yes
5	Kulinkant Nathubhai Manek	Attended	-	Attended	Attended	Attended	Yes
6	Prakash Mahadeo Kale	Attended	Attended	Attended	Attended	Attended	Yes
7	Rajendra Maganlal Desai	Attended	Attended	Attended	Attended	Attended	Yes

**(d) NUMBER OF SHARES HELD BY NON – EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS**

Sr. No.	Name of the Directors	Number of Shares held
1.	Nikhil Sharadchandra Kothari	21,72,704
2	Jyoti Nirav Kothari	-
3	Bhaves Virsen Panjuani	400
4	Kulinkant Nathubhai Manek	200
5	Prakash Mahadeo Kale	-
6	Rajendra Maganlal Desai	-

**(e) DETAILS OF OTHER DIRECTORSHIPS**

In compliance with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, None of the Independent Director of the Company is a Director in more than 7 (seven) Listed Companies. None of the existing Independent Director of the Company is a Whole – Time Director in any listed company.

In compliance with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, None of the Director is a member of Committees in more than 10 (Ten) Public Limited Companies or acts as a Chairperson of more than 5 (Five) committees across all listed Company in which he is a Director.

Further in compliance with Section 165 of the Companies Act, 2013, none of the Director is a Director in more than 10 (Ten) Public Limited Companies.

Sr. No.	Name of the Director	Directorship in other companies*	Position in committees in companies**	
			Chairmanship	Membership
1	Parag Sharadchandra Kothari	1	-	-
2	Bhaves Virsen Panjuani	2	-	1
3	Jyoti Nirav Kothari	-	-	-
4	Kulinkant Nathubhai Manek	-	-	-
5	Nikhil Sharadchandra Kothari	2	-	-
6	Prakash Mahadeo Kale	-	-	-
7	Rajendra Maganlal Desai	9	-	8

\* Includes Directorships of public limited companies or a private company that is either a holding or subsidiary company of a public company registered under the Companies Act 1956/ the Companies Act, 2013 other than Jaysynth Dyestuff (India) Limited.

\*\* Includes only Audit Committee and Stakeholders' Relationship Committee of the public limited companies (whether listed or not) other than Jaysynth Dyestuff (India) Limited.

**B. DETAILS OF FAMILIARISATION PROGRAMME IMPARTED TO INDEPENDENT DIRECTORS**

Every Independent Director is issued a Letter of Appointment setting out terms and conditions, duties and responsibilities of Director. 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 to any information relating to the Company. During the financial year ended 31<sup>st</sup> March, 2017, the Company conducted a Familiarisation Programme for Independent Directors which was attended by all the Independent Directors. The details of such familiarisation programme imparted to the Independent Directors during the financial year ended 31<sup>st</sup> March, 2017, in terms of provisions of Regulations 25 and 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is displayed on the website of the Company and web link is <http://jaysynth.com/Familiarization.html>

**C. INDEPENDENT DIRECTORS**

Independent Directors play an important role in the governance processes of the Board. They bring their expertise and experience on the deliberations of the Board. This enriches the decision making process at the Board with different point of views and experiences and prevents conflicts of interest in the decision making process. The appointment of the Independent Directors is carried out in a structured manner.

During the year under review, in accordance with the provisions of Schedule IV (Code of Independent Director) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, all the Independent Directors met on 4<sup>th</sup> March, 2017, without the attendance of Non - Independent Directors and Members of the management, to discuss the following:

- (a) Review and evaluation of the performance of Non - Independent Directors and the Board of Directors as a whole.
- (b) Review and evaluation of the performance of the Chairman of the Company, taking into account the view of the Executive and Non - Executive Directors.
- (c) Review and evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

#### **D. COMMITTEES OF THE BOARD**

The Company is in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in reference to constitution of Committees. Composition, terms of reference and duties and responsibilities of each Committee is based on the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee meetings are held on a timely basis and such committees make necessary recommendation and/or observations and decisions are placed before the Board for their information or approval. The Chairman of respective Committee updates the Board regarding the discussions held / decisions taken at the Committee Meeting

#### **(a) AUDIT COMMITTEE**

##### **(i) 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.

#### **Explanation**

- (i) The term “related party transactions” shall have the same meaning as provided in Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015

Review of information by Audit Committee.

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
6. Statement of Deviation :
  - (a) quarterly statement of deviation(s) including report for monitoring agency, if applicable, submitted to stock exchange in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document /prospectus/ notice in terms of Regulation 32(7).

#### **(ii) COMPOSITION AND MEETINGS**

The Board has constituted a well-qualified Audit Committee. All the Members of the Committee are Independent Directors including Chairman and they are financially literate and possess accounting and financial management expertise.

Sr. No.	Name of Directors and their Category	Chairman or Member	Date of Audit Committee Meetings and Details of Attendance				
			30.05.2016	11.07.2016	11.08.2016	08.11.2016	11.02.2017
1	Prakash Mahadeo Kale (Independent Director)	Chairman	Attended	Attended	Attended	Attended	Attended
2	Rajendra Maganlal Desai (Independent Director)	Member	Attended	Attended	Attended	Attended	Attended
3	Kulinkant Nathubhai Manek (Independent Director)	Member	Attended	-	Attended	Attended	Attended
4	Bhavesh Virsen Panjuani (w.e.f 08 <sup>th</sup> November, 2016) (Independent Director)	Member	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Attended

The Chief Financial Officer and Internal Auditor are invitees to the meeting. The Company Secretary of the Company acts as the Secretary to the Committee.

The Chairperson of the Audit Committee was present at the previous Annual General Meeting of the Company to answer shareholder queries.



**(b) NOMINATION AND REMUNERATION COMMITTEE****(i) 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 co-ordinates 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.

**RESPONSIBILITIES**

- Reviewing and reassessing the adequacy of the committee's charter as required and recommending changes to the Board.
- Reviewing and assessing its own performance on an annual basis.
- Developing and recommending to the Board a set of corporate governance guidelines applicable to the Company.
- Overseeing the Company's corporate governance practices, including reviewing the Company's corporate governance guidelines annually and recommending amendments to the Board as necessary.
- Monitoring compliance with the Company's corporate governance guidelines.
- To develop and recommend to the Board for approval a CEO succession plan (the "Succession Plan"), to review the Succession Plan periodically with the CEO, develop and evaluate potential candidates for executive positions and recommend to the Board any changes to, and any candidates for succession under the Succession Plan.

**SPECIFIC POWERS**

- The committee may conduct or authorize studies of matters within the committee's scope of responsibility with full access to all books, records, facilities and personnel of the Company.
- The committee may, at the expense of the Company, select and retain advisors to assist it in connection with its functions, as it deems necessary or appropriate.
- The Company shall provide for appropriate funding, as determined by the committee, for payment of any advisors employed by the committee pursuant to this charter.
- The Company shall pay the ordinary administrative expenses of the committee that are necessary or appropriate for carrying out its duties. The advisors retained by the committee shall be independent as determined in the discretion of the committee.
- The committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.
- The committee is governed by the same rules regarding meetings as are applicable to the Board.

**(ii) COMPOSITION AND MEETINGS**

Sr. No.	Name of Directors and their Category	Chairman or Member	Date of Nomination and Remuneration Committee Meetings and Details of Attendance				
			30.05.2016	11.07.2016	11.08.2016	08.11.2016	11.02.2017
1	Rajendra Maganlal Desai (Independent Director)	Chairman	Attended	Attended	Attended	Attended	Attended
2	Prakash Mahadeo Kale (Independent Director)	Member	Attended	Attended	Attended	Attended	Attended
3	Kulinkant Nathubhai Manek (Independent Director)	Member	Attended	-	Attended	Attended	Attended

The Chairperson of the Nomination and Remuneration Committee was present at the previous Annual General Meeting of the Company to answer shareholder queries. The Company Secretary of the Company acts as the Secretary to the Committee.

**(iii) PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTOR**

The performance evaluation of Independent Directors was based on various parameters such as: Board/ Committee structure and composition, Frequency of Meetings, participation of Independent Directors in the meeting, Execution and Performance of specific duties of the Directors, review of Independent Director's competency, experience, contribution alongwith criteria mentioned in policy adopted by the Board.

**(c) STAKEHOLDERS' RELATIONSHIP COMMITTEE**
**(i) TERMS OF REFERENCE**

The Stakeholders' Relationship Committee oversees, inter-alia, redressal of security holder and investor grievances, transfer/ transmission of security holders, issue of duplicate certificate to security holders, exchange of new design share certificates or certificate of securities, recording dematerialisation/rematerialization of securities and related matters, non-receipt of declared dividend and non-receipt of Annual Report.

**(ii) COMPOSITION AND MEETINGS**

Sr. No.	Name of Directors and their Category	Chairman or Member	Date of Stakeholders' Relationship Committee Meetings and Details of Attendance			
			01.08.2016	28.10.2016	08.11.2016	21.12.2016
1	Rajendra Maganlal Desai (Independent Director)	Chairman	Attended	Attended	Attended	Attended
2	Nikhil Sharadchandra Kothari (Non – Executive Director)	Member	Attended	Attended	Attended	Attended
3	Parag Sharadchandra Kothari (Chairman and Managing Director)	Member	Attended	Attended	Attended	Attended

The Chairperson of the Stakeholders' Relationship Committee was present at the previous Annual General Meeting of the Company to answer shareholder queries. The Company Secretary of the Company acts as the Secretary to the Committee.

The Company Secretary and Compliance Officer of the Company handles the shareholders' queries or grievances and co-ordinates with Link Intime India Private Limited, Registrar and Transfer Agents in the matter relating to the same.

**(iii) NUMBER OF SHAREHOLDERS COMPLAINTS RECEIVED DURING THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2017**

During the financial year ended 31<sup>st</sup> March, 2017, Company had not received any complaints from the shareholders.

**(d) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**
**(i) TERMS OF REFERENCE**

1. 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.
2. 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.
3. Generate economic value for the nation and work towards the well being of the society, particularly its disadvantaged and underprivileged Members. Continually strive to minimise the environmental footprint.

**(ii) COMPOSITION AND MEETINGS**

Sr. No.	Name of Directors and their Category	Chairman or Member	Date of Corporate Social Responsibility Committee Meetings and Details of Attendance		
			11.07.2016	11.08.2016	11.02.2017
1	Prakash Mahadeo Kale (Independent Director)	Chairman	Attended	Attended	Attended
2	Rajendra Maganlal Desai (Independent Director)	Member	Attended	Attended	Attended
3	Parag Sharadchandra Kothari (Chairman and Managing Director)	Member	Attended	Attended	Attended

The Company Secretary acts as a Secretary to the Committee.

**(e) RISK MANAGEMENT COMMITTEE**

The Company does not have a risk management committee as it does not fall under the requirements for constitution of the Committee required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**E. DETAILS OF REMUNERATION PAID TO THE DIRECTORS****(i) REMUNERATION PAID TO MANAGING DIRECTOR**

The remuneration paid to the Managing Director was approved by the Members at the 31<sup>st</sup> Annual General Meeting of the Company held on 31<sup>st</sup> August, 2016. Remuneration consists of a fixed salary, perquisites, other variables and commissions based on the net profit of the Company. The details of the salary paid to the Managing Director are mentioned herein:

(₹ in Lakhs)

Name of the Managing Director	Salary	Perquisites	Commission	Others	Total
Parag Sharadchandra Kothari	19.00	0.26	5.21	1.44	25.91

- The Board of Directors determines the performance linked increments from year to year on recommendation of the Nomination and Remuneration Committee.
- The Company does not have Stock Option Scheme as on date.

Details of service contracts, notice period and severance fees of Parag Sharadchandra Kothari (Managing Director):

<b>Name of the Managing Director</b>	Parag Sharadchandra Kothari
<b>Date of Contract (Current Contract details)</b>	30 <sup>th</sup> May, 2016
<b>Term of Contract</b>	01 <sup>st</sup> June, 2016 – 31 <sup>st</sup> May, 2019
<b>Notice Period</b>	3 months
<b>Severance Fees</b>	Agreement may be terminated earlier by either party by giving to the other party three months notice of such termination or the Company paying three months remuneration in lieu of such notice.

**(ii) REMUNERATION PAID TO THE NON - EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS**

Non - Executive Directors and Independent Directors are paid sitting fees for attending the Board Meeting as well as attending the Committee Meetings of the Company. Further there is no pecuniary relationship or transactions of Non - Executive Independent Directors vis-a-vis the Company which has potential conflict with the interests of the Company at large. Detail of sitting fees paid to the Non - Executive Directors and Independent Directors during the financial year ended 31<sup>st</sup> March, 2017 is mentioned herein below:

(₹ in lakhs)

Sr. No.	Name of the Directors	Total Sitting Fees paid during financial year 2016-17
1	Nikhil Sharadchandra Kothari	0.78
2	Jyoti Nirav Kothari	0.36
3	Bhavesh Virsen Panjuani	0.75
4	Kulinkant Nathubhai Manek	1.16
5	Prakash Mahadeo Kale	1.65
6	Rajendra Maganlal Desai	1.95

**(iii) RECOMMENDATION MADE BY THE COMMITTEES OF THE BOARD**

All the recommendation/(s) made by the Committees were accepted by the Board.

**(iv) CRITERIA FOR MAKING PAYMENTS TO THE NON - EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS**

The details of criteria for making payments to the Non - Executive Directors and Independent Directors is displayed on the website of the Company. The weblink is same is <http://jaysynth.com/pdf/ShareholderInformation/StatutoryInformation/Other%20Informations/Criteria%20for%20making%20payment%20to%20Non%20-%20Executive%20Directors.pdf>

**F. GENERAL BODY MEETINGS**
**(i) DATE, TIME AND LOCATION WHERE PREVIOUS THREE ANNUAL GENERAL MEETINGS WERE HELD AND DETAILS OF SPECIAL RESOLUTION PASSED**

Date	Time	Location	Special Resolution passed
19 <sup>th</sup> September, 2014	10.00 a.m	Registered Office: 301, Sumer Kendra, P. B. Marg, Worli, Mumbai – 400 018	(a) Appointment of Sharadchandra Shoorji Kothari as Managing Director of the Company. (b) Adoption of new set of Articles of Association of the Company.
14 <sup>th</sup> September, 2015	10.00 a.m	Registered Office: 301, Sumer Kendra, P. B. Marg, Worli, Mumbai – 400 018	(a) Approval of Material Related Party Transactions for the financial year 2014 -15 under Clause 49(VII)(E) of the Listing Agreement.
31 <sup>st</sup> August, 2016	10.00 a.m	Hotel Kohinoor Park, Kohinoor Corner, Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025	(a) Re - appointment of Parag Sharadchandra Kothari as Managing Director for the period of 3 (three) years with effect from 1 <sup>st</sup> June, 2016 to 31 <sup>st</sup> May, 2019. (b) To change in place of keeping and inspection of Registers, Returns etc.

**(ii) POSTAL BALLOT**

No resolution was required to be passed by means of a postal ballot during the previous year.

**(iii) Extra – Ordinary General Meeting**

No Extra – Ordinary General Meeting was held during the financial year ended 31<sup>st</sup> March, 2017.

**G. MEANS OF COMMUNICATION**

Quarterly Results	<ul style="list-style-type: none"> <li>• First Quarter- on or before 14<sup>th</sup> August, 2017</li> <li>• Second Quarter- on or before 14<sup>th</sup> November, 2017</li> <li>• Third Quarter- on or before 14<sup>th</sup> February, 2018</li> <li>• Fourth Quarter and Financial Year - on or before 30<sup>th</sup> May, 2018</li> </ul>
Newspaper wherein results normally published	1) Financial Express (English) – all over India Edition 2) Navshakti (Marathi) – Mumbai Edition
Any website, where results are displayed	<a href="http://www.jaysynth.com">www.jaysynth.com</a>
Whether it also displays official news releases	No
The presentations made to institutional investors or to the analysts	No presentation has been made during the financial year ended 31 <sup>st</sup> March, 2017.
News releases, presentations, among others	No presentation has been made during the financial year ended 31 <sup>st</sup> March, 2017 and official news release are being sent to the BSE Limited and displayed on the website of the Company at <a href="http://www.jaysynth.com">www.jaysynth.com</a>

**H. GENERAL SHAREHOLDER INFORMATION**

Annual General Meeting: Day, Date and Venue	Tuesday, 29 <sup>th</sup> August, 2017, Textile Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025
Financial Year	01 <sup>st</sup> April to 31 <sup>st</sup> March
Dividend Payment Date	on or before Thursday, 28 <sup>th</sup> September, 2017
Book Closure	Wednesday, 23 <sup>rd</sup> August, 2017 – Tuesday, 29 <sup>th</sup> August, 2017
Name and Address of Stock Exchange	BSE Limited 25 <sup>th</sup> Floor, P. J. Towers, Dalal Street, Mumbai- 400 001 Tel No.: 022-2272 1233 Fax No.: 022-2272 1919 The Company has paid requisite listing fees to the BSE Limited within prescribed time limits.
Scrip Code	506910
ISIN	INE703C01025
CIN	L2411MH1985PLC035564

Registered Address	301, Sumer Kendra, P.B. Marg, Worli, Mumbai – 400 018
Custodial Fees	The Company has paid requisite custodial fees to CDSL and NSDL within prescribed time limits.
Suspension from trading , if any	During the financial year the Company has not faced any suspension from BSE Limited
Registrar and Transfer Agent	Sharepro Services (India) Private Limited (Upto 5 <sup>th</sup> June, 2016) Link Intime India Private Limited (w.e.f. 6 <sup>th</sup> June, 2016)
Dematerialisation of shares and liquidity	97.90% of the Paid-up Capital has been dematerialised as on 31 <sup>st</sup> March, 2017.
Factory Address/Plant Locations	<p><b>Patalganga Plant</b> Plot No.A-29, MIDC Industrial Area, Patalganga, Taluka-Khalapur, District Raigad, Maharashtra - 410 220</p> <p><b>Taloja Plant</b> Plot No. G-5, MIDC Industrial Area, Taloja, Taluka – Panvel, District Raigad Maharashtra – 410 208</p>
Address for Correspondence	<p><b>Company Secretary and Compliance Officer</b> 301, Sumer Kendra, P. B. Marg, Worli, Mumbai – 400 018 Tel No. – 022 3042 3048 Fax No. – 022 3042 3434 E-mail Id: jsec@jaysynth.com Website: www.jaysynth.com</p> <p><b>Registrar and Transfer Agent</b> C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083 Tel. No.: 022 - 4918 6270 Fax No.: 022 - 4918 6060 E-mail Id: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in</p>
Outstanding GDRs/ADRs/Warrants or any Convertible instruments conversion date and likely impact on equity	Not issued
Commodity price risk or foreign exchange risk and hedging activities	During the financial year ended 31 <sup>st</sup> March, 2017, Company had managed the foreign exchange risk and hedged the same to the extent possible. Further the details of foreign currency exposures are disclosed in notes to accounts of the financial statements.
Share Transfer System	All the dematerialised shares are transferred through the Depository Participants in electronic mode. The physical transfers/transmission/transposition received is processed by the Registrar and Transfer Agent, to facilitate prompt services to the Members. They are approved by Stakeholders' Relationship Committee and thereafter noted at the Board meeting on a timely basis. Consolidation, sub-division of shares and issue of duplicate share certificates are approved by the Stakeholders' Relationship Committee.
Pledge of Shares	No pledge has been created over the Shares held by the Promoters and/or Promoter Group Shareholders as on 31 <sup>st</sup> March, 2017.
Reconciliation Of Share Capital	The report under Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 to be issued by the Practising Company Secretary is obtained every quarter and furnished to BSE Limited within prescribed timelines. The Report is also placed before the Board and noted by them as required under the applicable law.
Annual Report	The Annual Report containing, inter alia, Audited Standalone Financial Statements, Audited Consolidated Financial Statements, Board's Report, Auditor's Report and other important information is circulated to Members and others entitled thereto. Management Discussion and Analysis Report forms part of the Annual Report.

BSE Corporate Compliance and Listing Centre (the 'Listing Centre')

All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Statement of Investor Complaints, Certificate under Regulation 40(9) and Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 are filed electronically with the Listing Centre.

SEBI Complaints Redressal System (SCORES):

The Company visits the website of SCORES on a daily basis to check for any investor complaints.

#### I. DIVIDEND POLICY AND HISTORY OF DIVIDEND

The Company is not mandatorily required to have a dividend policy pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has been declaring dividend since previous 3 (three) years and details of such dividend is mentioned herein below:

FINANCIAL YEAR	AGM DATE	DIVIDEND DECLARED
2013-14	19 <sup>th</sup> September, 2014	₹ 0.20 Paise i.e. 20%
2014-15	14 <sup>th</sup> September, 2015	₹ 0.20 Paise i.e. 20%
2015-16	31 <sup>st</sup> August, 2016	₹ 0.30 Paise i.e. 30%

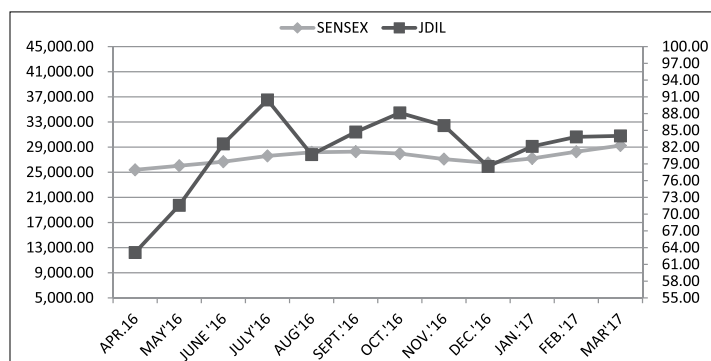
#### J. MARKET PRICE DATA DURING FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017

The table herein below given the monthly high and low prices and volume of the Company's shares traded at the BSE Limited during the period from 01<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017.

MONTH	HIGH	LOW	VOLUME
April, 2016	76.00	51.85	40248
May, 2016	77.90	65.00	39173
June, 2016	97.00	69.20	147755
July, 2016	102.00	81.00	83565
August, 2016	89.50	69.50	46084
September, 2016	93.00	78.65	67327
October, 2016	94.90	83.05	60865
November, 2016	96.90	73.00	69724
December, 2016	84.50	66.00	25299
January, 2017	88.20	75.20	16315
February, 2017	94.90	78.05	42440
March, 2017	96.00	79.00	34984

#### K. PERFORMANCE IN COMPARISON TO BROAD BASED INDICES – BSE SENSEX

The performance in comparison to broad based indices i.e BSE Sensex for the financial year ended on 31<sup>st</sup> March, 2017 is as follows:



**L. DISTRIBUTION OF SHARE HOLDING**

Shares Range	No of Shareholders	% of Total Shareholders	Total Shares for the range	% of Issued Capital
1-500	1368	77.29	245880	2.83
501-1000	156	8.81	129048	1.49
1001-2000	98	5.54	149642	1.72
2001-3000	40	2.26	94681	1.09
3001-4000	29	1.64	107106	1.23
4001-5000	18	1.02	82455	0.95
5001-10000	27	1.52	181170	2.08
10001-above	34	1.92	7699718	88.61
<b>Total</b>	<b>1770</b>	<b>100.00</b>	<b>8689700</b>	<b>100.00</b>

**M. CATEGORY WISE SHAREHOLDING**

Details of category wise shareholding as on financial year ended 31<sup>st</sup> March, 2017 is as follows

Category	Total Number of Shares	% of Issued Capital
Promoter and Promoter Group	6090888	70.09
Unit Trust of India	4800	0.06
Nationalised Banks	949	0.01
Other Bodies Corporate other than belonging to Promoter Group	533684	6.14
Clearing Members	14024	0.16
Directors and Relatives of Directors	21045	0.24
Hindu Undivided Family	61460	0.71
Non Resident Indians (Repatriable)	5159	0.06
Non Resident (Non - Repatriable)	35238	0.41
Public	1922453	22.12
<b>Total</b>	<b>8689700</b>	<b>100.00</b>

**N. OTHER DISCLOSURES**

- (a) During the financial year ended 31<sup>st</sup> March, 2017, the Audit Committee of the Company has granted omnibus approval on the basis of criteria as mentioned in Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013 for transactions to be entered into by the related parties in the financial year 2016-17. The transactions entered into with the related parties were at arm's length basis and in ordinary course of business. During the financial year ended 31<sup>st</sup> March, 2017, the Company had not entered into any related party transactions which were material in nature pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013. Policy on Material Related Party Transactions is displayed on the website of the Company and weblink of such policy is [http://jaysynth.com/pdf/Policy\\_of\\_material\\_related\\_party\\_transaction.pdf](http://jaysynth.com/pdf/Policy_of_material_related_party_transaction.pdf). Further Transactions with related parties, as per requirements of Accounting Standard 18 are disclosed in notes to accounts annexed to the financial statements.
- (b) There have been no instances of non-compliance on any matter with the rules and regulations prescribed by the Stock Exchange, Securities and Exchange Board of India or any other Statutory Authority relating to the capital market during the previous 3 (three) financial years.
- (c) 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://jaysynth.com/pdf/Whistle\\_Blower\\_Policy.pdf](http://jaysynth.com/pdf/Whistle_Blower_Policy.pdf)
- (d) During financial year 2015-16, Jaysynth (Europe) Limited became Wholly Owned Subsidiary (WOS) of the Company. As on financial year ended 31<sup>st</sup> March, 2017, Wholly Owned Subsidiary (WOS) is not a material subsidiary of the Company. However Company has in place the Material subsidiary policy which is displayed on the website of the Company. Weblink of such policy is [http://jaysynth.com/pdf/POLICY\\_ON\\_MATERIAL\\_SUBSIDIARY%20\\_2.pdf](http://jaysynth.com/pdf/POLICY_ON_MATERIAL_SUBSIDIARY%20_2.pdf)
- (e) As per point 13 of Part C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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](http://www.jaysynth.com)
- (f) The Company assesses the risks associated to the business of the Company on a periodical basis and further it takes various measures to mitigate those risks.



**O. DISCRETIONARY REQUIREMENTS**

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 are 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 Chairperson's Office is not applicable.

**(b) SHAREHOLDER RIGHT**

The Company does not send Half-yearly financial performance to each household of shareholders, however the same 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 CHIEF EXECUTIVE OFFICER**

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**P. MANAGING DIRECTOR / CHIEF FINANCIAL OFFICER CERTIFICATIONS**

Managing Director and Chief Financial Officer (CFO) have issued Certificate pursuant to the provisions of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of Corporate Governance Report.

**Q. 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](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 31<sup>st</sup> March, 2017.

A declaration to this effect is signed by the Managing Director of the Company and is provided mentioned herein below to this Report.

**R. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT.**

In accordance with the requirement of Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company reports that there are no Equity shares held in suspense account as on 31<sup>st</sup> March, 2017.

**S. 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 the 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's 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 displayed on the website of the Company and weblink is [http://jaysynth.com/pdf/JDIL-Insider\\_Trading\\_Policy.pdf](http://jaysynth.com/pdf/JDIL-Insider_Trading_Policy.pdf)

**For and on behalf of the Board of Directors**

**Place: Mumbai  
Date: 30<sup>th</sup> May, 2017**

**Parag Sharadchandra Kothari  
Chairman and Managing Director  
DIN: 00184852**

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## DECLARATION REGARDING CODE OF CONDUCT

I hereby declare that all the Directors and Senior Management Personnel have confirmed their compliance with the Code of Conduct as adopted by the Company.

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2017**

**Parag Sharadchandra Kothari**  
**Chairman and Managing Director**  
**DIN: 00184852**

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## AUDITOR'S CERTIFICATE

To

The Members of Jaysynth Dyestuff (India) Limited  
301, Sumer Kendra, P. B. Marg, Worli,  
Mumbai - 400 018

We have examined the compliance of conditions of corporate governance by Jaysynth Dyestuff (India) Limited, ('the Company') having CIN: L24114MH1985PLC035564 for the financial year ended 31<sup>st</sup> March, 2017, as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to 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**

**C.J Shah**  
**Proprietor**  
**Membership Number: 33802**  
**FRN: 109522W**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2017**

## **MANAGING DIRECTOR / CHIEF FINANCIAL OFFICER CERTIFICATION**

The Board of Directors  
Jaysynth Dyestuff (India) Limited  
301, Sumer Kendra, P. B. Marg, Worli,  
Mumbai - 400 018

We have reviewed the attached financial statements and the cash flow statement of Jaysynth Dyestuff (India) Limited for the year ended 31<sup>st</sup> March, 2017 and that to the best of our knowledge and belief, we state that;

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- (b) there are, to the best of our knowledge and belief, 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. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditor's and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- (d) we have indicated to the Auditor's and the Audit Committee:
  - (i) significant changes, if any, in the internal control over financial reporting during the year.
  - (ii) significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) 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.

**Yours sincerely,**

**Mangesh Narayan Patil**  
**Chief Financial Officer**

**Parag Sharadchandra Kothari**  
**Chairman and Managing Director**  
**DIN: 00184852**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2017**

**ANNEXURE – IV****REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES****1. INTRODUCTION**

The primary objective of the remuneration policy is to provide a framework and set standards for paying remuneration to the Directors, Key Managerial Personnel and Other Employees. The Company has therefore formulated the remuneration policy keeping in view the following objectives:

- 1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors, Key Managerial Personnel and Other Employees, to run the Company successfully;
- 1.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks;
- 1.3 Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;
- 1.4 Ensuring that remuneration packages for Directors, Key Managerial Personnel and Other Employees of the Company are fixed taking into account factors including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and Government/ other guidelines; and
- 1.5 Ensuring that the Nomination and Remuneration Committee consults with the Chairman and Managing Director of the Company and Human Resource Department as it deems appropriate, whenever required.

**2. SCOPE OF REMUNERATION POLICY**

- 2.1 This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the Directors, Key Managerial Personnel and Other Employees of the Company.

**3. TERMS AND REFERENCES**

In this Policy, the following terms shall have the following meanings:

- 3.1 **“Director”** means a Director appointed to the Board of the Company.
- 3.2 **“Key Managerial Personnel”** means
  - (i) the Chief Executive Officer or the Managing Director or the Manager;
  - (ii) the Company Secretary;
  - (iii) the Whole-Time Director;
  - (iv) the Chief Financial Officer; and
  - (v) such other officer as may be prescribed under the Companies Act, 2013.
- 3.3 **“Nomination and Remuneration Committee”** means the committee constituted by Board of Jaysynth Dyestuff (India) Limited in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**4. POLICY****4.1 Remuneration to Executive Directors and Key Managerial Personnel**

- 4.1.1 The Board, on the recommendation of the Nomination and Remuneration (‘NR’) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.
- 4.1.2 The Board, on the recommendation of the NR Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.
- 4.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:
  - (i) Basic Pay
  - (ii) Perquisites and Allowances
  - (iii) Stock Options
  - (iv) Commission (Applicable in case of Executive Directors)

(v) Retiral benefits

(vi) Annual Performance Bonus

4.1.4 The Annual Plan and Objectives for Executive Directors and Key Managerial Personnel shall be reviewed by the NR Committee and Annual Performance Bonus will be approved by the Committee based on the achievements against the Annual Plan and Objectives.

#### **4.2 Remuneration to Non - Executive Directors**

4.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non - Executive Directors of the Company within the overall limits approved by the shareholders.

4.2.2 Non - Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees subject to recommendation of the Board and subject to the approval of the shareholders.

4.2.3 The sitting fees to the Independent Directors shall not be less than the sitting fees payable to other directors.

#### **4.3 Remuneration to Other Employees**

4.3.1 Other Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs. The remuneration of other employees of the Company will be finalised by the Managing Director of the Board in consultation with the Human Resource Department of the Company.

**For and on behalf of the Board of Directors**

**Place: Mumbai**

**Date: 30<sup>th</sup> May, 2017**

**Parag Sharadchandra Kothari**  
**Chairman and Managing Director**  
**DIN: 00184852**

## POLICY FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

### 1. INTRODUCTION

- 1.1 The primary objective of this policy is to provide a framework and set standards for identifying qualifications and positive attributes for the Directors and Senior Management Personnel.
- 1.2 The policy aims at providing framework for evaluating the performance of all Directors.
- 1.3 The policy aims to determine the criteria for independence of the Independent Directors.
- 1.4 The policy also aims to achieve a balance of merit, experience and skills amongst its Directors and Senior Management Personnel.

### 2. SCOPE OF THE POLICY

- 2.1 This policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and Senior Management Personnel and to determine the independence in case of Independent Directors of the Company.

### 3. TERMS AND REFERENCES

In this Policy, the following terms shall have the following meanings:

- 3.1 **"Director"** means a director appointed to the Board of a Company.
- 3.2 **"Nomination and Remuneration Committee"** means the committee constituted by Board of Jaysynth Dyestuff (India) Limited in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3.3 **"Independent Director"** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3.4 The term **"Senior Management Personnel"** shall have the same meaning as given under the explanation under Section 178 of the Companies Act, 2013.

### 4. POLICY

#### 4.1 Role and responsibilities of the Nomination and Remuneration ('NR') Committee:

- 4.1.1 Reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board;
- 4.1.2 Identifying individuals suitably qualified to be appointed as Directors and Senior Management Personnel of the Company;
- 4.1.3 Assessing the independence of Independent Directors;
- 4.1.4 Such other key issues/matters as may be referred by the Board or as may be necessary in view of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provision of the Companies Act, 2013 and Rules made thereunder.

#### 4.2 Qualifications, Positive Attributes and Criteria for Appointment of Director and Senior Management Personnel:

- 4.2.1 General understanding of the Company's business dynamics, global business;
- 4.2.2 Educational and professional background;
- 4.2.3 Expertise in specific function;
- 4.2.4 Industry experience;
- 4.2.5 Demonstrable leadership skills;
- 4.2.6 Standing in the profession;
- 4.2.7 Personal and professional ethics, integrity and values;
- 4.2.8 Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
- 4.2.9 Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively; and
- 4.2.10 Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel.

#### 4.3 Qualifications, Positive Attributes and Criteria for Appointment of Director in specific:

- 4.3.1 Shall possess a Director Identification Number (DIN);
- 4.3.2 Shall not be disqualified under the Companies Act, 2013;

- 4.3.3 Shall give his/her written consent to act as a Director;
- 4.3.4 Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee member, the Committee Meetings;
- 4.3.5 Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- 4.3.6 Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Agreement entered pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.

**4.4 Criteria for evaluation of Directors including Independent Directors:**

- 4.4.1 Anticipated contribution / value addition to the growth of the organisation;
- 4.4.2 Non - Compliance with applicable statutory provisions and other aspects/functions as may be applicable from time to time;
- 4.4.3 Attendance, complete participation and significant contribution to the matters referred in the meetings of Board and Committees of Board;
- 4.4.4 Raising of concerns to the Board;
- 4.4.5 Safeguard of confidential information;
- 4.4.6 Rendering independent, unbiased opinion on the resolutions at the meetings;
- 4.4.7 Being updated of the events in the industry;
- 4.4.8 Knowledge and being updated of the day to day affairs of the Company;
- 4.4.9 Appropriate consideration of internal audit reports, management responses and steps towards improvement;
- 4.4.10 Initiative in terms of new ideas and planning for the Company;
- 4.4.11 Safeguarding interest of whistle-blowers under vigil mechanism;
- 4.4.12 Professional skills, problem solving, and decision-making;
- 4.4.13 Compliance with policies of the Company, ethics, code of conduct, etc.;
- 4.4.14 Reporting of frauds, violation etc.;
- 4.4.15 Sharing information in planning the future and other business and operational strategies; and
- 4.4.16 Any other parameter/s, as may be considered fit and necessary.

**4.5 Criteria for Independence of Independent Director**

- 4.5.1 The NR Committee shall assess the independence of Directors at the time of appointment/reappointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by the Director.
- 4.5.2 The criteria of independence of directors shall be the same as laid down under the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 4.5.3 The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

**4.6 Criteria for evaluating the performance of the Board and Committees of the Board**

- 4.6.1 Composition of Board / Committees of the Board viz: Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committee constituted as per the requirement of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 4.6.2 Board / Committee process;
- 4.6.3 Decision Making process at the Board / Committee Meeting;
- 4.6.4 Information shared at the Board / Committee Meeting by the Members;
- 4.6.5 Frequency of the Board/Committee Meeting;
- 4.6.6 Updation of knowledge relating to the Business and Laws at the Board / Committee Meeting by the Members.

**For and on behalf of the Board of Directors**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2017**

**Parag Sharadchandra Kothari**  
**Chairman and Managing Director**  
**DIN: 00184852**



**ANNEXURE – V****Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Jaysynth Dyestuff (India) Limited** (hereinafter called “the Company”), incorporated on **8<sup>th</sup> March, 1985** having **CIN:L24114MH1985PLC035564** and Registered office at **301, Sumer Kendra, P.B. Marg, Worli, Mumbai - 400 018**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended **31<sup>st</sup> March, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **31<sup>st</sup> March, 2017** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and the Bye-Laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Provisions of External Commercial Borrowings not applicable as Company has not taken loans via External Commercial Borrowings.**

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-

- (v) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (vi) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (vii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009-**NOT APPLICABLE**
- (viii) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999-**NOT APPLICABLE**
- (ix) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – NOT APPLICABLE
- (x) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998-**NOT APPLICABLE**
- (xi) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (xii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-**NOT APPLICABLE**

We have relied on the representation made by the Company and its officers for the systems and the mechanism formed by the Company for the compliances under the applicable Acts and the regulations to the Company. The list of major head/groups of Acts/laws and regulations applicable to the Company is enclosed and marked as **Annexure –I**

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards. We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non - Executive Directors and

Independent Directors. During the year under review, there were no change in the Composition of the Board of Directors, however, the changes in the compositions of the Committee were carried out in the Compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent as per the provisions of the Companies Act, 2013 and the rules made thereunder, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through the unanimous consent of all the Board of Directors and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

1. The Members of the Company vide Special Resolution passed at its 31<sup>st</sup> Annual General Meeting held on 31<sup>st</sup> August, 2016 have approved re-appointment of Parag Sharadchandra Kothari (DIN: 00184852) as Managing Director of the Company for the period of 3 (three) years w.e.f 01<sup>st</sup> June, 2016 to 31<sup>st</sup> May, 2019 pursuant to the provisions of the Section 196, 197, 198, 203 of the Act and the rules made thereunder.
2. The Members of the Company vide Special Resolution passed at its 31<sup>st</sup> Annual General Meeting held on 31<sup>st</sup> August, 2016 have approved for keeping the register of Members of the Company maintained under the Section 88 of the Act, together with the Index of the Members and copies of Annual Return of the Company filed under Section 92 of the Act w.e.f 6<sup>th</sup> June, 2016 at the Registered Office of the Registrar and Transfer Agents of the Company i.e. Link Intime India Private Limited.

**For Kaushal Dalal & Associates**  
**Company Secretaries**

**Date: 12<sup>th</sup> May, 2017**  
**Place: Mumbai**

**Kaushal Dalal**  
**Proprietor**  
**M. No: 7141 CP No: 7512**

**ANNEXURE-I**

<b>Sr. No.</b>	<b>Name of the other Acts</b>
1.	Hazardous Waste (Management and Handling) Rules, 1989 amended 2000 and 2003
2.	Public Liability Insurance Act, 1991 amended 1992 and Rules
3.	Factories Act, 1948
4.	Labour Laws and other incidental Laws related to the employees appointed by the Company either on its payroll or on the contractual basis as related to the wages, provident fund, Gratuity, ESIC, Compensation etc
5.	Information Technology Act, 2000
6.	Acts Specified under the Direct and the Indirect tax
7.	Acts prescribe under the Environmental Protection
8.	Acts prescribe under the prevention and control of the pollution.
9.	General Clauses Act, 1897

**For Kaushal Dalal & Associates**  
**Company Secretaries**

**Kaushal Dalal**  
**Proprietor**

**Date: 12<sup>th</sup> May, 2017**  
**Place: Mumbai**

**M. No: 7141 CP No: 7512**

To,

The Members,

**Jaysynth Dyestuff (India) Limited**

Our report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test check basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Kaushal Dalal & Associates**  
**Company Secretaries**

**Kaushal Dalal**  
**Proprietor**

**Date: 12<sup>th</sup> May, 2017**  
**Place: Mumbai**

**M. No: 7141 CP No: 7512**

## Annexure- VI

### Disclosure on Corporate Social Responsibility Activities

(Pursuant to Section 135 of the Companies Act, 2013)

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

The Company had adopted the CSR Policy on 28<sup>th</sup> May, 2014, the same has been displayed on the website of the Company and Policy contains the framework for the CSR activity of the Company. The weblink of the Policy is [http://jaysynth.com/pdf/CSR\\_policy.pdf](http://jaysynth.com/pdf/CSR_policy.pdf)

2. The composition of CSR Committee:

Name of the Directors	Category of Directors	Chairman/Member
Prakash Mahadeo Kale	Independent Director	Chairman
Rajendra Maganlal Desai	Independent Director	Member
Parag Sharadchandra Kothari	Chairman and Managing Director	Member

3. Average net profit of the Company for the last three financial years: ₹ 9,19,14,816.45/-
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹ 18,38,296.33/-
5. Details of CSR spent during the financial year 2016-17:
  - a) Total amount spent for the financial year: ₹ 18,75,000/-
  - b) Amount unspent, if any: NIL
  - c) Manner in which the amount spent during the financial year is detailed below:

(Amt in ₹)

1 Sl. No.	2 CSR project or activity identified	3 Sector in which the Project is covered	4 Projects or Programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	5 Amount outlay (budget) project or programs wise	6 Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads:	7 Cumulative expenditure upto to the reporting period	8 Amount spent: Direct or through implementing agency *
1	Gift a Smile project under Ved Vignan Maha Vidya Peeth	Promoting Education	All over India	-	15,00,000	15,00,000	Direct
2	Shree Umarsadi Anavil Pragati Mandal	Promoting Education	Gujarat, District Valsad	-	2,50,000	2,50,000	Direct
3	Shri Bhuj Lohana Boarding	Promoting Education	Gujarat, District Kutch	-	1,25,000	1,25,000	Direct
<b>Total</b>					<b>18,75,000</b>	<b>18,75,000</b>	

\*Give details of implementing agency - None

6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board's Report. – **There is no unspent CSR amount as on financial year ended 31<sup>st</sup> March, 2017.**
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company - **The CSR Committee confirms that the implementation and monitoring of CSR activities of the Company are in compliance with the CSR objectives and CSR policy of the Company.**

**Parag Sharadchandra Kothari**  
Chairman and Managing Director  
DIN: 00184852

**Prakash Mahadeo Kale**  
Chairman of the CSR Committee  
DIN: 00151379

**Date: 30<sup>th</sup> May, 2017**  
**Place: Mumbai**

**BRIEF OUTLINE OF THE POLICY**

The Company in compliance with the provisions of Section 135 of the Companies Act, 2013 formulated the policy on Corporate Social Responsibility Policy, contents of which are as follows:

- To ensure an increased commitment at all levels in the organisation, to operate its business in an economically, socially & environmentally sustainable manner, while recognising the interests of all its stakeholders.
- To directly or indirectly take up programmes that benefit the communities in & around its work centres and results, over a period of time, in enhancing the quality of life & economic well-being of the local populace.
- To generate, through its CSR initiatives, a community goodwill for the Company and help reinforce a positive & socially responsible image of the Company as a Corporate entity.

**CSR ACTIVITIES**

The Company may undertake any one or more of the following activities, as mentioned in Schedule VII of Companies Act, 2013 (as amended):Eradicating extreme hunger and poverty; Promotion of education; Promoting gender equality and empowering women; Reducing child mortality and improving maternal health; Combating human immunodeficiency virus, acquired immune deficiency syndrome, malaria and other diseases; Ensuring environmental sustainability; Employment enhancing vocational skills; Social business projects; Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or the State Governments for socio-economic development and relief and funds for the welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women; Such other matters as may be prescribed by the Central Government or any other regulatory authorities from time to time; and Such other activities, initiatives and matters as may be recommended by the management of the Company and approved by the CSR Committee/ Board of the Company.

**RESOURCES:**

For achieving its CSR objectives through implementation of meaningful & sustainable CSR programmes, Company will allocate at least 2% or such percentage of the average net profits of the Company made during the last three immediately preceding financial years, as its Annual CSR Budget as may deem fit.

**MONITORING AND FEEDBACK:**

To ensure effective implementation of the CSR programmes undertaken at work centre, a monitoring mechanism will be put in place by the work centre head. The progress of CSR programmes under implementation at work centre will be reviewed from time to time. The CSR department at the corporate office will conduct impact studies on a periodic basis, through independent professional third parties/ professional institutions, especially on the strategic and high value programmes. Work centres will also try to obtain feedback from beneficiaries about the programmes.

**EXECUTING AGENCY/PARTNERS:**

Company will seek to identify suitable programmes for implementation in line with the CSR objectives of the Company and also benefit the stakeholders and the community for which those programmes are intended. These works would be done through:

- 1) Community based organizations whether formal or informal;
- 2) Elected local bodies such as Panchayats;
- 3) Voluntary Agencies (NGOs);
- 4) Institutes/ Academic Organizations;
- 5) Trusts, Missions;
- 6) Self-help Groups;
- 7) Government, Semi-Government and autonomous Organizations;
- 8) Standing Conference of Public Enterprises (SCOPE);
- 9) Mahila Mandals / Samitis;
- 10) Contracted agencies for civil works;
- 11) Professional Consultancy Organizations.

## Annexure - VII

1. Disclosure in Board's Report as per the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

Sr No	Disclosure Requirement	Disclosure Details			
		Name of the Director	Category	Ratio	
				Inclusive remuneration of MD	Exclusive remuneration of MD
1	The ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company for the financial year ended 31 <sup>st</sup> March, 2017.	Parag Sharadchandra Kothari	Chairman and Managing Director	6.98	7.00
2	The percentage increase of each Executive Director, Chief Financial Officer, Company Secretary, if any, for the financial year ended 31 <sup>st</sup> March, 2017.	Name of the Director/KMP		Category	% increase/decrease in remuneration
		Parag Sharadchandra Kothari		Chairman and Managing Director	(8.11)
		Mangesh Narayan Patil		Chief Financial Officer	11.12
		Pooja Pradip Niphadkar		Company Secretary and Compliance Officer	% increase cannot be ascertained as Company Secretary and Compliance Officer was appointed on 28 <sup>th</sup> May, 2015.
3	The percentage increase in the median remuneration of employees for the financial year ended 31 <sup>st</sup> March, 2017.	Median remuneration inclusive of MD remuneration	% increase/decrease in the median remuneration inclusive of MD remuneration	Median remuneration exclusive of MD remuneration	% increase/decrease in the median remuneration exclusive of MD remuneration
		₹ 3,71,242/-	9.53	₹ 3,69,925/-	9.33
4	The number of permanent employees on the rolls of the Company	There were 126 employees in Jaysynth Dyestuff (India) Limited as on 31 <sup>st</sup> March, 2017			
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	For the employees other than Key Managerial Personnel who were in employment for the entire financial year 2015-16 and financial year 2016 - 17, the average increase is 27.72% There is an average decrease for Key Managerial Personnel (excluding Company Secretary and Compliance officer) by 2.24%			
6	Affirmation that the remuneration is as per the remuneration policy of the Company	The Board affirms that the remuneration is as per the remuneration policy of the Company.			

2. **Statement pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.**

Sr no.	Employee Name	Designation	Remuneration Received (₹)	Nature of employment Contractual or otherwise	Qualification	Age (Years)	Total Experience (Years)	Date of commencement of Employment	% of Equity shares held in Jaysynth Dyestuff (India) Limited	The previous employment held before joining the Company
1	Atul K. Maheshwari	VP – Manufacturing	48,38,944	Permanent	B.Com	52	36	17 <sup>th</sup> June, 2015	NIL	Viney Corporation Limited
2	Parag S. Kothari	Managing Director	25,90,896	Permanent	B.E in Electronics and Bachelor in Economics	50	25	01 <sup>st</sup> June, 2016	37.55	Industrialist
3	Puneet Kumar Srivastava	VP – Marketing	25,69,569	Permanent	B.Sc.(Chemistry) and MBA (Marketing)	47	21	01 <sup>st</sup> August, 2005		JD Orgochem Limited (Previously known as Jaysynth Dyechem Limited)
4	Tanaji G. Desai	General Manager – (Production and Development)	18,55,854	Permanent	B.Sc.(Chemistry) and pursuing M.Sc	49	30	01 <sup>st</sup> February, 2007	NIL	JD Orgochem Limited (Previously known as Jaysynth Dyechem Limited)
5	Jackson J. Fernandes	Deputy General Manager – Technical Department	16,42,762	Permanent	Post graduation Diploma in Electrical	38	11	01 <sup>st</sup> April, 2011	NIL	Jay Instruments and Systems Private Limited
6	Anand Raulwar	General Manager – International Marketing	16,04,047	Permanent	B.Sc (Chemistry) and MBA (Marketing)	42	16	01 <sup>st</sup> January, 2008	NIL	JD Orgochem Limited (Previously known as Jaysynth Dyechem Limited)
7	Brij Bhooshan Yadav	Chief Manager	15,45,700	Permanent	B.E (Electronics and Telecommunications)	39	13	10 <sup>th</sup> March, 2007	NIL	Magnum Solutions Private Limited
8	Mangesh N. Patil	Chief Financial Officer	13,76,798	Permanent	B.Com and ACA	52	25	01 <sup>st</sup> August, 2008	NIL	JD Orgochem Limited (Previously known as Jaysynth Dyechem Limited) 01 <sup>st</sup> September, 1994
9	Manisha K. Hombalkar	Chief Information Officer	12,16,472	Permanent	B.Com and Diploma in Computer Studies	48	22	18 <sup>th</sup> November, 2013	NIL	Smartlink Networks Systems Limited
10	Ashokkumar V. Pandey	Chief Manager- Reactive Dyes	11,43,855	Permanent	B.sc (Chemistry) and M.Sc (Organic Chemistry)	62	36	17 <sup>th</sup> December, 2013	NIL	Ashok alco - chem Limited

**Except Parag Sharadchandra Kothari, Managing Director brother of Nikhil Sharadchandra Kothari no other employees is relative of any Director/Manager of the Company.**

3. **Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.**

- Any employee if employed throughout the financial year was in receipt of remuneration for that year which in aggregate , was not less than one crore and two lakh rupees – **there was no such employee employed throughout the financial year receiving remuneration which in aggregate was not less than one crore and two lakh rupees.**
- Any employee if employed for a part of the financial year was in receipt of remuneration for any part of that year, at a rate which in the aggregate, was not less than eight lakh and fifty thousand rupees per month - **there was no such employee employed for a part of the financial year who was in receipt of remuneration for any part of that year , at a rate which in the aggregate, was not less than eight lakh and fifty thousand rupees per month.**

- iii. Any employee if employed throughout the financial year or part thereof , was in receipt of remuneration in that year which in aggregate, or as the case may be at a rate which in the rate aggregate is in excess of that drawn by the Managing Director or Whole Time Director or Manager and holds by himself or alongwith his spouse and dependent children, not less than two percent of the shares of the Company. ***Except Atul K. Maheshwari, VP – Manufacturing drawing a salary of ₹ 48,38,944/- per annum and Puneet Kumar Srivastava, VP - Marketing drawing a salary of ₹ 25,69,569/- per annum, no other employee draws salary higher than the minimum remuneration paid (excluding the commission) to Parag Sharadchandra Kothari, Chairman and Managing Director of the Company in the financial year 2016 -17. Further Atul K. Maheshwari, VP – Manufacturing and Puneet Kumar Srivastava, VP - Marketing along with their spouse and dependent children do not hold any shares in the Company.***

**For and on behalf of the Board of Directors**

**Place: Mumbai  
Date: 30<sup>th</sup> May, 2017**

**Parag Sharadchandra Kothari  
Chairman and Managing Director  
DIN: 00184852**



**Annexure- VIII****MANAGEMENT DISCUSSION AND ANALYSIS REPORT****INDUSTRY STRUCTURE AND DEVELOPMENTS.**

The chemical industry is an indispensable and integral constituent of the growing Indian economy and remains one of the oldest industries of the nation. The industry is the mainstay of the industrial & agricultural development of the country and provides building blocks for several downstream industries such as textile, paper, paint, soap, detergent, pharmaceutical, varnish etc. The sector has grown from a small-scale sector to multi-dimensional sector which is taking on the challenges of globalization. The chemical industry in India is a key constituent of Indian economy accounting for about 2.11% of the GDP. More than 70,000 commercial products such as petrochemicals and basic chemicals are covered under chemical sector.

The Industry has certainly come a long way to hold a recognized position in the global map. However, it is standing at a very decisive juncture at present. Indian chemical Industry is the 3<sup>rd</sup> largest in Asia after China and Japan and 6<sup>th</sup> in the World. India accounts for approximately 16% of the world production of dyestuff and dye intermediates, particularly for reactive, acid and direct dyes. India's speciality chemical market is expected to reach USD 70 billion by 2020.

Indian Chemical Industry is bifurcated into the following categories:

- Dyes and Pigments
- Pesticides and Insecticides
- Organic Chemicals
- Inorganic Chemicals
- Alkali Chemicals

**DYES, PIGMENTS AND DIGITAL INKS**

Dyes predominately find application in textiles. Almost 80% of production goes into textile industry. The other end applications involves paper, adhesives, art supplies, food and beverages, ceramics, construction, cosmetics, glass, paints, plastics and soap. The most common application of pigments is in paints & coatings, automotive finishes, emulsion paints and distempers. Besides this pigments are also used in printing inks, polyester textiles and plastics like PVC, rubber and synthetic polymers and nylons, cosmetics and paper.

The main user industries, namely, Paint and Coatings and Textile, will continue to grow because of increase in discretionary spending. The changing customer preferences, boom and expansion of infrastructure would create new market opportunities for the dye industry. The industry is likely to see many new dyeing technologies coming into the market with the help of good technical expertise and R&D achievements. Globally the high usage of cotton, polyester and the selected/banned vat and azo dyes in some of the countries have paved the way for reactive and disperse dyes. It is expected that in future these two dyes would lead the market.

The pigment industry has moved from a low-growth and regulated environment to an increasingly mature core industry. As organic and inorganic pigments are intrinsically linked to the growth of construction industry, they are expected to see a significant growth. Automotive paints and personal care segments, on the back of increasing disposable income of a growing middle class provide opportunity for growth. Due to increasing environmental consciousness, use of eco-friendly colorants such as low impact dyes is emerging. Moreover, after the REACH (Registration, Evaluation, Authorization and Restriction of Chemicals) regulation and stringent effluent discharge norms, costs of handling effluents have increased. As a result, a large number of companies have begun to relocate their operations to the Asian markets, particularly India and China.

With growing problems like high pollution, it is becoming increasingly difficult to find expert technicians who can work in dyeing and printing factories. This necessitated innovative practices to meet the ongoing challenges, including the emergence of digital textile printing (DTP). It has been more than a decade since the introduction of DTP which has now been recognized as the most advanced technology for the dyeing and printing industry. Further the Asian region accounts for only 30% of the global digital textile printing market, with Europe garnering the largest market share of 45% and the America accounting for almost 20%. With the Asian market now supplying over 60% of the traditional textile printing market, there are considerable opportunities for growth of digital textile printing, particularly in Indian and Chinese markets.

Demonetisation exercise undertaken by the Government impacted the printing industry greatly and led to a very low demand for inks. In some segments, the drop in demand for inks was close to 30%. In such market scenario it became difficult to increase the price of the product and hence the industry had to absorb increase in cost resulting in lower profit margin. However there is a lot of scope for growth in Digital printing industry.

## **GROWTH DRIVERS OF THE INDUSTRY AND OUTLOOK**

However, significant investments in capacity creation, technology development, extensive R&D, access to feedstock and creation of a larger pool of skilled human resources remain some of the major areas of concern. Emphasis on core competences, adherence to environmental norms, industry academia linkages, consolidation and collaboration with focused growth and planning for the chemical sector would enhance the global competitiveness, increase domestic value addition, provide technological depth and promote sustained economic growth. The Indian chemical industry is at the threshold of rapid growth with the Government of India providing an atmosphere of support and encouragement. India's vibrant chemicals and petrochemical industry plays a significant role in the economic development of our country.

Going ahead, the Make in India campaign is set to accelerate sectoral growth by attracting foreign direct investment that validates India's emergence as a leading global speciality chemicals manufacturing location on the back of improvements in infrastructure, regulation, licenses and taxes. Factors indicating the robust potential of India's speciality chemical demand:

- Large population with lowest per-capita consumption of chemicals in the country;
- India's relatively strong GDP growth outlook (7-8% over the next few years);
- Rapid progress in key end-user industries domestically would support growth.

Favourable initiatives by the Indian government:

- Developing chemical clusters with adequate infrastructure;
- Facilitating international investment;
- Make in India campaign giving better visibility for the industry;
- Capex into the Indian chemical sector has already seen a 52% year-on-year jump.

## **COMPANY OVERVIEW**

Your Company has been an active player for a period more than three decades and have been one of the leading company in domestic as well as export market. Though the external environment i.e. regulatory and taxation is changing rapidly, Company has time and again kept pace with the changes. It has plants at Taloja and Patalganga in Maharashtra.

## **OPPORTUNITIES AND THREATS**

### **OPPORTUNITIES**

Dyes and pigments are used in a large number of applications. Paints and coatings industry, one of the major users, is expected to grow steadily due to investments in infrastructure and construction. Growth of printing ink, another major end use, is expected to be boosted with technological developments including digital inks, development of eco-friendly inks and steadfast products with better resistance to solvents and cleaners.

With steady government and with new reforms indian chemical companies are expected to get further boost. Further the Make in India drive has lead to positive wave and various new projects are proposed to be commenced with a focus to make India as a manufacturing hub for those products. This shall increase the direct and indirect demand of various chemicals. These chemicals are expected to contribute directly or indirectly as import substitute or contribute to the increase in exports from India.

100% FDI is permissible in the Indian chemicals sector, which will attract foreign investment. In India, with its skilled manpower and flourishing end-user industries, has the right ingredients to emerge as the global hub for chemical manufacturing, provided the government take steps for better infrastructure and other fiscal benefits.

Further there are lot of opportunities in Digital Inks markets as there are numerous industries which are its consumers and are useful in lot of business applications likes apparels, home furnishing , soft signage , T-shirts, Flags, Banner and Sportswear printing. Since this is relatively a new concept compared to the traditional dyeing and printing industry, there is a tremendous scope for growth in the current era of digitisation. High trajectory growth of apparel & textile industry: Driven by favourable demographic factors, rise in disposable incomes and shift towards branded apparel the domestic textile and apparel market is growing at a good rate there by creating new demand for Digital Inks.

### **WEAKNESS OF THE INDUSTRY**

Chemicals industry in India is highly unorganised and poses a serious threat to the organised market. However, there is an increased awareness towards quality and high performance products. Further the manufacturing units are small in comparison to the demands and infrastructure is not upto the standards of developed countries which results in loss of economies of scale. New Product innovation leads to heavy expenditure in research and development which is not possible for mid-size and small organisations.

Major challenge to the digital ink industry is lack of knowledge as the industry is still in nascent stage in India and there is relatively low knowledge amongst the customers as well as manufacturers on technology advancement in the area of digital inks. Further there is unawareness in industry regarding the Digital textile Printing cost model. Also, there is lack of institutional support to the industry.

### THREATS

Scarcity of skilled and trained human resources is threat to the growth of the Company. Volatile raw material prices and foreign exchange rates can pose a threat to the short-term profitability of the Company

Tariff levels in India for most chemicals are significantly higher compared to other countries, thereby leading in much pressure to reduce import tariffs. The industry may face extinction if competitiveness is not acquired. Challenges may be faced by the industry due to bilateral/multilateral trade agreements of the country.

### RISK AND CONCERNS

Your Company ensures that timely and necessary steps are taken by them to mitigate risks involving the business. The following risks affect the business of the Company.

Your Company manufactures chemical products i.e dyes, pigments and digital inks which require an extra caution towards water effluents led out post production. However your Company takes all required steps ensuring that production processes are environment friendly in all possible manners.

Your Company's business involves foreign exchange transactions, changes in economic policies globally and country of exports impacts to a certain extent. Company to mitigate foreign exchange risks undertakes hedging measures.

Your Company functions in a dynamic environment which changes rapidly, the tastes of consumer and introduction of new products involves heavy concentration of research and development and quality maintenance. Company mitigates these risks by updating itself the new market trends on a regular basis and ensuring delivery of quality goods to the customer.

In the changing environment and lack of skilled labour in the industry, retention of talent is an important requirement of the business. Your Company ensures retention of skilled force by motivating them and adopting fair practice of performance appraisals.

### SEGMENT – WISE

Your Company operates only in single segment.

### GEOGRAPHICAL SEGMENT WISE SALES/PERFORMANCE

Segment revenue from external customers, based on geographical location of customers.

(₹ in Lakhs)

Sr No.	Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
1	Domestic Sales	5160.81	5479.00
2	Export Sales	7073.04	6852.35

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details of Internal Control Systems and their adequacy have already been discussed in the Board's Report under the title adequacy of internal financial control.

### DISCUSSION ON FINANCIAL PERFORMANCE

Comparison of Financial performance of the Company is as follows:

(₹ in Lakhs)

Particulars	Standalone		% increase / decrease	Consolidated		% increase / decrease
	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016		As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016	
Revenue from Operations	11,970.09	11,923.26	0.40	12,215.03	12,092.86	1.01
Other Income	119.51	204.83	(41.65)	212.71	227.74	(6.61)
<b>TOTAL REVENUE</b>	<b>12,089.60</b>	<b>12,128.09</b>	<b>(0.32)</b>	<b>12,427.74</b>	<b>12,320.60</b>	<b>0.87</b>
Depreciation	186.01	179.57	3.59	186.46	180.14	3.51
Other Expenses	11,368.90	11,077.02	2.64	11,585.50	11,252.83	2.96
<b>PROFIT BEFORE TAX</b>	<b>534.69</b>	<b>871.50</b>	<b>(38.65)</b>	<b>665.78</b>	<b>887.63</b>	<b>(24.99)</b>
<b>PROFIT AFTER TAX</b>	<b>361.66</b>	<b>619.50</b>	<b>(41.62)</b>	<b>469.36</b>	<b>635.60</b>	<b>(26.15)</b>

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT**

Industrial Relations remained cordial during the financial year 2016 – 17. Your Company acknowledges the importance of the workforce they believe that growth of the Company mainly depends on the contribution made by the employees. It always lays an emphasis on creating an environment which is favourable for the employees and motivates performance, customer focus and innovation Company's strategies are based, inter alia, on processes of continuous learning and improvement. The Company had 126 employees as on 31<sup>st</sup> March, 2017 as against 115 employees as on 31<sup>st</sup> March, 2016.

**CAUTIONARY STATEMENT**

Certain statements made in this Report relating to the Company's outlook, estimates, predictions etc. may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ from such estimates, whether express or implied. Several factors that could make a difference to Company's operations include climatic conditions and economic conditions affecting demand and supply, changes in Government regulation, tax regimes, natural calamities, etc. over which the Company does not have any direct control.

**For and on behalf of the Board of Directors**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2017**

**Parag Sharadchandra Kothari**  
**Chairman and Managing Director**  
**DIN: 00184852**

## Independent Auditor's Report

To The Members Of  
Jaysynth Dyestuff (India) Limited

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Jaysynth Dyestuff (India) Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

1. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
2. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provision of the Act and the Rules made there under.
3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing audit procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017 and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure 'B' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017 and taken on record by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure 'A'.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and explanations given to us:
  - i. There are no pending litigations as at 31<sup>st</sup> March, 2017 & hence there is no impact on its financial position in its standalone financial statements.
  - ii. The Company has made provisions, as required under the applicable law or accounting standards for material foreseeable losses, if any, on long-term contracts including derivatives contracts.
  - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31<sup>st</sup> March, 2017.
  - iv. The Company has provided requisite disclosures in its standalone financial statement as regards to its holding as well as dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated 8<sup>th</sup> November, 2016 of the Ministry of Finance, during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016. Based on the audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the books of accounts maintained by the company and as produced to us by the management. Refer Note 29 to the standalone financial statements.

**For C.J. SHAH & ASSOCIATES**  
**Chartered Accountants**

**(Chandrakant J. Shah)**  
**Proprietor**  
**Membership No. 33802**  
**Firm Registration No.109522W**

**Place : Mumbai**  
**Date : 30<sup>th</sup> May, 2017**

## Annexure 'A' to the Independent Auditor's Report

**Referred to in Paragraph 10(f) of the Independent Auditor's Report of even date on the Standalone Financial Statements of Jaysynth Dyestuff (India) Limited for the year ended 31<sup>st</sup> March, 2017.**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Jaysynth Dyestuff (India) Limited ("the Company") as of 31<sup>st</sup> March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the period ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's Internal Financial Controls Over Financial Reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition use or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For C.J. SHAH & ASSOCIATES**  
**Chartered Accountants**

**(Chandrakant J. Shah)**  
**Proprietor**

**Membership No. 33802**  
**Firm Registration No.109522W**

**Place : Mumbai**  
**Date : 30<sup>th</sup> May, 2017**



## Annexure 'B' to Independent Auditor's Report

**The Annexure referred to in paragraph 9 of the Independent Auditor's Report of even date to the Members of Jaysynth Dyestuff (India) Limited on the Standalone Financial Statement for the year ended 31<sup>st</sup> March, 2017, we report that:**

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programs designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programmed, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable properties, as disclosed in Note 8 on fixed assets to the financial statements, are held in the name of the Company.
- ii. The physical verification of inventory excluding stocks with third parties has been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firm, limited liability partnership or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses (iii) (a), (iii) (b) and (iii) (c) of Paragraph 3 of the order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and Investments made and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the Public within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under to the extent notified.
- vi. The Central Government has not prescribed the maintenance of Cost Records under Section 148 (1) of the Act, for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31<sup>st</sup> March, 2017 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, duty of excise, service tax and value added tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Central Excise & Service Tax Act	Service Tax	14.56	FY 2005-06 to 2009-10	Central Excise & Service Tax Appellate Tribunal, Mumbai West Zone
Central Excise & Service Tax Act	Service Tax	7.18	FY 2010-11 to 2015-16	Central Excise & Service Tax Appellate Tribunal, Mumbai West Zone
Central Excise & Service Tax Act	CENVAT Credit	15.37	FY 2008-09 and 2009-10	Central Excise & Service Tax Appellate Tribunal, Mumbai West Zone

- viii. According to the record of the Company examined by us and the information and explanations given by the management, the Company has not defaulted in repayment of loan or borrowings to a financial institution, bank or Government or dues to debenture holders during the year.
- ix. The Company has not raised any moneys by way of Initial Public Offer or Further Public Offer (including debts instrument) and term loans during the year.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across



any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

- xi. The Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it; the provisions of Clause 3 (xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3 (xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company the Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3 (xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3 (xvi) of the Order are not applicable to the company.

**For C.J. SHAH & ASSOCIATES  
Chartered Accountants**

**(Chandrakant J. Shah)  
Proprietor  
Membership No. 33802  
Firm Registration No.109522W**

**Place : Mumbai**

**Date : 30<sup>th</sup> May, 2017**

**Balance Sheet as at 31<sup>st</sup> March, 2017**

(₹ in lakhs)

Particulars	Note	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	1	86.90	86.90
Reserves and Surplus	2	6,731.60	6,369.94
<b>Non-Current Liabilities</b>			
Long Term Provisions	3	74.65	60.51
Deferred tax liabilities (Net)	4	202.00	207.00
<b>Current Liabilities</b>			
Trade Payables	5	1,605.52	2,135.23
Other Current Liabilities	6	798.30	993.92
Short-Term Provisions	7	26.05	76.82
<b>TOTAL</b>		<b>9,525.02</b>	<b>9,930.32</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
<u>Fixed Assets</u>			
Tangible Assets	8	1,334.32	1,352.58
Intangible Assets	8	20.15	23.54
Capital Work in Progress	8	56.20	5.44
Non-current investments	9	1,186.94	1,186.94
Long term loans and advances	10	87.93	117.72
Other Non - current assets	11	65.00	-
<b>Current Assets</b>			
Current investments	12	134.37	210.88
Inventories	13	2,386.95	2,483.81
Trade receivables	14	2,472.12	2,620.13
Cash and Bank balances	15	492.68	557.96
Short-term loans and advances	16	98.80	1,256.46
Other current assets	17	1,189.56	114.86
<b>TOTAL</b>		<b>9,525.02</b>	<b>9,930.32</b>
<b>Significant Accounting Policies</b>			
<b>Notes on Financial Statements</b>	1 to 30		

**As per our report of even date****For C. J. Shah & Associates**

Chartered Accountants

**Chandrakant J. Shah**

Proprietor

Membership No. 33802

Firm Registration No.109522W

**For and on behalf of the Board of Directors****Parag Sharadchandra Kothari**

Chairman and Managing Director

DIN: 00184852

**Prakash Mahadeo Kale**

Independent Director

DIN: 00151379

**Place : Mumbai****Date : 30<sup>th</sup> May, 2017****Pooja Pradip Niphadkar**

Company Secretary

**Mangesh Narayan Patil**

Chief Finance Officer

**Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2017**

(₹ in lakhs)

Particulars	Note	Year ended 31 <sup>st</sup> March, 2017	Year ended 31 <sup>st</sup> March, 2016
<b>INCOME</b>			
Revenue from operations	18	11,970.09	11,923.26
Other Income	19	119.51	204.83
<b>Total Revenue</b>		<b>12,089.60</b>	<b>12,128.09</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	20	5,325.13	5,044.45
Purchase of Stock-in-Trade		3,155.69	3,376.42
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	194.41	(137.81)
Manufacturing & operating Cost	22	691.83	780.21
Employee Benefit Expense	23	715.71	691.81
Financial Costs	24	21.66	19.64
Depreciation and Amortization Expense	8	186.01	179.57
Other Expenses	25	1,264.47	1,302.30
<b>Total Expenses</b>		<b>11,554.91</b>	<b>11,256.59</b>
Profit Before Tax		<b>534.69</b>	<b>871.50</b>
<b>Tax expenses</b>			
Current tax		175.00	255.00
Deferred Tax		(5.00)	(3.00)
Tax expenses related to prior year		3.03	-
<b>Profit for the year</b>		<b>361.66</b>	<b>619.50</b>
Basic & Diluted Earning per equity share of face value of ₹1/- each (in ₹)		4.16	7.13
<b>Significant Accounting Policies</b>			
<b>Notes on Financial Statements</b>	1 to 30		

**As per our report of even date****For C. J. Shah & Associates**

Chartered Accountants

**Chandrakant J. Shah**

Proprietor

Membership No. 33802

Firm Registration No.109522W

**For and on behalf of the Board of Directors****Parag Sharadchandra Kothari**

Chairman and Managing Director

DIN: 00184852

**Prakash Mahadeo Kale**

Independent Director

DIN: 00151379

**Place : Mumbai****Date : 30<sup>th</sup> May, 2017****Pooja Pradip Niphadkar**

Company Secretary

**Mangesh Narayan Patil**

Chief Finance Officer

**Cash Flow Statement for the year ended 31<sup>st</sup> March, 2017**

(₹ in lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2017	Year ended 31 <sup>st</sup> March, 2016
<b>A. Cash flow from operating activities:</b>		
Net profit before tax and extraordinary items	534.69	871.50
<b>Adjustments for :</b>		
Depreciation	186.01	179.57
(Profit) / Loss on sale of fixed assets	(0.66)	(4.26)
(Profit) / Loss on sale of investments	(28.87)	(114.68)
Dividend Received	(6.68)	(4.92)
Provision for Diminution of Value of Investment	1.52	-
<b>Operating profit before working capital changes</b>	<b>686.00</b>	<b>927.21</b>
Inventories	96.85	9.61
Trade and other receivables	195.74	(491.44)
Trade and other payables	(713.01)	255.22
<b>Cash generated from operations</b>	<b>265.61</b>	<b>700.63</b>
Direct taxes	(200.90)	(316.49)
<b>Net cash from operating activities</b>	<b>64.71</b>	<b>384.14</b>
<b>B. Cash flow from investing activities :</b>		
Purchase of fixed assets	(229.24)	(191.57)
Sale of fixed assets	14.78	13.39
Purchase of investments	(281.30)	(773.75)
Sale of investments	385.18	575.71
Dividend Received	6.68	4.92
<b>Net cash used in investing activities</b>	<b>(103.90)</b>	<b>(371.30)</b>
<b>C. Cash flow from financing activities :</b>		
Payment of Dividend	(26.07)	(17.38)
<b>Net cash used in financing activities</b>	<b>(26.07)</b>	<b>(17.38)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(65.27)</b>	<b>(4.54)</b>
<b>Opening Cash and cash equivalents</b>	<b>557.96</b>	<b>562.51</b>
<b>Closing Cash and cash equivalents</b>	<b>492.68</b>	<b>557.96</b>

**As per our report of even date**
**For C. J. Shah & Associates**

Chartered Accountants

**Chandrakant J. Shah**

Proprietor

Membership No. 33802

Firm Registration No.109522W

**For and on behalf of the Board of Directors**
**Parag Sharadchandra Kothari**

Chairman and Managing Director

DIN: 00184852

**Prakash Mahadeo Kale**

Independent Director

DIN: 00151379

**Place : Mumbai**
**Date : 30<sup>th</sup> May, 2017**
**Pooja Pradip Niphadkar**

Company Secretary

**Mangesh Narayan Patil**

Chief Finance Officer

## Significant accounting policies

### A) Basis of Preparation

- i) These Financial Statements have been prepared in accordance with Generally Accepted Accounting Principles in India under the historical cost convention on accrual basis pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014. Consequently, these financial statements have been prepared to comply in all material aspects with Accounting standards notified under section 211(3)(c) of Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.
- ii) Use of Estimates : The preparation of the financial statement in conformity with Generally Accepted Accounting Principles (GAAP) requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and reported amounts of revenue and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known or materialised.
- iii) Basis of Accounting : All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

### B) Fixed assets :

#### i) Tangible Assets

Tangible Assets are stated at cost net of recoverable taxes less accumulated depreciation and impairment losses if any. The cost of tangible assets comprises its purchase price and any cost directly attributable to bringing the asset to its working condition. Subsequent expenditure related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Loss arising from the retirement of and gain or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

The cost of assets not ready for use as at the Balance sheet date are disclosed under Capital Work-In-Progress.

#### ii) Intangible Assets

Intangible Assets are stated at acquisition cost net of recoverable taxes less accumulated amortisation and impairment losses if any. The cost of intangible assets comprises its purchase price and any cost directly attributable to bringing the asset to its working condition. Intangible assets are amortized on straight line basis over their estimated useful life.

### C) Depreciation :

- i) Depreciation on all tangible assets is provided on a straight line method, over its useful life.
- ii) Cost of Software capitalised is amortised over a period of six years.
- iii) Depreciation on addition of assets or on sales/discardment of assets, is calculated pro rata from the month of such addition or upto the month of such sale/ discardment, as the case may be.

### D) Impairment of assets :

The Company assesses at each Balance Sheet date whether there is any indication that an asset, including intangible, may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Profit and Loss Account. There is no impairment loss on fixed assets on the basis of review carried out by the management in accordance with Accounting Standard 28 issued by the Institute of Chartered Accountants of India.

### E) Investment :

- i) Current Investments are valued at lower of cost or market value, determined on category wise basis.
- ii) Long term Investments are valued at cost. Provision for diminution in the value of long term investments is made only if such a decline is not temporary in the opinion of the management.

### F) Inventories :

Inventories are valued after providing for obsolescence as follows:

- i) Stock of Raw materials, packing materials and stores & fuel are valued at lower of cost or net realisable value. Cost Formulae used is first in first out.
- ii) Semi-Finished Goods are valued at lower of cost or net realisable value. Cost for the purpose includes material cost and related overheads. Cost Formulae used is weighted average method.

- iii) Stock of manufactured and traded finished goods are valued at lower of cost or net realisable value. Cost for the purpose includes material cost, related overheads and excise duty paid/payable. Excise duty on manufactured finished goods forming part of the inventory is included in cost of finished goods. Goods In transit are stated at cost.
- iv) Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the company.

**G) Receivables and loans & advances :**

Receivables and loans & advances are stated after making adequate provision for bad debts and doubtful debts.

**H) Revenue Recognition**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

i) **Sale of goods**

Revenue is recognized when the significant risks and rewards of ownership of goods have passed to the buyer which generally coincides with delivery. Sales for the year include sale value of goods, excise duties and other recoveries, such as insurance, transport and packing charges excluding VAT/CST.

Export Incentives under the "Duty Entitlement Pass Book Scheme", "Duty Drawback Scheme", etc. are accounted for as and when admitted by the appropriate authorities/ in the year of export.

ii) **Interest, Claims & Dividend Income**

Interest Income is recognized on a time proportion basis taking into account the amount outstanding & rate applicable. Dividend Income is recognised in the year in which the right to receive is established.

Overdue interest from debtors, insurance claim , etc have been considered to the extent the amount is accepted/ascertainable by the parties.

**I) Excise duty :**

Excise duty is accounted on the basis of both, payment made in respect of goods cleared and also provisions made for goods lying in bonded warehouses.

**J) Research and development :**

Revenue expenses are charged to Profit & Loss Account in the year in which it is incurred while the capital expenditure is shown as addition to Fixed Assets.

**K) Employee benefits :**

- i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Profit & Loss A/c. in the year in which the related services are rendered.
- ii) Contribution to Provident Funds / Employee Pension Scheme are accounted on accrual basis.
- iii) Provision for gratuity liability has been made in the accounts based on actuarial valuation as at the year end which is in accordance with Accounting Standard 15.
- iv) Company's liabilities towards compensated absences to employees are determined on the basis of valuations as at balance sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains & losses comprise experience adjustments and the effect of changes in actuarial assumptions are recognised immediately in the Profit and Loss Account.

**L) Foreign currency transactions :**

- i) Transaction denominated in foreign currency are converted into Indian rupees at the exchange rate prevailing on the date of transaction.
- ii) Gains or losses on settlement of the transactions are recognised in the Profit & Loss A/c.
- iii) Monetary assets & liabilities in foreign currency at the year end are restated by applying the closing rate and the difference arising out of such conversion is recognised in Profit & Loss A/c.
- iv) In case of items which are covered by forward exchange contracts, the difference between the year end rate and the rate on the date of the contract is recognised as exchange difference.
- v) The premium on forward exchange contract is recognized over the period of the contract in the statement of profit and loss.
- vi) Investment in equity capital of overseas companies registered outside India are carried in the Balance Sheet at the rates at which transactions have been executed.

**M) Provisions, contingent liabilities and contingent assets :**

- i) A provision is recognised when the company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. When the Company expects a provision will be reimbursed, the reimbursement is recognised as a separate asset only when reimbursement is virtually certain.
- ii) A disclosure for contingent liabilities is made where there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.
- iii) Contingent assets are neither recognised nor disclosed in the financial statements.

**N) Taxation :**

Income Tax expenses comprises current and deferred tax charge or credit. Provision for current tax is made on the basis of the assessable income at the tax rate applicable to the relevant assessment year. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred Tax Asset arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws are recognised, only if their is a virtual certainty of its realisation, supported by convincing evidence. Deferred tax asset on account of other timing differences are recognised only to the extent there is a reasonable certainty of its realisation. At each balance sheet date, the carrying amount of deferred tax asset are reviewed to reassure realisation. Minimum Alternate Tax Credit is recognised as an asset only when and to that extent there is convincing evidence the company will pay normal tax during the specified period.

**O) Earnings per share :**

The basic and diluted earnings per share is computed by dividing the net profit after taxes attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

**P) Proposed Dividend**

The Dividend recommended by the Board of Directors is 30% on equity share which amounts to ₹ 26,06,910/- is pending for approval at the 32<sup>nd</sup> Annual General Meeting

Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2017

(₹ in lakhs)

## Note : 1 Share Capital

Particulars	As at 31 <sup>st</sup> March, 2017		As at 31 <sup>st</sup> March, 2016	
	Number of Shares		Number of Shares	
<b>AUTHORIZED CAPITAL</b>				
Equity shares of ₹ 1/- each	110,000,000	1,100.00	110,000,000	1,100.00
5% Non Convertible Non Cumulative Preference shares of ₹ 10/- each	700,000	70.00	700,000	70.00
Unclassified shares of ₹ 10/- each	4,300,000	430.00	4,300,000	430.00
		<b>1,600.00</b>		<b>1,600.00</b>
<b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</b>				
Equity shares of ₹ 1/- each, fully paid up	8,689,700	86.90	8,689,700	86.90
<b>Total</b>		<b>86.90</b>		<b>86.90</b>

A) Reconciliation of the number of shares and the amount outstanding at the beginning and at the end of 31<sup>st</sup> March, 2017

Particulars		Opening balance	Redemption	Closing Balance
Equity shares of ₹ 1/- each				
<b>Year ended 31<sup>st</sup> March, 2017</b>				
<b>Number of shares</b>		8,689,700	-	8,689,700
<b>Amount (₹ in Lakhs)</b>		86.90	-	86.90
<b>Year ended 31.3.2016</b>				
<b>Number of shares</b>		8,689,700	-	8,689,700
<b>Amount (₹ in Lakhs)</b>		86.90	-	86.90

## B) Rights, Preferences and restrictions attached to Equity Shares

The Company has one class of equity shares having a par value of ₹ 1/- per share. Each shareholder is eligible for one vote per share held. The Dividend when proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the assets of the company remaining after distribution of all preferential amounts in proportion of their shareholding.

## C) Details of Shares held by each shareholder holding more than 5% Share

Particulars	As at 31 <sup>st</sup> March, 2017		As at 31 <sup>st</sup> March, 2016	
	Number of Shares	% Holding	Number of Shares	% Holding
Jayshree Sharadchandra Kothari	-	-	2,663,595	30.65
Parag Sharadchandra Kothari	3,262,565	37.55	1,921,734	22.12
Nikhil Sharadchandra Kothari	2,172,704	25.00	831,874	9.57



**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2017**

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 2 : Reserves &amp; Surplus</b>		
<b>Capital Redemption Reserve</b>		
Opening Balance	70.00	70.00
	<b>70.00</b>	<b>70.00</b>
<b>General Reserve</b>		
Opening Balance	2,750.00	2,750.00
Add Transferred from the surplus in the statement of Profit & Loss	100.00	-
	<b>2,850.00</b>	<b>2,750.00</b>
<b>Surplus in statement of Profit &amp; Loss Account</b>		
Balance brought forward from previous year	3,549.94	2,961.83
Add: Profit for the year	361.66	619.50
	<b>3,911.60</b>	<b>3,581.33</b>
Less: Transferred to General Reserve	100.00	-
Less: Proposed Dividend	-	26.07
Less: Tax on proposed dividend	-	5.32
	<b>3,811.60</b>	<b>3,549.94</b>
<b>Total</b>	<b>6,731.60</b>	<b>6,369.94</b>
<b>Note 3 : Long Term Provisions</b>		
<b>Provision For Employee Benefits</b>		
Provision for leave encashment	17.70	14.80
Provision for gratuity	56.95	45.71
<b>Total</b>	<b>74.65</b>	<b>60.51</b>
<b>Note 4 : Deferred tax liabilities (Net)</b>		
<b>Deferred Tax Liability</b>		
Related to Fixed Assets	202.00	207.00
<b>Total</b>	<b>202.00</b>	<b>207.00</b>
<b>Note 5 : Trade Payables</b>		
Trade Payables	1,605.52	2,135.23
<b>Total</b>	<b>1,605.52</b>	<b>2,135.23</b>

5.1 The Company is in the process of identifying suppliers falling under the Micro, Small and Medium Enterprises Development Act, 2006. However, no confirmation as regards to the status has been received by the Company.

In the absence of information as regard to the status/ classification of the relevant enterprises into Micro, Small and Medium Enterprises, information as required under Notification No. G.S.R. 719 (E) dated 16.11.2007 issued by the Department of Company Affairs in respect of the total amount payable and amount of interest thereon paid during the year and payable at the end of the year to the Sundry Creditors could not be disclosed.

## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2017

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 6 : Other Current Liabilities</b>		
Statutory Dues	129.66	167.18
Advance From Customers & Others	426.55	545.57
Outstanding Expenses	181.62	226.60
Employee Liabilities Payable	58.17	52.26
Deposit From Agents	2.30	2.30
<b>Total</b>	<b>798.30</b>	<b>993.92</b>
<b>Note 7 : Short Term Provisions</b>		
<b>Provision For Employee Benefits</b>		
Provision for leave encashment	5.51	5.81
<b>Others</b>		
Proposed Dividend	-	26.07
Tax on proposed dividend	-	5.31
Provision for Diminution of Value of Investment	(1.52)	-
Provision for Taxation (Net of Advance Tax & TDS ₹ 517.95 Lakhs (PY ₹ 1010.08 Lakhs))	22.06	39.63
<b>Total</b>	<b>26.05</b>	<b>76.82</b>

### Note : 8 Fixed Asset

Particulars	Gross Block				Depreciation				Net Block	
	As at 1 <sup>st</sup> April, 2016	Additions	Deductions	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016	for the year	Deductions	Upto 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>Tangible Assets</b>										
Building	166.22	-	-	166.22	42.89	6.55	-	49.44	116.77	123.32
Plant and Machinery	1,000.62	77.89	7.90	1,070.61	327.22	93.43	2.52	418.12	652.49	673.41
Electrical Installation	17.34	-	-	17.34	5.63	1.31	-	6.94	10.40	11.71
Furnitures & Fixtures	57.21	5.29	-	62.50	19.43	6.95	-	26.37	36.12	37.78
Vehicles	226.20	42.59	56.70	212.10	96.55	33.31	47.96	81.91	130.19	129.65
Equipments	525.48	50.51	-	575.98	148.76	38.88	-	187.65	388.34	376.71
<b>SUB TOTAL (A)</b>	<b>1,993.06</b>	<b>176.28</b>	<b>64.60</b>	<b>2,104.74</b>	<b>640.48</b>	<b>180.43</b>	<b>50.48</b>	<b>770.43</b>	<b>1,334.32</b>	<b>1,352.58</b>
<b>Intangible Assets</b>										
Computer Software	31.47	2.19	-	33.66	7.93	5.58	-	13.51	20.15	23.54
<b>SUB TOTAL (B)</b>	<b>31.47</b>	<b>2.19</b>	<b>-</b>	<b>33.66</b>	<b>7.93</b>	<b>5.58</b>	<b>-</b>	<b>13.51</b>	<b>20.15</b>	<b>23.54</b>
<b>Total [A + B]</b>	<b>2,024.53</b>	<b>178.48</b>	<b>64.60</b>	<b>2,138.40</b>	<b>648.41</b>	<b>186.01</b>	<b>50.48</b>	<b>783.94</b>	<b>1,354.47</b>	<b>1,376.12</b>
<b>Capital Work-in-progress</b>									<b>56.20</b>	<b>5.44</b>
<b>Previous Year</b>	<b>1,852.88</b>	<b>198.69</b>	<b>27.04</b>	<b>2,024.53</b>	<b>486.75</b>	<b>179.57</b>	<b>17.91</b>	<b>648.41</b>	<b>1,376.12</b>	<b>1,297.27</b>
<b>Capital Work-in-progress</b>									<b>5.44</b>	<b>12.56</b>

Note :

a. Plant and Machinery includes Computers

Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2017

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 9 : Non Current Investments</b>		
<b>Valued at cost unless otherwise stated</b>		
<b>Trade investment, Unquoted</b>		
<b>Equity of Subsidiary</b>		
11,75,000 equity shares of ₹ 1/- each of Jaysynth (Europe) Limited	1,186.84	1,186.84
<b>Non-trade investment, Unquoted</b>		
<b>Others</b>		
10 equity shares of ₹ 1000/- each of Antophill Warehousing Co. Ltd	0.10	0.10
<b>Total</b>	<b>1,186.94</b>	<b>1,186.94</b>
<b>Note 10 : Long Term Loans and Advances</b>		
<b>Unsecured, Considered Good unless otherwise stated</b>		
Security Deposit	87.93	117.72
<b>Total</b>	<b>87.93</b>	<b>117.72</b>
<b>Note 11 : Other Non - Current Assets</b>		
<b>Unsecured, Considered Good unless otherwise stated</b>		
FDR with Kotak Bank	65.00	-
<b>Total</b>	<b>65.00</b>	<b>-</b>

	No. of Shares /Units	As At 31 <sup>st</sup> March, 2017	No. of Shares /Units	As At 31 <sup>st</sup> March, 2016
<b>Note 12 : Current Investments</b>				
<b>Investment in Equity Shares of Companies</b>				
<b>a) Quoted - Fully paid - up</b>				
Coal India Ltd.	1,400	3.43	1,400	3.43
Reliance Power Limited	654	1.84	654	1.84
Less : Provision for Diminution of Value of Investment		(1.52)		-
		3.75		5.27
<b>Investment in Mutual Fund (Quoted)</b>				
HDFC FMP 1846 D August 2014 (1)	500,000	50.00	500,000	50.00
SBI Dynamic Bond -Regular Plan- Growth	-	-	501,764	75.00
Templeton India Short Term Income Plan-Growth	3,368	80.62	3,368	80.61
<b>Total</b>		<b>134.37</b>		<b>210.88</b>
Aggregate Amount of Quoted Investment		134.37		210.88
Market Value of Quoted Investment		188.66		264.13

Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2017

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 13 : Inventories</b>		
<b>Valued at Cost or Net Realisable value whichever is lower</b>		
Raw Material	797.73	726.68
Work-in-Progress	132.99	118.12
Finished Goods (Other than those acquired for Trading)	867.79	1,063.94
Goods in transit	-	-
Stock in Trade (acquired for Trading)	373.17	386.31
Goods in transit	-	-
Packing materials	17.03	17.43
Fuel	0.45	0.42
Stores & Spares	197.79	170.91
<b>Total</b>	<b>2,386.95</b>	<b>2,483.81</b>
<b>Note 14 : Trade Receivables</b>		
<b>Outstanding for more than six months</b>		
Unsecured, Considered Good	298.40	235.31
<b>Others</b>		
Unsecured, Considered Good	2,173.72	2,384.82
<b>Total</b>	<b>2,472.12</b>	<b>2,620.13</b>
<b>Note 15 : Cash and Bank balances</b>		
<b>Cash &amp; Cash Equivalents</b>		
Cash-in-Hand	1.06	1.50
<b>Balances with Banks</b>		
in current account	194.94	75.40
In EEFC A/c	64.76	19.14
<b>Other Bank Balances</b>		
FDR With HDFC Bank	115.06	280.57
FDR With Syndicate Bank	116.86	116.10
FDR With Bank of Baroda	-	0.25
FDR with Kotak Bank	-	65.00
<b>Total</b>	<b>492.68</b>	<b>557.96</b>
<b>Note 16 : Short Terms Loans and Advances</b>		
<b>Others</b>		
Advance Recoverable in cash or in kind or for value to be considered good	60.62	50.22
Advance Income Tax/Refund Due	2.07	2.09
<b>Unsecured, Considered Good unless otherwise stated</b>		
Loans & Advances to employees	11.03	11.82
Prepaid Expenses	25.08	12.43
<b>Balances with government authorities</b>		
Deposit with Excise & Cenvat Credit receivable	-	326.67
Excise Duty Refund Receivable	-	618.59
Vat Credit receivable	-	169.24
Service Tax Credit receivable	-	65.40
<b>Total</b>	<b>98.80</b>	<b>1,256.46</b>

Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2017

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 17 : Other Current Assets</b>		
<b><u>Unsecured, Considered Good unless otherwise stated</u></b>		
<u>Accruals</u>		
Interest accrued on deposit	25.85	32.46
<b><u>Others</u></b>		
Export incentives receivable	47.44	63.39
Other Receivables	18.10	19.01
<b><u>Balances with government authorities</u></b>		
Deposit with Excise & Cenvat Credit receivable	224.94	-
Excise Duty Refund Receivable	529.46	-
Vat Credit receivable	262.29	-
Service Tax Credit receivable	81.48	-
<b>Total</b>	<b>1,189.56</b>	<b>114.86</b>
<b>Note 18 : Revenue from Operations</b>		
Sale of products (refer note 18.1 below)	12,233.85	12,331.36
Other Operating revenues (refer note 18.2 below)	294.65	194.46
	<b>12,528.50</b>	<b>12,525.82</b>
Less : Excise Duty	558.41	602.56
<b>Total</b>	<b>11,970.09</b>	<b>11,923.26</b>
<b>Note 18.1</b>		
Manufactured Goods	8,626.64	8,205.22
Traded Goods	3,607.21	4,126.14
	<b>12,233.85</b>	<b>12,331.36</b>
<b>Note:18.2</b>		
<u>Other Operating revenues</u>		
Sale of Scrap	0.92	0.62
Export incentives	293.73	193.84
<b>Total Operating revenues</b>	<b>294.65</b>	<b>194.46</b>
<b>Note 19 : Other Income</b>		
Interest earned (refer note 19.1 below)	36.92	47.05
Dividend received	6.68	4.91
Net Gain on Foreign Currency transactions & translation	46.38	25.30
Profit/(Loss) on sale of assets(net)	0.66	4.26
Profit/(Loss) on sale of shares & investments	28.87	114.68
Bad Debt Recovered	-	8.63
<b>Total</b>	<b>119.51</b>	<b>204.83</b>

## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2017

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note: 19.1</b>		
<b>Interest income comprises :</b>		
Interest from Bank on deposits	33.46	40.21
Interest on overdue trade receivables	3.46	6.83
	<b>36.92</b>	<b>47.04</b>
<b>Note 20 : Cost of Materials Consumed</b>		
Opening stock	726.68	969.32
Add : Purchases	5,396.18	4,801.81
	<b>6,122.86</b>	<b>5,771.13</b>
Less : Closing Stock	797.73	726.68
	<b>5,325.13</b>	<b>5,044.45</b>

Particulars	As At 31 <sup>st</sup> March, 2017		As At 31 <sup>st</sup> March, 2016	
	%	₹	%	₹
<b>Note: 20.1</b>				
Imported & Indigenous Consumption :				
Raw Materials :				
i) Imported	9.13	486.39	2.72	137.08
ii) Indigenous	90.87	4,838.74	97.28	4,907.37
	<b>100.00</b>	<b>5,325.13</b>	<b>100.00</b>	<b>5,044.45</b>

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 21 : Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</b>		
<b><u>Inventories at the end of the year</u></b>		
Finished Goods	1,240.96	1,450.25
Work In Progress	132.99	118.12
	<b>1,373.95</b>	<b>1,568.37</b>
<b><u>Inventories at the beginning of the year</u></b>		
Finished Goods	1,450.25	1,386.03
Work In Progress	118.12	44.53
	<b>1,568.37</b>	<b>1,430.56</b>
<b>Net (increase) / decrease</b>	<b>194.41</b>	<b>(137.81)</b>
<b>Note 22 : Manufacturing &amp; operating Cost</b>		
Consumption of Stores and spare parts	324.80	426.16
Consumption of Packing material	108.04	108.33
Contract labour	121.35	108.65
Power, fuel and water	50.83	49.45
Repair & Maintenance - Plant & Machinery	12.89	22.46
Repair & Maintenance - Others	63.74	61.75
Repair & Maintenance - Building	4.47	-
Other Manufacturing Expenses	5.71	3.41
	<b>691.83</b>	<b>780.21</b>

Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2017

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2017		As at 31 <sup>st</sup> March, 2016	
	%	₹	%	₹
<b>Note: 22.1</b>				
<b>Imported &amp; Indigenous Consumption :</b>				
Stores & Spares Consumed :				
i) Imported *	55.72	180.99	48.18	205.33
ii) Indigenous	44.28	143.81	51.82	220.83
	<b>100.00</b>	<b>324.80</b>	<b>100.00</b>	<b>426.16</b>

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 22.2 Value of Imports Calculated on C.I.F. Basis :-</b>		
Raw Material*	545.25	300.10
Finished Goods	61.82	154.58
Stores & Components	81.39	90.34
Capital Goods *	54.66	55.11
	<b>743.12</b>	<b>600.13</b>
* Including high seas and purchases in transit		
<b>Note 23 : Employee Benefit Expenses</b>		
Salaries & wages	640.89	600.91
Contribution to provident & other funds	30.12	50.13
Staff welfare expenses	44.70	40.77
<b>Total</b>	<b>715.71</b>	<b>691.81</b>

**Note 23.1 Defined Benefit Plans**

The summarized position of post-employment benefits & long term employee benefits recognized in the Profit & Loss Account and Balance Sheet ( as per Accounting Standard 15) are as under :-

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Expenses recognised in the statement of Profit &amp; Loss</b>				
Current service cost	7.56	6.61	3.71	3.68
Interest cost	3.43	3.13	1.55	1.48
Expected return on plan assets	(5.31)	(5.50)	-	-
Net actuarial Gain/(Loss) recognised in the year	0.08	(1.78)	1.70	2.37
Past service cost	-	-	-	-
Expenses recognised in the statement of Profit & Loss	5.76	2.45	6.96	7.53
<b>Actual return on plan assets</b>				
Expected return on plan assets	5.31	5.50	-	-
Actuarial Gain/(Loss) plan assets	2.56	(0.65)	-	-
Actual return on plan assets	7.87	4.85	-	-
<b>Balance Sheet Recognition</b>				
Present value of obligation	56.96	45.72	23.21	20.60
Fair value of plan assets	76.30	70.82	-	-
Liability/(Assets)	(19.35)	(25.11)	23.21	20.60

## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2017

(₹ in lakhs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
Unrecognised past service cost	-	-	-	-
Liability/(Asset) recognised in the Balance Sheet	19.35	25.11	23.21	20.60
<b>Changes in the present value of the obligation</b>				
Present value of obligation as on 31 <sup>st</sup> March, 2016	45.72	39.09	20.60	18.51
Interest cost	3.43	3.13	1.55	1.48
Current service cost	7.56	6.61	3.71	3.68
Past service cost	-	-	-	-
Benefits paid	(2.39)	(0.68)	(4.35)	(5.44)
Actuarial (Gain)/Loss on obligation	2.64	(2.44)	1.70	2.37
Present value of obligation as on 31 <sup>st</sup> March, 2017	56.96	45.72	23.21	20.60
<b>Changes in the Fair Value of the Assets</b>				
Fair value of plan Assets as on 31 <sup>st</sup> March, 2016	70.82	66.65	-	-
Actual Return on plan assets	7.87	4.85	-	-
Contributions	-	-	-	-
Benefits paid	(2.39)	(0.68)	-	-
Fair value of plan assets as on 31 <sup>st</sup> March 2017	76.30	70.82	-	-
Total actuarial Gain/(Loss) recognised during the year	0.08	(1.78)	-	-
<b>Actuarial Assumptions</b>				
Discount rate	7.50% p.a.	8.00% p.a.	7.50% p.a.	8.00% p.a.
Expected return on plan assets	7.50% p.a.	8.00% p.a.	-	N/A
Future salary increases	5.00% p.a.	5.00% p.a.	5.00% p.a.	5.00% p.a.
Attrition	5.00% p.a.	5.00% p.a.	5.00% p.a.	5.00% p.a.
Retirement	58 yrs	58 yrs	58 yrs	58 yrs
Mortality	IALM 2006-08 Ultimate		IALM 2006-08 Ultimate	

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 24 : Financial cost</b>		
Interest Expense	2.04	0.98
Other Borrowing costs	19.62	18.66
<b>Total</b>	<b>21.66</b>	<b>19.64</b>
<b>Note 25 : Other Expenses</b>		
Auditor's Remuneration	4.75	4.75
Advertisement & Sales Promotion Expenses	32.10	54.02
Commission charges	235.53	232.19
Communication Expenses	43.02	35.83
Donation	-	0.10
Expenditure towards Corporate Social Responsibility	18.75	19.50
Freight, transport and distribution expenses	193.80	180.83
Insurance Expenses	30.21	34.82
Miscellaneous expenses	49.08	38.56
Professional Charges	72.72	133.49
Printing & Stationery Expenses	2.64	1.61
Discounts (net)	153.38	179.80
Rent	169.71	173.59
Rates & Taxes	95.75	55.92
Travelling, Conveyance & Vehicle Expenses (Including Foreign Travelling)	107.22	102.62
Security Charges	23.33	23.06
Electricity Charges	32.48	31.61
<b>Total</b>	<b>1,264.47</b>	<b>1,302.30</b>



Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2017

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 25.1 Auditor's Remuneration</b>		
Audit fees	4.10	4.10
Tax Audit Fees	0.65	0.65
	<b>4.75</b>	<b>4.75</b>
<b>Note 25.2 Expenditure In Foreign Currency</b>		
Commission	26.00	35.07
Foreign Travelling Expenses	18.28	16.15
Others	6.67	65.12
<b>Note 25.3 Corporate Social Responsibility</b>		
As per Section 135 of the Companies Act, 2013, a Company meeting the applicable threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial year on corporate social responsibility (CSR) activities.		
a) Gross amount required to be spent by the company during the year	18.38	19.52
b) Amount spent during the year (in cash)	-	-
(i) Construction / acquisition of any asset	-	-
(ii) On purposes other than (i) above	18.75	19.50
c) Amount unspent during the year (yet to be paid)	-	0.02
<b>Particulars</b>	<b>As At 31<sup>st</sup> March, 2017</b>	<b>As At 31<sup>st</sup> March, 2016</b>
<b>Note 26 Earning Per Share (EPS)</b>		
Profit attributable to the Shareholder (₹ in Lakhs)	361.66	619.50
No. of Equity Shares	8,689,700	8,689,700
Nominal Value of Equity Shares (₹)	1	1
Earning per share - Basic & Diluted (₹)	4.16	7.13
<b>Particulars</b>	<b>As At 31<sup>st</sup> March, 2017</b>	<b>As At 31<sup>st</sup> March, 2016</b>
<b>Note 27 Segment Information</b>		
<b>Note 27.1 Primary Segments :</b>		
The Company has identified Organic Colourants as the only primary reportable segment. In view of the interwoven / intermix nature business and manufacturing facility other segmental information is not ascertainable.		
<b>Note 27.2 Geographical Segments :</b>		
Segment revenue from external customers, based on geographical location of customers.		
i) Domestic	5,160.81	5,479.00
ii) Export	7,073.04	6,852.35
	<b>12,233.85</b>	<b>12,331.35</b>
<b>Note 28.1 Earning in Foreign Currency</b>		
i) FOB value of exports (CIF less insurance & freight)	7,139.20	6,812.28

## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2017

### Note 28.2 Related Parties Disclosure under Accounting Standard - 18

- i) The list of related parties with whom the Company has transaction
1. Jaysynth Impex Limited
  2. Jay Chemi Colour Industries
  3. Jaysynth (Europe) Limited ( Wholly Owned Subsidiary)
  4. JD Orgochem Limited
  5. Trichromy Enterprises Private Limited
  6. R P Trading Co.
  7. Jay Instruments and Systems Private Limited

#### Key Managerial Personnel of the Company

1. Parag Sharadchandra Kothari
2. Mangesh Narayan Patil
3. Pooja Pradip Niphadkar

- ii) The following transactions were carried out with the related parties:

(₹ in Lakhs)

Sr. No.	Particulars	Related Party Transactions		Key Managerial Personnel	
		As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
1	Sale of Goods/Services/Assets	1,653.57	1,795.11	-	-
2	Purchase of Goods	(80.90)	(112.05)	-	-
3	Expenses Paid	(155.33)	(167.98)	-	-
4	Managerial Remuneration	-	-	(25.91)	(61.09)
5	Director Sitting Fees	(0.78)	(0.42)	-	-
6	Receipt /( Payment) Net	(1437.87)	(836.83)	-	-
7	Balance Outstanding (Net)	Dr. 1,080.03	Dr. 1,100.56	-	-

### Note 28.3 Information of Derivative Instrument outstanding as at the Balance Sheet date :

The Company has entered into foreign exchange forward contract being derivative instrument, which are not intended for trading or speculative purpose, but for hedge purposes.

(₹ in Lakhs)

	Currency	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
In respect of highly probable forecasted sales / collections			
Foreign exchange forward contracts with periodical maturity dates upto July 2017	USD	\$ 8.70	\$ 9.59
	INR	₹ 584.30	₹ 658.81
Unhedged foreign currency exposure as at the balance sheet date is as given below (₹)			
Balance with banks - In Current Account	INR	64.76	19.13
Receivables	INR	1111.56	625.14
Trade payable and payable for capital goods	INR	28.49	63.21
Advance from Customer	INR	151.19	266.42

# Amount in INR is as per the exchange rate prevailing as on the date of transaction

**Note 28.4** In the opinion of the Board and to the best of their knowledge and belief, the realisable value of current assets, loans and advances in the ordinary course of business would not be less than the amount, at which they are stated in the Balance Sheet unless otherwise stated, and the provision for all known and determined liabilities is adequate and not in excess of the amount reasonably required.

## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2017

**Note 28.5** Balance of loans & advances, sundry debtors, sundry creditors & deposits are subject to adjustments, reconciliation and confirmation by the parties.

**Note 28.6** Bank certificates are obtained for bank balances, but wherever bank certificates could not be obtained we have relied on bank statements.

**Note 29** Details of Specified Bank Notes (SBN) held and transacted during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016

Particulars	SBNs	Other Denomination notes	Total
Closing cash in hand as on 8 <sup>th</sup> November, 2016	189,000	126,571	315,571
(+) Receipts		950,820	950,820
(-) Permitted payments	(157,000)	(620,948)	(777,948)
(-) Amount deposited in Banks	(32,000)	(110,890)	(142,890)
Closing cash in hand as on 30 <sup>th</sup> December, 2016			<b>345,553</b>

**Note 30** Previous year's figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

**As per our report of even date**

**For C. J. Shah & Associates**

Chartered Accountants

**Chandrakant J. Shah**

Proprietor

Membership No. 33802

Firm Registration No.109522W

**For and on behalf of the Board of Directors**

**Parag Sharadchandra Kothari**

Chairman and Managing Director

DIN: 00184852

**Prakash Mahadeo Kale**

Independent Director

DIN: 00151379

**Place : Mumbai**

**Date : 30<sup>th</sup> May, 2017**

**Pooja Pradip Niphadkar**

Company Secretary

**Mangesh Narayan Patil**

Chief Finance Officer

## **Independent Auditor's Report**

### **To the Members of Jaysynth Dyestuff (India) Limited**

#### **Report on Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Jaysynth Dyestuff (India) Limited (herein referred to as "the holding Company") and its subsidiary (the Holding Company and its subsidiaries together referred to as "the Group") comprising the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2017, the Consolidated Statement of Profit & Loss and the Consolidated Cash Flow Statement for the period ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

#### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The respective Board of Directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the group and for preventing and detecting frauds and other irregularities, the selection and application of the appropriate accounting policies, making judgements and estimates that are reasonable and prudent and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the Holding Company, as aforesaid.

#### **Auditor's Responsibility**

- a) Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
- b) While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the auditor report under the provisions of the Act and the rules made there under.
- c) We have conducted our Audit in accordance with Standards on Auditing specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountant of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
- d) An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation and fair presentation of the consolidated financial statements that give a true and a fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Holding Company's Board of Directors as well as evaluating the overall presentation of the consolidated financial statements.
- e) We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the group as at 31<sup>st</sup> March, 2017 and their consolidated profit and their consolidated cash flows for the period ended on that date.

#### **Other Matter**

We did not audit the financial statements of the subsidiary included in the consolidated financial statements, which constitute (all figures before intercompany eliminations) the total assets of ₹ 1101.96 Lakhs and net assets of ₹ 1075.14 Lakhs as at 31<sup>st</sup> March, 2017, total revenue of ₹ 1634.95 Lakhs, net profit of ₹ 105.71 Lakhs for the period ended on that date, as considered in the consolidated financial statements.

These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements as certified by the management.

#### **Report On Other Legal & Regulatory Requirements.**

As required by Section 143 (3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law maintained by the Holding Company and its subsidiary included in the Group, including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the relevant books of account maintained by the Holding Company and its subsidiary, included in the Group, including relevant records relating to the preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company are disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014. In our opinion and to the best of our information and according to the explanations given to us:
  - i. There are no pending litigation as at 31<sup>st</sup> March, 2017 & hence there are no impact on the consolidated financial position in its consolidated financial statements.
  - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as at 31<sup>st</sup> March, 2017.
  - iii. There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended 31<sup>st</sup> March, 2017.
  - iv. The Company has provided requisite disclosures in its consolidated financial statement as regards to its holding as well as dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated 8<sup>th</sup> November, 2016 of the Ministry of Finance, during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016. Based on the audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the books of accounts maintained by the company and as produced to us by the management. Refer Note 29 to the consolidated financial statements.

**For C.J. SHAH & ASSOCIATES**  
**Chartered Accountants**

**(Chandrakant J. Shah)**  
**Proprietor**

**Membership No. 33802**  
**Firm Registration No.109522W**

**Place : Mumbai**  
**Date : 30<sup>th</sup> May, 2017**

**Consolidated Balance Sheet as at 31<sup>st</sup> March, 2017**

(₹ in lakhs)

	Note	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	1	86.90	86.90
Reserves and Surplus	2	7,046.80	6,775.20
<b>Non-Current Liabilities</b>			
Long Term Provisions	3	74.65	60.51
Deferred tax liabilities (Net)	4	202.00	207.00
<b>Current Liabilities</b>			
Trade Payables	5	1,609.16	1,917.09
Other Current Liabilities	6	672.40	1,003.15
Short-Term Provisions	7	39.45	76.82
<b>TOTAL</b>		<b>9,731.36</b>	<b>10,126.67</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
<b>Fixed Assets</b>			
Tangible Assets	8	1,337.11	1,355.82
Intangible Assets	8	460.34	463.73
Capital Work in Progress	8	56.20	5.44
Non-current investments	9	0.10	0.10
Long term loans and advances	10	87.93	117.72
Other Non - current assets	11	65.00	-
<b>Current Assets</b>			
Current investments	12	134.37	210.89
Inventories	13	2,572.34	2,700.65
Trade receivables	14	2,835.37	3,027.85
Cash and Bank balances	15	872.63	845.15
Short-term loans and advances	16	98.80	1,256.46
Other current assets	17	1,211.17	142.86
<b>TOTAL</b>		<b>9,731.36</b>	<b>10,126.67</b>
<b>Significant Accounting Policies</b>			
<b>Notes on Financial Statements</b>	1 to 30		

**As per our report of even date****For C. J. Shah & Associates**

Chartered Accountants

**Chandrakant J. Shah**

Proprietor

Membership No. 33802

Firm Registration No.109522W

**For and on behalf of the Board of Directors****Parag Sharadchandra Kothari**

Chairman and Managing Director

DIN: 00184852

**Prakash Mahadeo Kale**

Independent Director

DIN: 00151379

**Place : Mumbai****Date : 30<sup>th</sup> May, 2017****Pooja Pradip Niphadkar**

Company Secretary

**Mangesh Narayan Patil**

Chief Finance Officer

**Consolidated Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2017**

(₹ in lakhs)

Particulars	Note	Year ended 31 <sup>st</sup> March, 2017	Year ended 31 <sup>st</sup> March, 2016
<b>INCOME</b>			
Revenue from operations	18	12,215.03	12,092.86
Other Income	19	212.71	227.74
<b>Total Revenue</b>		<b>12,427.74</b>	<b>12,320.60</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	20	5,325.13	5,044.45
Purchase of Stock-in-Trade		3,155.68	3,376.42
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	225.87	(140.49)
Manufacturing & operating Cost	22	691.83	780.21
Employee Benefit Expense	23	749.67	728.68
Financial Costs	24	25.55	23.21
Depreciation and Amortization Expense	8	186.46	180.14
Other Expenses	25	1,411.77	1,440.35
<b>Total Expenses</b>		<b>11,771.96</b>	<b>11,432.97</b>
Profit Before Tax		<b>655.78</b>	<b>887.63</b>
<b>Tax expenses</b>			
Current tax		188.39	255.03
Deferred Tax		(5.00)	(3.00)
Tax expenses related to prior year		3.03	-
<b>Profit for the year</b>		<b>469.36</b>	<b>635.60</b>
Basic & Diluted Earning per equity share of face value of ₹1/- each (in ₹)		5.40	7.31
<b>Significant Accounting Policies</b>			
<b>Notes on Financial Statements</b>	1 to 30		

**As per our report of even date****For C. J. Shah & Associates**

Chartered Accountants

**Chandrakant J. Shah**

Proprietor

Membership No. 33802

Firm Registration No.109522W

**Place : Mumbai****Date : 30<sup>th</sup> May, 2017****Pooja Pradip Niphadkar**

Company Secretary

**For and on behalf of the Board of Directors****Parag Sharadchandra Kothari**

Chairman and Managing Director

DIN: 00184852

**Prakash Mahadeo Kale**

Independent Director

DIN: 00151379

**Mangesh Narayan Patil**

Chief Finance Officer

**Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March, 2017**

(₹ in lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2017	Year ended 31 <sup>st</sup> March, 2016
<b>A. Cash flow from operating activities:</b>		
Net profit before tax and extraordinary items	655.78	887.63
<b>Adjustments for :</b>		
Depreciation	186.46	180.14
Bad Debts	-	24.44
Exchange Difference Gain/Loss	(197.75)	-
(Profit)/Loss on sale of fixed assets	(0.66)	(4.26)
(Profit)/Loss on sale of investments	(28.87)	(114.68)
Dividend Received	(6.68)	(4.92)
Provision for Diminution of Value of Investment	1.52	-
<b>Operating profit before working capital changes</b>	<b>609.80</b>	<b>968.35</b>
Inventories	128.31	6.94
Trade and other receivables	246.59	(927.15)
Trade and other payables	(626.36)	46.31
<b>Cash generated from operations</b>	<b>358.34</b>	<b>94.45</b>
Direct taxes	(200.90)	(316.51)
<b>Net cash from operating activities</b>	<b>157.44</b>	<b>(222.06)</b>
<b>B. Cash flow from investing activities :</b>		
Purchase of fixed assets	(229.24)	(191.57)
Sale of fixed assets	14.78	13.39
Purchase of investments	(281.30)	(103.19)
Sale of investments	385.19	575.71
Dividend Received	6.68	4.92
<b>Net cash used in investing activities</b>	<b>(103.89)</b>	<b>299.25</b>
<b>C. Cash flow from financing activities :</b>		
Payment of Dividend	(26.07)	(17.38)
<b>Net cash used in financing activities</b>	<b>(26.07)</b>	<b>(17.38)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>27.48</b>	<b>59.81</b>
<b>Opening Cash and cash equivalents</b>	<b>845.15</b>	<b>785.34</b>
<b>Closing Cash and cash equivalents</b>	<b>872.63</b>	<b>845.15</b>

As per our report of even date

For **C. J. Shah & Associates**  
Chartered Accountants

**Chandrakant J. Shah**  
Proprietor  
Membership No. 33802  
Firm Registration No.109522W

For and on behalf of the Board of Directors

**Parag Sharadchandra Kothari**  
Chairman and Managing Director  
DIN: 00184852

**Prakash Mahadeo Kale**  
Independent Director  
DIN: 00151379

**Place : Mumbai**  
**Date : 30<sup>th</sup> May, 2017**

**Pooja Pradip Niphadkar**  
Company Secretary

**Mangesh Narayan Patil**  
Chief Finance Officer



## Significant accounting policies

### A) Basis of Preparation

- I) The Consolidated Financial Statements relate to Jaysynth Dyestuff (India) Limited ('the Holding Company') and its Subsidiary (together constitute 'the Group'). The Consolidated Financial Statements have been prepared on the following basis:
  - i) These Financial Statements have been prepared in accordance with Generally Accepted Accounting Principles in India under the historical cost convention on accrual basis pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014. Consequently, these financial statements have been prepared to comply in all material aspects with Accounting standards notified under Section 211(3)(c) of Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.
  - ii) Further, the Financial Statements of the Holding Company and its Subsidiaries have been consolidated on line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and unrealised profits or losses as per Accounting Standard 21 'Consolidated Financial Statements', notified under Section 211(3)(c) of Companies Act, 1956 (Companies (Accounting Standards) Rules, 2006, as amended), read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. These Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in the similar circumstances.
  - iii) In case of foreign Subsidiaries, both non-integral and integral foreign operations, translation of financial statements for consolidation is done in accordance with the policy stated in Note L below.
  - iv) The excess of cost of investment in the Subsidiary over the share of equity in the Subsidiary as at the date of making the investment is recognised in the financial statements as Goodwill on Consolidation. Goodwill on consolidation is not amortised. For this purpose, share of equity is determined on the basis of the value latest financial statements prior to the acquisition after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition.
- II) Use of Estimates : The preparation of the financial statement in conformity with Generally Accepted Accounting Principles (GAAP) requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and reported amounts of revenue and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known or materialised.
- III) Basis of Accounting : All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

### B) Fixed assets :

#### i) Tangible Assets

Tangible Assets are stated at cost net of recoverable taxes less accumulated depreciation and impairment losses if any. The cost of tangible assets comprises its purchase price and any cost directly attributable to bringing the asset to its working condition.

Subsequent expenditure related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Gains or Losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

The cost of assets not ready for use as at the Balance sheet date are disclosed under Capital Work-In-Progress.

#### ii) Intangible Assets

Intangible Assets are stated at acquisition cost net of recoverable taxes less accumulated amortisation and impairment losses if any. The cost of intangible assets comprises its purchase price and any cost directly attributable to bringing the asset to its working condition. Intangible assets are amortized on straight line basis over their estimated useful life.

### C) Depreciation :

- i) Depreciation on all tangible assets is provided on a straight line method, over its useful life.
- ii) Cost of Software capitalised is amortised over a period of six years.
- iii) Depreciation on addition of assets or on sales/discardment of assets, is calculated pro-rata from the month of such addition or upto the month of such sale/discardment, as the case may be.

**D) Impairment of assets :**

The Company assesses at each Balance Sheet date whether there is any indication that an asset, including intangible, may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Profit and Loss Account. There is no impairment loss on fixed assets on the basis of review carried out by the management in accordance with Accounting Standard 28 issued by the Institute of Chartered Accountants of India.

**E) Investment :**

- i) Current Investments are valued at lower of cost or market value, determined on category-wise basis.
- ii) Long term Investments are valued at cost. Provision for diminution in the value of long term investments is made only if such a decline is not temporary in the opinion of the management.

**F) Inventories :**

Inventories are valued after providing for obsolescence as follows:

- i) Stock of Raw materials, packing materials and stores & fuel are valued at lower of cost or net realisable value. Cost Formulae used is first in first out.
- ii) Semi-Finished Goods are valued at lower of cost or net realisable value. Cost for the purpose includes material cost and related overheads. Cost Formulae used is weighted average method.
- iii) "Stock of manufactured and traded finished goods are valued at lower of cost or net realisable value. Cost for the purpose includes material cost, related overheads and excise duty paid/payable. Excise duty on manufactured finished goods forming part of the inventory is included in cost of finished goods. Goods in transit are stated at cost."
- iv) Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the company.

**G) Receivables and loans & advances :**

Receivables and loans & advances are stated after making adequate provision for bad debts and doubtful debts.

**H) Revenue Recognition**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

i) Sale of goods

Revenue is recognized when the significant risks and rewards of ownership of goods have passed to the buyer which generally coincides with delivery. Sales for the year include sale value of goods, excise duties and other recoveries, such as insurance, transport and packing charges excluding VAT/CST.

Export Incentives under the "Duty Entitlement Pass Book Scheme", "Duty Drawback Scheme", etc. are accounted for as and when admitted by the appropriate authorities/in the year of export.

ii) Interest, Claims & Dividend Income

Interest Income is recognized on a time proportion basis taking into account the amount outstanding & rate applicable. Dividend Income is recognised in the year in which the right to receive is established.

Overdue interest from debtors, insurance claim, etc have been considered to the extent the amount is accepted/ascertainable by the parties.

**I) Excise duty :**

Excise duty is accounted on the basis of both, payment made in respect of goods cleared and also provisions made for goods lying in bonded warehouses.

**J) Research and development :**

Revenue expenses are charged to Profit & Loss Account in the year in which it is incurred while the capital expenditure is shown as addition to Fixed Assets.

**K) Employee benefits :**

- i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Profit & Loss A/c in the year in which the related services are rendered.
- ii) Contribution to Provident Funds/Employee Pension Scheme are accounted on accrual basis.
- iii) Provision for gratuity liability has been made in the accounts based on actuarial valuation as at the year end which is in accordance with Accounting Standard 15.

- iv) Company's liabilities towards compensated absences to employees are determined on the basis of valuations as at balance sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains & losses comprise experience adjustments and the effect of changes in actuarial assumptions are recognised immediately in the Profit and Loss Account.

**L) Foreign currency transactions :**

- i) Transaction denominated in foreign currency are converted into Indian rupees at the exchange rate prevailing on the date of transaction.
- ii) Gains or losses on settlement of the transactions are recognised in the Profit & Loss A/c.
- iii) Monetary assets & liabilities in foreign currency at the year end are restated by applying the closing rate and the difference arising out of such conversion is recognised in Profit & Loss A/c.
- iv) Non-monetary Balance Sheet items, are translated using the exchange rate at the date of transaction i.e., the date when they were acquired and for Jaysynth (Europe) Limited, Wholly Owned Subsidiary the same is transacted using exchange rate at the beginning of accounting year.
- v) In case of items which are covered by forward exchange contracts, the difference between the year end rate and the rate on the date of the contract is recognised as exchange difference.
- vi) The premium on forward exchange contract is recognized over the period of the contract in the statement of profit and loss.
- vii) Investment in equity capital of overseas companies registered outside India are carried in the Balance Sheet at the rates at which transactions have been executed.

**M) Provisions, contingent liabilities and contingent assets :**

- i) A provision is recognised when the company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. When the Company expects a provision will be reimbursed, the reimbursement is recognised as a separate asset only when reimbursement is virtually certain.
- ii) A disclosure for contingent liabilities is made where there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.
- iii) Contingent assets are neither recognised nor disclosed in the financial statements.

**N) Taxation :**

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciles.

Income Tax expenses comprises current and deferred tax charge or credit. Provision for current tax is made on the basis of the assessable income at the tax rate applicable to the relevant assessment year. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred Tax Asset arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws are recognised, only if their is a virtual certainty of its realisation, supported by convincing evidence. Deferred tax asset on account of other timing differences are recognised only to the extent there is a reasonable certainty of its realisation. At each balance sheet date, the carrying amount of deferred tax asset are reviewed to reassure realisation. Minimum Alternate Tax Credit is recognised as an asset only when and to that extent there is convincing evidence that the Company will pay normal tax during the specified period.

**O) Earnings per share :**

The basic and diluted earnings per share is computed by dividing the net profit after taxes attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

**P) Proposed Dividend**

The Dividend recommended by the Board of Directors is 30% on equity share which amounts to ₹ 26,06,910/- is pending for approval at the 32<sup>nd</sup> Annual General Meeting.

## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2017

### Note : 1 Share Capital

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017		As At 31 <sup>st</sup> March, 2016	
	Number of Shares		Number of Shares	
<b>AUTHORIZED CAPITAL</b>				
Equity shares of ₹ 1/- each	110,000,000	1,100.00	110,000,000	1,100.00
5% Non Convertible Non Cumulative Preference shares of ₹ 10/- each	700,000	70.00	700,000	70.00
Unclassified shares of ₹ 10/- each	4,300,000	430.00	4,300,000	430.00
		<b>1,600.00</b>		<b>1,600.00</b>
<b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</b>				
Equity shares of ₹ 1/- each, fully paid up	8,689,700	86.90	8,689,700	86.90
<b>Total</b>		<b>86.90</b>		<b>86.90</b>

#### A) Reconciliation of the number of shares and the amount outstanding at the beginning and at the end of 31<sup>st</sup> March, 2017

Particulars	Opening balance	Redemption	Closing Balance
Equity shares of ₹ 1/- each			
<b>Year ended 31<sup>st</sup> March, 2017</b>			
<b>Number of shares</b>	8,689,700	-	8,689,700
<b>Amount (₹ in lakhs)</b>	<b>86.90</b>	-	<b>86.90</b>
<b>Year ended 31<sup>st</sup> March, 2016</b>			
<b>Number of shares</b>	8,689,700	-	8,689,700
<b>Amount (₹ in lakhs)</b>	<b>86.90</b>	-	<b>86.90</b>

#### B) Rights, Preferences and restrictions attached to Equity Shares

The Company has one class of equity shares having a par value of ₹ 1/- per share. Each shareholder is eligible for one vote per share held. The Dividend when proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the assets of the Company remaining after distribution of all preferential amounts in proportion of their shareholding.

#### C) Details of Shares held by each shareholder holding more than 5% Share

Particulars	As At 31 <sup>st</sup> March, 2017		As At 31 <sup>st</sup> March, 2016	
	Number of Shares	% Holding	Number of Shares	% Holding
Jayshree Sharadchandra Kothari	-	-	2,663,595	30.65
Parag Sharadchandra Kothari	3,262,565	37.55	1,921,734	22.12
Nikhil Sharadchandra Kothari	2,172,704	25.00	831,874	9.57

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2017**

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 2 : Reserves &amp; Surplus</b>		
<b><u>Capital Redemption Reserve</u></b>		
Opening Balance	70.00	70.00
	<b>70.00</b>	<b>70.00</b>
<b><u>General Reserve</u></b>		
Opening Balance	2,750.00	2,750.00
Add Transferred from the surplus in the statement of Profit & Loss	100.00	-
	<b>2,850.00</b>	<b>2,750.00</b>
<b><u>Surplus in statement of Profit &amp; Loss Account</u></b>		
Balance brought forward from previous year	3,575.92	2,961.83
Add: Profit for the year	469.36	619.50
Add: Share in Post acquisition profit	-	44.04
	4,045.28	3,625.37
Less : Transferred to General Reserve	100.00	-
Less : Proposed Dividend	-	26.07
Less : Tax on proposed dividend	-	5.32
Less : Unrealised profit on stock	-	18.06
	<b>3,945.28</b>	<b>3,575.92</b>
<b><u>Foreign Fluctuation Reserve</u></b>		
Opening Balance	379.28	379.28
Less : Deduction to Exchange Fluctuation	(197.76)	-
	<b>181.52</b>	<b>379.28</b>
<b>Total</b>	<b>7,046.80</b>	<b>6,775.20</b>
<b>Note 3 : Long Term Provisions</b>		
<b><u>Provision For Employee Benefits</u></b>		
Provision for leave encashment	17.70	14.80
Provision for gratuity	56.95	45.72
<b>Total</b>	<b>74.65</b>	<b>60.51</b>
<b>Note 4 : Deferred tax liabilities (Net)</b>		
<b><u>Deferred Tax Liability</u></b>		
Related to Fixed Assets	202.00	207.00
<b>Total</b>	<b>202.00</b>	<b>207.00</b>
<b>Note 5 : Trade Payables</b>		
Trade Payables	1,609.16	2,176.34
Less : Inter company owings	-	(259.25)
<b>Total</b>	<b>1,609.16</b>	<b>1,917.09</b>

5.1 The Company is in the process of identifying suppliers falling under the Micro, Small and Medium Enterprises Development Act, 2006. However, no confirmation as regards to the status has been received by the Company.

In the absence of information as regard to the status/classification of the relevant enterprises into Micro, Small and Medium Enterprises, information as required under Notification No. G.S.R. 719 (E) dated 16<sup>th</sup> November, 2007 issued by the Department of Company Affairs in respect of the total amount payable and amount of interest thereon paid during the year and payable at the end of the year to the Sundry Creditors could not be disclosed.

## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2017

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 6 : Other Current Liabilities</b>		
Statutory Dues	131.51	170.50
Advance From Customers & Others	426.55	545.57
Less : Intercompany Owings	(132.89)	-
Outstanding Expenses	186.76	232.51
Employee Liabilities Payable	58.17	52.26
Deposit From Agents	2.30	2.30
<b>Total</b>	<b>672.40</b>	<b>1,003.15</b>
<b>Note 7 : Short Term Provisions</b>		
<b>Provision For Employee Benefits</b>		
Provision for leave encashment	5.51	5.81
Proposed Dividend	-	26.07
Tax on proposed dividend	-	5.31
Provision for Diminution of Value of Investment	(1.52)	-
Provision for Taxation (Net of Advance Tax & TDS ₹ 517.95 Lakhs (PY ₹ 1010.08 Lakhs))	35.46	39.63
<b>Total</b>	<b>39.45</b>	<b>76.82</b>

### Note : 8 Fixed Asset

Particulars	Gross Block			As at 31 <sup>st</sup> March, 2017	Depreciation				Net Block	
	As at 1 <sup>st</sup> April, 2016	Additions	Deductions		As at 1 <sup>st</sup> April, 2016	for the year	Deductions	Upto 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>Tangible Assets</b>										
Building	166.22	-	-	166.22	42.89	6.55	-	49.44	116.78	123.32
Plant and Machinery	1,010.97	77.89	7.90	1,080.96	335.17	93.74	2.53	426.38	654.58	675.80
Electrical Installation	17.34	-	-	17.34	5.63	1.31	-	6.94	10.40	11.71
Furnitures & Fixtures	67.96	5.29	-	73.25	29.66	7.01	-	36.67	36.58	38.30
Vehicles	230.39	42.60	56.70	216.29	100.42	33.38	47.96	85.84	130.45	129.98
Equipments	525.47	50.51	-	575.98	148.76	38.89	-	187.66	388.32	376.71
<b>SUB TOTAL (A)</b>	<b>2,018.35</b>	<b>176.29</b>	<b>64.60</b>	<b>2,130.04</b>	<b>662.53</b>	<b>180.89</b>	<b>50.49</b>	<b>792.93</b>	<b>1,337.11</b>	<b>1,355.82</b>
<b>Intangible Assets</b>										
Computer Software	31.47	2.19	-	33.66	7.93	5.58	-	13.51	20.15	23.54
Goodwill	440.19	-	-	440.19	-	-	-	-	440.19	440.19
<b>SUB TOTAL (B)</b>	<b>471.66</b>	<b>2.19</b>	<b>-</b>	<b>473.85</b>	<b>7.93</b>	<b>5.58</b>	<b>-</b>	<b>13.51</b>	<b>460.34</b>	<b>463.73</b>
<b>Total [A + B]</b>	<b>2,490.01</b>	<b>178.49</b>	<b>64.60</b>	<b>2,603.89</b>	<b>670.46</b>	<b>186.47</b>	<b>50.49</b>	<b>806.44</b>	<b>1,797.45</b>	<b>1,819.55</b>
<b>Capital Work-in-progress</b>									<b>56.20</b>	<b>5.44</b>
<b>Previous Year</b>	<b>1,878.17</b>	<b>638.88</b>	<b>27.04</b>	<b>2,490.01</b>	<b>508.23</b>	<b>180.14</b>	<b>17.91</b>	<b>670.46</b>	<b>1,819.55</b>	<b>1,297.27</b>
<b>Capital Work-in-progress</b>									5.44	12.56

Note :

a. Plant and Machinery includes Computers

Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2017

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 9 : Non Current Investments</b>		
<b>Valued at cost unless otherwise stated</b>		
Others		
10 equity shares of ₹ 1000/- each of Antophill Warehousing Co. Ltd	0.10	0.10
<b>Total</b>	<b>0.10</b>	<b>0.10</b>

**Note 9.1 Information on Wholly Owned Subsidiary**

Sr. No.	Name of Company	Country of Incorporation	% of Holding Current Year	% of Previous Year
1	Jaysynth (Europe) Limited	United Kingdom	100	100

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 10 : Long Term Loans and Advances</b>		
<b>Unsecured, Considered Good unless otherwise stated</b>		
Security Deposit	87.93	117.72
<b>Total</b>	<b>87.93</b>	<b>117.72</b>

<b>Note 11 : Other Non - current assets</b>		
<b>Unsecured, Considered Good unless otherwise stated</b>		
FDR with Kotak Bank	65.00	-
<b>Total</b>	<b>65.00</b>	<b>-</b>

Particulars	No. of Shares/ Units	As At 31 <sup>st</sup> March, 2017	No. of Shares/ Units	As At 31 <sup>st</sup> March, 2016
<b>Note 12 : Current Investments</b>				
<b>Investment in Equity Shares of Companies</b>				
<b>a) Quoted - Fully paid - up</b>				
Coal India Ltd.	1,400	3.43	1,400	3.43
Reliance Power Limited	654	1.84	654	1.84
Less : Provision for Diminution of Value of Investment		(1.52)		-
		3.75		5.27
<b>Investment in Mutual Fund (Quoted)</b>				
HDFC FMP 1846 D August 2014 (1)	500,000	50.00	500,000	50.00
SBI Dynamic Bond - Regular Plan - Growth	-	-	501,764	75.00
Templeton India Short Term Income Plan - Growth	3,368	80.62	3,368	80.62
<b>Total</b>		<b>134.37</b>		<b>210.89</b>
Aggregate Amount of Quoted Investment		134.37		210.89
Market Value of Quoted Investment		188.66		264.13

Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2017

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 13 : Inventories</b>		
<b>Valued at Cost or Net Realisable value whichever is lower</b>		
Raw Material	797.73	726.68
Work-in-Progress	132.99	118.12
Finished Goods (Other than those acquired for Trading)	1,069.25	1,082.00
Less : Unrealised profit on Stock	(16.08)	(18.06)
Stock in Trade (acquired for Trading)	373.17	603.16
Packing materials	17.03	17.43
Fuel	0.45	0.42
Stores & Spares	197.79	170.91
<b>Total</b>	<b>2,572.34</b>	<b>2,700.65</b>
<b>Particulars</b>	<b>As At 31<sup>st</sup> March, 2017</b>	<b>As At 31<sup>st</sup> March, 2016</b>
<b>Note 14 : Trade Receivables</b>		
<b>Outstanding for more than six months</b>		
Unsecured, Considered Good	298.40	235.31
<b>Others</b>		
Unsecured, Considered Good	2,536.98	2,792.54
<b>Total</b>	<b>2,835.37</b>	<b>3,027.85</b>
<b>Particulars</b>	<b>As At 31<sup>st</sup> March, 2017</b>	<b>As At 31<sup>st</sup> March, 2016</b>
<b>Note 15 : Cash and Bank balances</b>		
<b>Cash &amp; Cash Equivalents</b>		
Cash-in-Hand	1.06	1.50
<b>Balances with Banks</b>		
in current account	574.89	362.60
In EEFC A/c	64.76	19.13
<b>Other Bank Balances</b>		
FDR With HDFC Bank	115.06	280.57
FDR With Syndicate Bank	116.86	116.10
FDR With Bank of Baroda	-	0.25
FDR with Kotak Bank	-	65.00
<b>Total</b>	<b>872.63</b>	<b>780.15</b>
<b>Particulars</b>	<b>As At 31<sup>st</sup> March, 2017</b>	<b>As At 31<sup>st</sup> March, 2016</b>
<b>Note 16 : Short Terms Loans and Advances</b>		
<b>Others</b>		
Advance Recoverable in cash or in kind or for value to be considered good	60.62	50.22
Advance Income Tax/Refund Due	2.07	2.09
<b>Unsecured, Considered Good unless otherwise stated</b>		
Loans & Advances to employees	11.03	11.82
Prepaid Expenses	25.08	12.43
<b>Balances with government authorities</b>		
Deposit with Excise & Cenvat Credit receivable	-	326.67
Excise Duty Refund Receivable	-	618.59
VAT Credit receivable	-	169.24
Service Tax Credit receivable	-	65.40
<b>Total</b>	<b>98.80</b>	<b>1,256.46</b>



**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2017**

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 17 : Other Current Assets</b>		
<b><u>Unsecured, Considered Good unless otherwise stated Accruals</u></b>		
Interest accrued on deposit	25.85	32.46
<b><u>Others</u></b>		
Export incentives receivable	47.44	63.39
Other Receivables	39.71	47.01
<b>Balances with government authorities</b>		
Deposit with Excise & Cenvat Credit receivable	224.94	-
Excise Duty Refund Receivable	529.46	-
VAT Credit receivable	262.29	-
Service Tax Credit receivable	81.48	-
<b>Total</b>	<b>1,211.17</b>	<b>142.86</b>
<b>Particulars</b>	<b>As At 31<sup>st</sup> March, 2017</b>	<b>As At 31<sup>st</sup> March, 2016</b>
<b>Note 18 : Revenue from Operations</b>		
Sale of products (refer note 18.1 below)	12,478.79	12,500.96
Other Operating revenues (refer note 18.2 below)	294.65	194.46
	12,773.44	12,695.42
Less : Excise Duty	558.41	602.56
<b>Total</b>	<b>12,215.03</b>	<b>12,092.86</b>
<b>Note 18.1</b>		
Manufactured Goods	8,626.64	8,205.22
Traded Goods	3,852.16	4,295.73
	<b>12,478.79</b>	<b>12,500.96</b>
<b>Note:18.2</b>		
<b><u>Other Operating revenues</u></b>		
Sale of Scrap	0.92	0.62
Export incentives	293.73	193.85
<b>Total Operating revenues</b>	<b>294.65</b>	<b>194.46</b>
<b>Particulars</b>	<b>As At 31<sup>st</sup> March, 2017</b>	<b>As At 31<sup>st</sup> March, 2016</b>
<b>Note 19 : Other Income</b>		
Interest earned (refer note 19.1 below)	37.06	47.20
Dividend received	6.68	4.92
Net Gain on Foreign Currency transactions & translation	136.80	46.18
Profit/(Loss) on sale of assets(net)	0.66	4.26
Profit/(Loss) on sale of shares & investments	28.87	114.68
Employment Allowance	2.64	1.88
Bad Debt Recovered	-	8.63
<b>Total</b>	<b>212.71</b>	<b>227.74</b>

## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2017

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note: 19.1</b>		
<b>Interest income comprises :</b>		
Interest from Bank on deposits	33.60	40.36
Interest on overdue trade receivables	3.46	6.83
	<b>37.06</b>	<b>47.19</b>

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 20 : Cost of Materials Consumed</b>		
Opening stock	726.68	969.32
Add : Purchases	5,396.18	4,801.81
	<b>6,122.86</b>	<b>5,771.12</b>
Less : Closing Stock	797.73	726.68
	<b>5,325.13</b>	<b>5,044.45</b>

Particulars	As At 31 <sup>st</sup> March, 2017		As At 31 <sup>st</sup> March, 2016	
	%	₹	%	₹
<b>Note: 20.1</b>				
Imported & Indigenous Consumption :				
Raw Materials :				
i) Imported	9.13	486.39	2.72	137.08
ii) Indigenous	90.87	4,838.74	97.28	4,907.37
	<b>100.00</b>	<b>5,325.13</b>	<b>100.00</b>	<b>5,044.45</b>

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 21 : Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</b>		
<b>Inventories at the end of the year</b>		
Finished Goods	1,426.35	1,667.09
Work In Progress	132.99	118.12
	<b>1,559.34</b>	<b>1,785.21</b>
<b>Inventories at the beginning of the year</b>		
Finished Goods	1,667.09	1,600.20
Work In Progress	118.12	44.52
	<b>1,785.21</b>	<b>1,644.72</b>
<b>Net (increase)/decrease</b>	<b>225.87</b>	<b>(140.49)</b>

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 22 : Manufacturing &amp; operating Cost</b>		
Consumption of Stores and spare parts	324.80	426.16
Consumption of Packing material	108.04	108.33
Contract labour	121.35	108.65
Power, fuel and water	50.83	49.45
Repair & Maintenance - Plant & Machinery	12.89	22.46
Repair & Maintenance - Others	63.74	61.75
Repair & Maintenance - Building	4.47	-
Other Manufacturing Expenses	5.71	3.43
	<b>691.83</b>	<b>780.21</b>

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2017**

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017		As At 31 <sup>st</sup> March, 2016	
	%	₹	%	₹
<b>Note: 22.1</b>				
Imported & Indigenous Consumption :				
Stores & Spares Consumed :				
i) Imported *	55.72	180.99	48.18	205.33
ii) Indigenous	44.28	143.81	51.82	220.83
	<b>100.00</b>	<b>324.80</b>	<b>100.00</b>	<b>426.16</b>

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 22.2 Value Of Imports Calculated On C.I.F. Basis :-</b>		
Raw Material*	545.25	300.10
Finished Goods	61.82	154.58
Stores & Components	81.39	90.34
Capital Goods *	54.66	55.11
	<b>743.12</b>	<b>600.13</b>

\* Including high seas and purchases in transit

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 23 : Employee Benefit Expenses</b>		
Salaries & wages	674.84	637.78
Contribution to provident & other funds	30.12	50.13
Staff welfare expenses	44.70	40.77
<b>Total</b>	<b>749.67</b>	<b>728.68</b>

**Note 23.1 Defined Benefit Plans**

The summarized position of post-employment benefits & long term employee benefits recognized in the Profit & Loss Account and Balance Sheet ( as per Accounting Standard 15) are as under :-

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Expenses recognised in the statement of Profit &amp; Loss</b>				
Current service cost	7.56	6.61	3.71	3.68
Interest cost	3.43	3.13	1.55	1.48
Expected return on plan assets	(5.31)	(5.50)	-	-
Net actuarial Gain (Loss) recognised in the year	0.08	(1.78)	1.70	2.37
Past service cost	-	-	-	-
Expenses recognised in the statement of Profit & Loss	5.76	2.45	6.96	7.53
<b>Actual return on plan assets</b>				
Expected return on plan assets	5.31	5.50	-	-
Actuarial Gain/(Loss) plan assets	2.56	(0.65)	-	-
Actual return on plan assets	7.87	4.85	-	-
<b>Balance Sheet Recognition</b>				
Present value of obligation	56.96	45.72	23.21	20.60
Fair value of plan assets	76.30	70.82	-	-
Liability/(Assets)	(19.35)	(25.11)	23.21	20.60
Unrecognised past service cost	-	-	-	-
Liability/(Asset) recognised in the Balance Sheet	19.35	25.11	23.21	20.60

# Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2017

(₹ in lakhs)

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Changes in the present value of the obligation</b>				
Present value of obligation as on 31 <sup>st</sup> March, 2016	45.72	39.09	20.60	18.51
Interest cost	3.43	3.13	1.55	1.48
Current service cost	7.56	6.61	3.71	3.68
Past service cost	-	-	-	-
Benefits paid	(2.39)	(0.68)	(4.35)	(5.44)
Actuarial (Gain)/Loss on obligation	2.64	(2.44)	1.70	2.37
Present value of obligation as on 31 <sup>st</sup> March, 2017	56.96	45.72	23.21	20.60
<b>Changes in the Fair Value of the Assets</b>				
Fair value of plan assets as on 31 <sup>st</sup> March, 2016	70.82	66.65	-	-
Actual Return on plan assets	7.87	4.85	-	-
Contributions	-	-	-	-
Benefits paid	(2.39)	(0.68)	-	-
Fair value of plan assets as on 31 <sup>st</sup> March, 2017	76.30	70.82	-	-
Total actuarial gain/(loss) recognised during the year	0.08	(1.78)	-	-
<b>Actuarial Assumptions</b>				
Discount rate	7.50% p.a.	8.00% p.a.	7.50% p.a.	8.00% p.a.
Expected return on plan assets	7.50% p.a.	8.00% p.a.	-	N/A
Future salary increases	5.00% p.a.	5.00% p.a.	5.00% p.a.	5.00% p.a.
Attrition	5.00% p.a.	5.00% p.a.	5.00% p.a.	5.00% p.a.
Retirement	58 yrs	58 yrs	58 yrs	58 yrs
Mortality	IALM 2006-08 Ultimate		IALM 2006-08 Ultimate	

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 24 : Financial cost</b>		
Interest Expense	2.04	0.98
Other Borrowing costs	23.51	22.23
<b>Total</b>	<b>25.55</b>	<b>23.21</b>

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 25 : Other Expenses</b>		
Auditors Remuneration	11.98	8.95
Advertisement & Sales Promotion Expenses	32.10	54.02
Communication Expenses	44.43	35.83
Donation	-	0.10
Expenditure towards Corporate Social Responsibility	18.75	19.50
Freight, transport and distribution expenses	255.71	219.94
Insurance Expenses	32.08	36.68
Miscellaneous expenses	95.92	103.93
Professional Charges	73.47	138.08
Printing & Stationery Expenses	3.68	3.85
Discounts (net)	153.38	179.80
Rent	173.73	177.87
Rates & Taxes	95.75	55.92
Travelling, Conveyance & Vehicle Expenses (including foreign travelling)	115.84	111.28
Security Charges	23.33	23.07
Electricity Charges	32.48	31.62
<b>Total</b>	<b>1,411.77</b>	<b>1,440.35</b>

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2017**

(₹ in lakhs)

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 25.1 Auditor's Remuneration</b>		
Audit fees	11.33	8.30
Tax Audit Fees	0.65	0.65
	<b>11.98</b>	<b>8.95</b>
<b>Note 25.2 Expenditure in Foreign Currency</b>		
Commission	26.00	35.07
Foreign Travelling Expenses	18.28	16.15
Others	6.67	65.12
<b>Note 25.3 Corporate Social Responsibility</b>		
As per Section 135 of the Companies Act, 2013, a company meeting the applicable threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial year on corporate social responsibility (CSR) activities.		
a) Gross amount required to be spent by the company during the year	18.38	19.52
b) Amount spent during the year (in cash)	-	-
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	18.75	19.50
c) Amount unspent during the year (yet to be paid)	-	0.02

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 26 Earning Per Share (EPS)</b>		
Profit attributable to the Shareholder (₹ in Lakhs)	469.36	635.60
No. of Equity Shares	8,689,700	8,689,700
Nominal Value of Equity Shares (₹)	1	1
Earning per share - Basic & Diluted (₹)	5.40	7.31

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 27 Segment Information</b>		
<b>Note 27.1 Primary Segments :</b>		
The Company has identified Organic Colourants as the only primary reportable segment. In view of the interwoven/intermix nature business and manufacturing facility other segmental information is not ascertainable.		
<b>Note 27.2 Geographical Segments :</b>		
Segment revenue from external customers, based on geographical location of customers.		
i) Domestic	5,160.81	5,478.99
ii) Export	7,317.99	7,021.95
	<b>12,478.79</b>	<b>12,500.96</b>

Particulars	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
<b>Note 28.1 Earning in Foreign Currency</b>		
i) FOB value of exports (CIF less insurance & freight)	7,139.20	6,812.28

## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2017

### Note 28.2 Related Parties Disclosure under Accounting Standard - 18

i) The list of related parties with whom the Company has transaction

1. Jaysynth Impex Limited
2. Jay Chemi Colour Industries
3. Trichromy Enterprises Private Limited
4. R P Trading Co.
5. Jay Instruments and Systems Private Limited
6. JD Orgochem Limited

Key Managerial Personnel of the Company

1. Parag Sharadchandra Kothari
2. Mangesh Narayan Patil
3. Pooja Pradip Niphadkar

ii) The following transactions were carried out with the related parties:

(₹ in lakhs)

Sr. No.	Particulars	Related Party Transactions		Key Managerial Personnel	
		As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
1	Sale of Goods/Services/Assets	250.46	343.07	-	-
2	Purchase of Goods	(80.90)	(112.05)	-	-
3	Expenses Paid	(174.50)	(173.19)	-	-
4	Managerial Remuneration	-	-	(25.91)	(61.09)
5	Director Sitting Fees	(0.78)	(0.42)	-	-
6	Receipt/(Payment) Net	(142.00)	(106.47)	-	-
7	Balance Outstanding (Net)	Dr. 26.07	Dr. 173.01	-	-

### Note 28.3 Information of Derivative Instrument outstanding as at the Balance Sheet date :

The Company has entered into foreign exchange forward contract being derivative instrument, which are not intended for trading or speculative purpose, but for hedge purposes.

(₹ in lakhs)

	Currency	As At 31 <sup>st</sup> March, 2017	As At 31 <sup>st</sup> March, 2016
In respect of highly probable forecasted sales/collections			
Foreign exchange forward contracts with periodical maturity dates upto July 2017	USD	\$ 8.70	\$ 9.59
	INR	₹ 584.30	₹ 658.81
Unhedged foreign currency exposure as at the balance sheet date is as given below (₹)			
Balance with banks - In Current Account	INR	64.76	19.13
Receivables	INR	1111.56	625.14
Trade payable and payable for capital goods	INR	28.49	63.21
Advance from Customer	INR	151.19	266.42

# Amount in INR is as per the exchange rate prevailing as on the date of transaction

**Note 28.4** In the opinion of the Board and to the best of their knowledge and belief, the realisable value of current assets, loans and advances in the ordinary course of business would not be less than the amount, at which they are stated in the Balance Sheet unless otherwise stated, and the provision for all known and determined liabilities is adequate and not in excess of the amount reasonably required.

**Note 28.5** Balance of loans & advances, sundry debtors, sundry creditors & deposits are subject to adjustments, reconciliation and confirmation by the parties.

**Note 28.6** Bank certificates are obtained for bank balances, but wherever bank certificates could not be obtained we have relied on bank statements.

**Note 29** Details of Specified Bank Notes (SBN) held and transacted during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016

Particulars	SBNs	Other Denomination notes	Total
Closing cash in hand as on 8 <sup>th</sup> November, 2016	189,000	126,571	315,571
(+) Receipts		950,820	950,820
(-) Permitted payments	(157,000)	(620,948)	(777,948)
(-) Amount deposited in Banks	(32,000)	(110,890)	(142,890)
Closing cash in hand as on 30 <sup>th</sup> December, 2016			<b>345,553</b>

**Note 30** Previous year's figures have been regrouped/reclassified, wherever necessary to confirm to the current year presentation.

**As per our report of even date**

**For C. J. Shah & Associates**

Chartered Accountants

**Chandrakant J. Shah**

Proprietor

Membership No. 33802

Firm Registration No.109522W

**Place : Mumbai**

**Date : 30<sup>th</sup> May, 2017**

**Pooja Pradip Niphadkar**

Company Secretary

**For and on behalf of the Board of Directors**

**Parag Sharadchandra Kothari**

Chairman and Managing Director

DIN: 00184852

**Prakash Mahadeo Kale**

Independent Director

DIN: 00151379

**Mangesh Narayan Patil**

Chief Finance Officer

**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures****Part A: Subsidiaries**

	(Amt in ₹)
<b>Sl. No</b>	<b>1</b>
<b>Name of the Subsidiary</b>	Jaysynth (Europe) Limited
<b>The date since when subsidiary was acquired</b>	11 <sup>th</sup> August, 2015
<b>Reporting period for the subsidiary concerned, if different from the holding company's reporting period</b>	1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2017
<b>Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.</b>	Sterling Pound 1GBP=80.8797 INR
<b>Share capital</b>	7,39,19,168
<b>Reserves and Surplus</b>	3,38,73,806
<b>Total Assets</b>	11,01,95,991
<b>Total Liabilities</b>	24,03,017
<b>Investments</b>	-
<b>Turnover</b>	16,34,95,295
<b>Profit before taxation</b>	1,19,10,834
<b>Provision for taxation</b>	13,40,096
<b>Profit after taxation</b>	1,05,70,738
<b>Proposed Dividend</b>	-
<b>Extent of Shareholding (%)</b>	100

- Names of subsidiaries which are yet to commence operations - **None**
- Names of subsidiaries which have been liquidated or sold during the year - **None**

**Part B: Associates and Joint Ventures****Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

Part B : Not Applicable since there are no associates and joint ventures of the Company.

**As per our report of even date**

**For C. J. Shah & Associates**

Chartered Accountants

**Chandrakant J. Shah**

Proprietor

Membership No. 33802

Firm Registration No.109522W

**For and on behalf of the Board of Directors**

**Parag Sharadchandra Kothari**

Chairman and Managing Director

DIN: 00184852

**Prakash Mahadeo Kale**

Independent Director

DIN: 00151379

**Place : Mumbai**

**Date : 30<sup>th</sup> May, 2017**

**Pooja Pradip Niphadkar**

Company Secretary

**Mangesh Narayan Patil**

Chief Finance Officer





## JAYSYNTH DYESTUFF (INDIA) LIMITED

CIN: L24114MH1985PLC035564

Registered Office : 301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018

Tel No.: 022 - 3042 3048 | Fax No.: 022 - 3042 3434

E-mail Id: jsec@jaysynth.com | Website: www.jaysynth.com

### FORM NO. SH-13 Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]

To  
Jaysynth Dyestuff (India) Limited  
301, Sumer Kendra, P. B. Marg, Worli,  
Mumbai - 400 018.

I/We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

**1. PARTICULARS OF THE SECURITIES** (in respect of which nomination is being made)

Nature of Securities	Folio No	No. of Securities	Certificate No.	Distinctive No.
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**2. PARTICULARS OF NOMINEE(S):-**

a) Name	
b) Date of Birth	
c) Father's/Mother's/Spouse's name	
d) Occupation	
e) Nationality	
f) Address	
g) E-mail Id	
h) Relationship with the Security Holder	

**3. IN CASE NOMINEE IS A MINOR:**

a) Date of Birth	
b) Date of attaining majority	
c) Name of guardian	
d) Address of guardian	

Name: \_\_\_\_\_

Address: \_\_\_\_\_

NAME OF THE SECURITY HOLDER/(s)

SIGNATURE

1.	
2.	

WITNESS WITH NAME AND ADDRESS

ADDRESS \_\_\_\_\_

PINCODE \_\_\_\_\_

SIGNATURE OF WITNESS WITH DATE

Place: \_\_\_\_\_ DATE: \_\_\_\_/\_\_\_\_/\_\_\_\_

**Please fill this Nomination form in Duplicate after carefully reading the instructions given below:**

1. The Nomination can be made by individuals holding shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family (HUF) and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of HUF and power of attorney holder.
3. The shareholder[s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per Section 72 of the Companies Act, 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders. The nomination form filled in "duplicate" should be lodged with the Registrar and Transfer Agent of the Company, i.e., **M/s. Link Intime India Private Limited, Unit: Jaysynth Dyestuff (India) Limited, C-101, 1<sup>st</sup> Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083**. The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished to the surviving shareholders. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form).
6. Nomination stands cancelled whenever the shares in the given folio are transferred/dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
7. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the Company before the death of the security holder[s] of the shares.
8. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Further, the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
9. A copy of photo identity proof (like PAN/Passport) of nominee is required.

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**For office use only**

Nomination Registration No.	Date of Registration No.	Signature of Employee with Code No.
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Tel No.: 022 - 3042 3048 | Fax No.: 022 - 3042 3434

E-mail Id: jsec@jaysynth.com | Website: www.jaysynth.com

Unit: - Jaysynth Dyestuff (India) Limited

Dear Sir,

**Subject:- PAYMENT OF DIVIDEND THROUGH NECS [NECS MANDATE FORM]**

I/We hereby give my/our mandate to credit my/our Dividend on the shares held by me/us under the Folio mentioned directly to my/our Bank Account through the National Electronic Clearing System [NECS] / to prepare my/our dividend warrant with details of my/our Bank Account No. and Name of the Bank & Branch. The details of the Bank Account are given below.

Name of First/Sole shareholder [IN BLOCK LETTERS]									
Folio No.									
Name of the Bank in Full									
Branch Name									
Address & Telephone No. of the Bank									
9 Digit Code No. of the Bank & Branch as appearing on the MICR Cheque issued by the Bank									
Type of Account with Code	Saving Bank – 10			Current – 11			Cash Cr. - 13		
A/c No. as App. on Cheque Book									
Bank Ledger No./Bank Ledger Folio No. if any appearing on the Cheque Book									
PAN / GIR No									
Address of the Shareholder									

I/We enclose a blank cancelled Cheque/Xerox copy of Cheque/Front page of savings Bank pass Book to enable you to verify the details. [This is required only in case of ECS].

I/We hereby declare that the particulars given above are correct and complete. If any transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/the user institution responsible.

I/We undertake to inform any subsequent changes in the above particulars before the relevant Book Closure Date[s]. I/We understand that, the above details shall be maintained by you till I/We hold the shares in physical mode under the captioned Folio No.

**Place:**

**Date:**

**SIGNATURE OF THE SHAREHOLDER**



NOTES

*If undelivered, please return to :*

**JAYSYNTH DYESTUFF (INDIA) LTD.**

CIN : L24114MH1985PLC035564

301, Sumer Kendra, P. B. Marg, Worli,

Mumbai - 400 018

Tel. No.: 022-3042 3048

Fax No.: 022-3042 3434

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