



# Jaysynth Dyestuff (India) Limited

**33<sup>rd</sup>** Annual Report  
**2017 - 18**

# Contents

Particulars	Page No.
Notice of 33 <sup>rd</sup> Annual General Meeting	1
Route Map for the 33 <sup>rd</sup> Annual General Meeting Venue	8
Attendance Slip	9
Proxy Form	11
Board's Report	14
Corporate Governance Report	33
Management Discussion and Analysis Report	59
Independent Auditor's Report on Standalone Financial Statements	61
Balance Sheet	66
Statement of Profit and Loss	67
Cash flow Statement	69
Notes to the Financial Statements	70
Independent Auditor's Report on Consolidated Financial Statements	93
Consolidated Balance Sheet	95
Consolidated Statement of Profit and Loss	96
Consolidated Cash flow Statement	98
Notes to the Consolidated Financial Statements	99
Form AOC-1	122
Form SH-13 for Nomination	123
NECS Mandate Form	125

## 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  
Phiroze Jeejeebhoy 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

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

### INTERNAL AUDITOR

M/s. Nisha Mody & Associates  
Chartered Accountant  
52-C, Chottani Building,  
Proctor Road, Grant Road (East),  
Mumbai - 400 007

### SECRETARIAL AUDITOR

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

### REGISTRAR AND TRANSFER AGENT

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

### FACTORY ADDRESS/PLANT LOCATIONS

#### PATALGANGA PLANT

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

#### TALOJA PLANT

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

**NOTICE OF 33<sup>RD</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of Jaysynth Dyestuff (India) Limited will be held on Tuesday, 11<sup>th</sup> September, 2018 at 10.00 a.m at Hotel Kohinoor Park, Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 to transact the following business:

**ORDINARY BUSINESS****1) To receive, consider, approve and adopt :**

- (a) **The audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the reports of the Board of Directors and Auditor thereon and in this regard, pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the reports of the Board of Directors and Auditor thereon laid before this meeting, be and are hereby received, considered, approved and adopted."

- (b) **The audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the report of Auditor thereon and in this regard, pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the report of Auditor thereon laid before this meeting, be and are hereby received, considered, approved and adopted."

- 2) To declare dividend @15% i.e., ₹ 0.15 paise (Rupee Fifteen paise only) per equity share having face value of ₹ 1/- (One rupee) each for the financial year ended 31<sup>st</sup> March, 2018 and in this regard, if thought fit, pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company, dividend @15% i.e ₹ 0.15 paise (Rupee Fifteen paise only) per equity share having face value of ₹ 1/- (One rupee) each be and is hereby declared out of the profits of the financial year ended 31<sup>st</sup> March, 2018."

- 3) To appoint a Director in place of Nikhil Sharadchandra Kothari (DIN: 00184152), who retires by rotation and being eligible offers himself for reappointment as a Director and in this regard, if thought fit, pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Articles of Association of the Company, Nikhil Sharadchandra Kothari (DIN: 00184152), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**Place: Mumbai**  
**Date: 29<sup>th</sup> May, 2018**

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

**Registered Office:**  
**301, Sumer Kendra,**  
**P. B. Marg, Worli,**  
**Mumbai – 400 018**  
**CIN: L24114MH1985PLC035564**  
**Website: www.jaysynth.com**  
**E-mail: jsec@jaysynth.com**  
**Tel No. : 022-3042 3048**  
**Fax No.: 022-3042 3434**

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

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO 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 THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) 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 A PROXY FOR ANY OTHER MEMBER.**
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend and vote at the 33<sup>rd</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 33<sup>rd</sup> Annual General Meeting.
4. In case of joint shareholders attending the 33<sup>rd</sup> Annual General 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 33<sup>rd</sup> Annual General Meeting, along with their copy of Annual Report. Members are also requested to bring their Client ID and DP ID numbers for easy identification for attendance at the meeting.
6. Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, 5<sup>th</sup> September, 2018 to Tuesday, 11<sup>th</sup> September, 2018 (both days inclusive) for the purpose of 33<sup>rd</sup> Annual General Meeting.
7. (i) The Company has fixed Tuesday, 4<sup>th</sup> September, 2018 as the 'Record Date' for the purpose of determining the Members who are entitled for dividend for the financial year ended 31<sup>st</sup> March, 2018.  
(ii) The dividend on equity shares, as recommended by the Board of Directors of the Company, if approved at the 33<sup>rd</sup> Annual General Meeting will be paid on or before Wednesday, 10<sup>th</sup> October, 2018 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 33<sup>rd</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 forms part of this 33<sup>rd</sup> 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 may require 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. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the **Share Transfer Form SH-4** for this purpose.

12. 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 the Depository Participants in respect of shares held in electronic form.
13. In terms of circular issued by the 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.
14. 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 33<sup>rd</sup> Annual General Meeting and will also be available for inspection at the meeting.
15. 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/reappointment at the 33<sup>rd</sup> Annual General Meeting is annexed to this Notice.

The Annual Report of the Company for the financial year 2017-18, circulated to the Members of the Company is also uploaded on the website of the Company at **www.jaysynth.com**.

16. Members are requested to note that pursuant to the provision of Section 124 of the Companies Act, 2013, the dividend remaining unclaimed/unpaid for a period of 7 (Seven) years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund (IEPF) set up by the Central Government, Members who have so far not claimed their dividends are requested to make claim with the Company immediately as no claim shall lie against the Company in respect of individual amounts once credited to the said IEPF.

Due dates for transferring the unclaimed and unpaid dividends to the Investor Education and Protection Fund (IEPF) set up by the Central Government are as under:

Financial Year	Date of Declaration of Dividend	Due date of Transfer of unclaimed and unpaid dividend to IEPF
2013-14	19 <sup>th</sup> September, 2014	24 <sup>th</sup> October, 2021
2014-15	14 <sup>th</sup> September, 2015	19 <sup>th</sup> October, 2022
2015-16	31 <sup>st</sup> August, 2016	06 <sup>th</sup> October, 2023
2016-17	29 <sup>th</sup> August, 2017	04 <sup>th</sup> October, 2024

Attention of the Members is also invited towards the provisions of Section 125 of the Companies Act, 2013 read with IEPF (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 which requires the Company also to transfer the Equity Shares corresponding to the dividend which has remained unclaimed and consequently unpaid for a period of 7 (Seven) consecutive years or more.

17. At the 32<sup>nd</sup> Annual General Meeting of the Company held on 29<sup>th</sup> August, 2017, the Members approved appointment of Hiren C. Sanghavi of M/s Hiren C. Sanghavi & Associates (Firm Registration No. 112057W) as Statutory Auditor of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting, subject to ratification of his appointment by Members at every Annual General Meeting if so required under the Companies Act, 2013. Vide notification dated 7<sup>th</sup> May, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of Members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditor at the 33<sup>rd</sup> Annual General Meeting.
18. 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** or to the Registrar and Transfer Agent by sending an Email at **rnt.helpdesk@linkintime.co.in** not less than 7 (Seven) days before the meeting, so that requisite information/explanation can be provided in time.
19. 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 National Electronic Clearing System (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 the Branch
  - Bank account number allotted by the Bank.
  - Nine digits MICR code of the Bank
  - Account Type, whether Savings bank account (SB) or Current account (CA).
  - Complete address of the Bank with Pin Code Number.
  - Cancelled cheque leaf of the aforesaid Bank Account.

**20. 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 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the 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 33<sup>rd</sup> Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by Central Depository Services (India) Limited. Members may cast their votes using an electronic voting system from a place other than the venue of the 33<sup>rd</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 33<sup>rd</sup> Annual General Meeting and the Members attending the 33<sup>rd</sup> Annual General Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the 33<sup>rd</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 modes, then the vote casted through remote e-voting shall prevail and the vote casted through other means shall be treated as invalid.
- iv. Members who have cast their vote by remote e-voting can also attend the 33<sup>rd</sup> Annual General Meeting but shall not be entitled to cast their vote again.
- v. The remote E-voting period commences on Friday, 7<sup>th</sup> September, 2018 (9.00 a.m. IST) and ends on Monday, 10<sup>th</sup> September, 2018 (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, 4<sup>th</sup> September, 2018, 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 Shilpa Mishra of M/s. KDT & Associates (Membership Number: A30141, Certificate of Practice Number: 15443), Practicing Company Secretary, to act as a Scrutiniser to scrutinise remote e-voting process and voting at the 33<sup>rd</sup> Annual General Meeting in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the same purpose.
- vii. The Consolidated Results of remote e-voting and voting at the 33<sup>rd</sup> Annual General Meeting shall be declared within 48 hours after the conclusion of the 33<sup>rd</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 33<sup>rd</sup> Annual General Meeting alongwith Annual Report as on the Cut-off Date i.e. Friday, 3<sup>rd</sup> August, 2018 but before e-voting cut - off date i.e., Tuesday, 4<sup>th</sup> September, 2018 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 the 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, 7<sup>th</sup> September, 2018 (9.00 a.m. IST) and ends on Monday, 10<sup>th</sup> September, 2018 (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, 4<sup>th</sup> September, 2018, 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.
- vi. 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.
- vii. 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>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for Jaysynth Dyestuff (India) Limited.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. 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.



- xviii. 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.
- xix. 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**.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to certain ordinary business mentioned in the accompanying Notice:

##### **Item No. 3**

Though not statutorily required, the following is being provided as an additional information to the Members. Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Company's Articles of Association, not less than 2/3<sup>rd</sup> of the total number of Directors of the Company shall be liable to retire by rotation. One third of these Directors must retire from office at each Annual General Meeting, but each retiring director is eligible for reappointment at such meeting.

Independent Directors are not subject to retirement by rotation. Further, Parag Sharadchandra Kothari (DIN: 00184852), being Chairman and Managing Director is not liable to retire by rotation. In 32<sup>nd</sup> Annual General Meeting held on 29<sup>th</sup> August, 2017, Jyoti Nirav Kothari (DIN: 07143429) was subject to retirement by rotation and was reappointed by the Members. Accordingly, Nikhil Sharadchandra Kothari (DIN: 00184152) is required to retire by rotation at this 33<sup>rd</sup> Annual General Meeting and being eligible, has offered himself for reappointment.

Nikhil Sharadchandra Kothari is the brother of Parag Sharadchandra Kothari, Chairman and Managing Director.

Except Parag Sharadchandra Kothari, Chairman and Managing Director, Nikhil Sharadchandra Kothari or his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3.

**Place: Mumbai**  
**Date: 29<sup>th</sup> May, 2018**

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

**Registered Office:**  
**301, Sumer Kendra,**  
**P.B Marg, Worli,**  
**Mumbai – 400 018**  
**CIN: L24114MH1985PLC035564**  
**Website: www.jaysynth.com**  
**E-mail: jsec@jaysynth.com**  
**Tel No. : 022-3042 3048**  
**Fax No.: 022-3042 3434**

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

**ANNEXURE TO THE NOTICE**

Particulars of the Director seeking appointment or reappointment at the ensuing 33<sup>rd</sup> Annual General Meeting as required under the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).

<b>Name of Director</b>	Nikhil Sharadchandra Kothari
<b>Director Identification Number (DIN)</b>	00184152
<b>Date of Birth</b>	15 <sup>th</sup> July, 1970
<b>Age</b>	48 years
<b>Qualification</b>	B.E in Electronics
<b>Experience</b>	Vast experience in field of management and administration.
<b>Nature of Expertise</b>	Expertise in business and administration related matters.
<b>Terms and conditions of re-appointment along with details of remuneration sought to be paid</b>	Not Applicable
<b>Remuneration last drawn</b>	₹ 90,000/- towards Sitting Fees for the Financial Year ended 31 <sup>st</sup> March, 2018
<b>Date of appointment on the Board</b>	26 <sup>th</sup> April, 2006
<b>No of shares held</b>	2172704 Equity Shares
<b>Relationship with other Directors and Key Managerial Personnel</b>	Brother of Parag Sharadchandra Kothari who is Chairman and Managing Director of the Company.
<b>No of Board Meeting attended during the financial year 2017-18</b>	5
<b>Name of other Companies in which he holds directorships*</b>	1. JD Orgochem Limited 2. Jaysynth Impex Limited
<b>Membership/Chairmanship of Committees in other Companies*</b>	1. Jaysynth Impex Limited – Corporate Social Responsibility Committee (Member)

\*Excludes directorship in Private Companies.

\*\*Excludes Membership/Chairmanship of Committees in Private Companies.

**Place: Mumbai**  
**Date: 29<sup>th</sup> May, 2018**

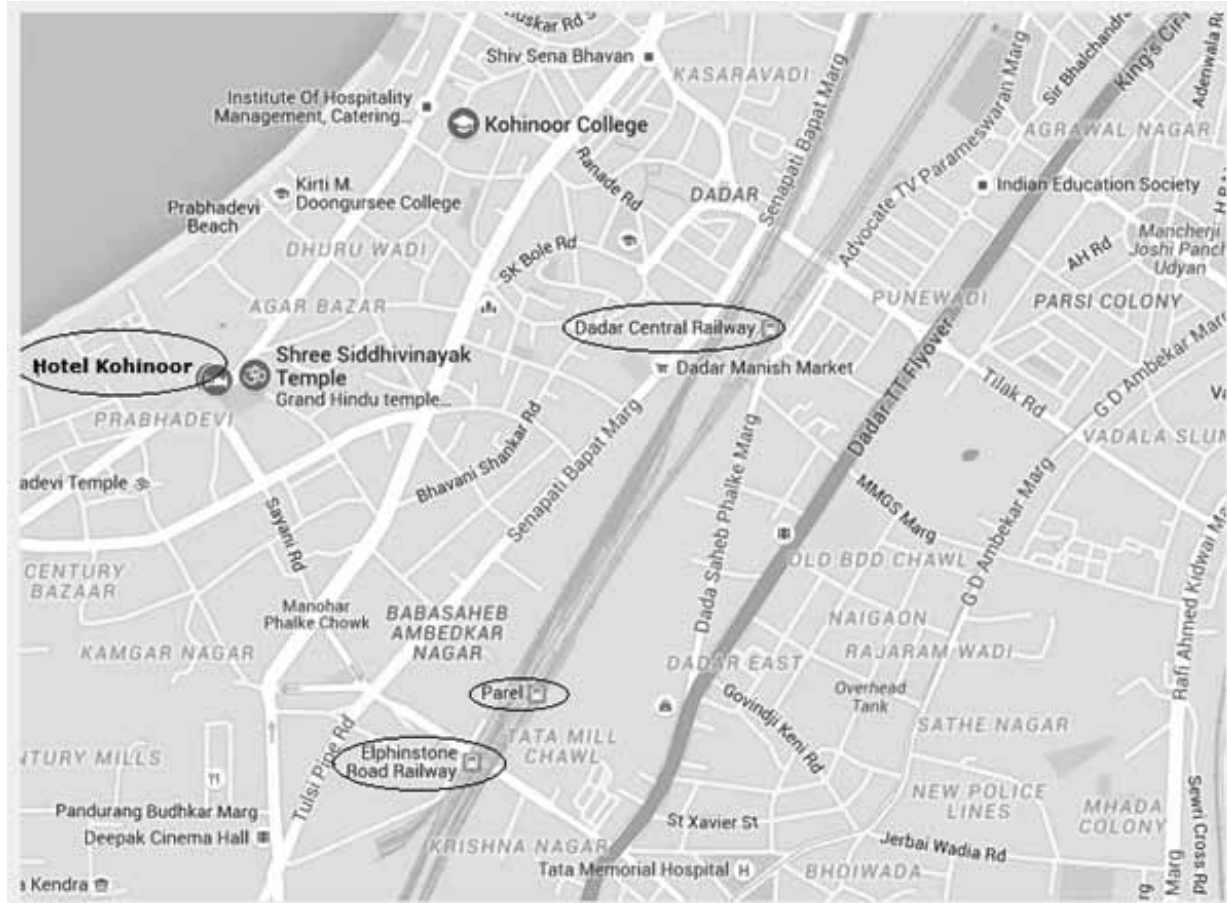
**By Order of the Board**  
**For: Jaysynth Dyestuff (India) Limited**

**Registered Office:**  
**301, Sumer Kendra,**  
**P.B Marg, Worli,**  
**Mumbai – 400 018**  
**CIN: L24114MH1985PLC035564**  
**Website: www.jaysynth.com**  
**E-mail: jsec@jaysynth.com**  
**Tel No. : 022-3042 3048**  
**Fax No. : 022-3042 3434**

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

### ROUTE MAP FOR THE 33<sup>RD</sup> ANNUAL GENERAL MEETING VENUE

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



**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**33<sup>rd</sup> Annual General Meeting to be held on Tuesday, 11<sup>th</sup> September, 2018

<b>Folio No./DP ID/Client ID No.</b>	
<b>Name and address of the Registered Shareholder</b>	
<b>Name of the Proxy/Authorised Representative and their address</b>	
<b>Name of First Joint Holder Name of Second Joint Holder</b>	
<b>No. of Shares held</b>	

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 33<sup>rd</sup> Annual General Meeting to be held on Tuesday, 11<sup>th</sup> September, 2018 at 10.00 a.m at Hotel Kohinoor Park, Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025.

<b>Signature of First Named Member/Proxy/Authorised Representative</b>	
<b>Signature of First Joint Holder</b>	
<b>Signature of Second Joint Holder</b>	

**Note(s):**

1. Please sign this Attendance Slip and hand it over at 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]*

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

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 33<sup>rd</sup> Annual General Meeting of the Members of the Company being held on Tuesday, 11<sup>th</sup> September, 2018 at 10.00 a.m at Hotel Kohinoor Park, Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No	Resolutions	For	Against
	<b>Ordinary Business:</b>		
1	To receive, consider, approve and adopt (a) The audited standalone financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018 and the reports of the Board of Directors and Auditor thereon. (b) The audited consolidated financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018 and the report of Auditor thereon.		
2	To declare dividend @15% i.e. ₹ 0.15 paise (Rupee Fifteen paise only) per equity share having face value of ₹ 1/- (One rupee) each for the financial year ended 31 <sup>st</sup> March, 2018.		
3	To appoint a Director in place of Nikhil Sharadchandra Kothari (DIN: 00184152), who retires by rotation and being eligible offers himself for reappointment as a Director.		

Signed this on \_\_\_\_\_ day of \_\_\_\_\_, 2018

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

1. 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 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the 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 33<sup>rd</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 33<sup>rd</sup> Annual General Meeting ("remote E-voting").
2. The remote E-voting period commences on Friday, 07<sup>th</sup> September, 2018 (9.00 a.m. IST) and ends on Monday, 10<sup>th</sup> September, 2018 (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, 04<sup>th</sup> September, 2018 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.
3. The Company has appointed Shilpa Mishra of M/s. KDT & Associates (Membership Number A30141, Certificate of Practice Number 15443), Practicing Company Secretary, to act as a Scrutinizer to scrutinize remote e-voting process and voting at the 33<sup>rd</sup> Annual General Meeting in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the same purpose.
4. The consolidated Results of remote e-voting and voting at the 33<sup>rd</sup> Annual General Meeting shall be declared within 48 hours after the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at **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.
5. **The instructions for shareholders voting electronically are as under:**
  - i. The voting period begins on Friday, 7<sup>th</sup> September, 2018 (9.00 a.m. IST) and ends on Monday, 10<sup>th</sup> September, 2018 (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, 4<sup>th</sup> September, 2018, 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.
  - vi. 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.
  - vii. 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>

- viii. After entering these details appropriately, click on "SUBMIT" tab.

- 
- ix. 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.
  - x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - xi. Click on the EVSN for Jaysynth Dyestuff (India) Limited.
  - xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES/NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - xiv. 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.
  - xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - xvii. 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.
  - xviii. 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.
  - xix. 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**.



## BOARD'S REPORT

Dear Shareholders,

On behalf of the Board of Directors of your Company it gives me pleasure to present the 33<sup>rd</sup> Annual Report of your Company together with the Standalone and Consolidated Financial Statements for financial year ended 31<sup>st</sup> March, 2018.

### 1. FINANCIAL STATEMENT

The standalone and consolidated financial statements for the financial year ended 31<sup>st</sup> March, 2018, forming part of this 33<sup>rd</sup> Annual Report, have been prepared in accordance with the Indian Accounting Standards (IND AS) as notified by the Ministry of Corporate Affairs.

Comparative key figures pertaining to financial performance of your Company is provided herein below:

(Amt in ₹)

Particulars	Standalone		Consolidated	
	FY 2017-18	FY 2016-17	FY 2017-18	FY 2016-17
Revenue from Operations	1,17,65,40,395	1,19,70,08,448	1,18,02,57,957	1,22,15,03,091
Other Income	63,23,361	1,45,25,546	62,51,643	2,38,45,486
<b>Total Revenue</b>	<b>1,18,28,63,756</b>	<b>1,21,15,33,994</b>	<b>1,18,65,09,600</b>	<b>1,24,53,48,577</b>
Depreciation	1,99,42,919	1,88,24,323	1,99,74,608	1,88,69,107
Other Expenses	1,13,79,94,560	1,13,52,26,703	1,14,08,88,352	1,15,68,86,908
<b>Profit Before Tax</b>	<b>2,49,26,277</b>	<b>5,74,82,968</b>	<b>2,56,46,640</b>	<b>6,95,92,562</b>
Deferred Tax	(5,42,000)	(5,00,000)	(1,89,000)	(3,03,000)
Current Tax	84,49,010	1,79,52,000	88,54,877	1,92,92,096
Tax Expenses related to prior year	22,554	3,02,466	22,554	3,02,466
<b>Profit After Tax</b>	<b>1,69,96,713</b>	<b>3,97,28,502</b>	<b>1,69,58,209</b>	<b>5,03,01,000</b>

### 2. DIVIDEND

Your Directors are pleased to recommend a dividend of ₹ 0.15 paise i.e 15% per equity share of the Company having face value of ₹ 1/- each for the financial year 2017-18, subject to the approval of the Members at the 33<sup>rd</sup> Annual General Meeting.

Dividend together with tax thereon for the financial year ended 31<sup>st</sup> March, 2018, will lead to cash outflow of ₹15,71,384/- (₹13,03,455/- as dividend and ₹2,67,929/- 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, 4<sup>th</sup> September, 2018 and to those Members who hold shares in physical form and whose names appear on the Register of Members of the Company on that date.

Your Company had declared dividend for the financial years 2013-14, 2014-15, 2015-16 and 2016-17 which is less than 7 (Seven) years, hence no amounts were 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 in erstwhile Form 5 INV and Form IEPF – 2 providing status of unpaid and unclaimed dividend. Detailed list of unpaid and unclaimed dividend can also be accessed on the website of the Company and weblink of the same is <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 for encashing dividend directly to their respective bank account. This also ensures faster and safer credit of dividend. 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 advice 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 National Electronic Clearing System (NECS) Mandate Form in the format available at the Company's website at [www.jaysynth.com](http://www.jaysynth.com) duly filled and thereafter send it 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 the Branch.
  - Bank account number allotted by the Bank.
  - Nine digits MICR code of the Bank.
  - Account type, whether Savings bank account (SB) or Current account (CA).
  - Complete address of the Bank with Pin Code Number.
  - Cancelled cheque leaf of the aforesaid Bank Account.

#### 4. TRANSFER TO RESERVES

Your Company has transferred during the financial year ended 31<sup>st</sup> March, 2018, an amount of ₹ 50,00,000/- as against ₹ 1,00,00,000/- in the financial year ended 31<sup>st</sup> March, 2017 to the General Reserves out of the profit available for appropriation.

#### 5. STATE OF COMPANY'S AFFAIRS

The Company products comprising Dyes, Pigments and Inks, are coloring materials having its customer base in several industries such as Textile, Paints, Coatings, Plastic, Paper etc. Growth of the Company is highly dependent on textile sector where major products of the Company find its application. During the financial year under review, the Company could not achieve desired growth in sales revenue in view of multiple challenges. As compared to previous financial year, the financial performance was down mainly on account of decrease in sales volume of dyes and ink products. Another main reason for severe impact on profits of the Company was reduction in gross margin due to increase in material input costs, which could not be passed on to the customers. Operating profit i.e. profit before interest, depreciation, taxes and other income, for the financial year under review was ₹ 4,26,94,479/- as compared to ₹ 6,11,95,988/- during the previous financial year ended 31<sup>st</sup> March, 2017.

#### 6. REVIEW OF PERFORMANCE

- a) **Standalone:** For the financial year ended 31<sup>st</sup> March, 2018, Revenue from Operations amounted to ₹ 1,17,65,40,395/- as against ₹ 1,19,70,08,449/- in the previous financial year ended 31<sup>st</sup> March, 2017. Net Profit after tax for the year under the review amounted to ₹ 1,69,96,713/- as against ₹ 3,97,28,502/- in the previous financial year ended 31<sup>st</sup> March, 2017.
- b) **Consolidated:** For the financial year ended 31<sup>st</sup> March, 2018, Revenue from Operations amounted to ₹ 1,18,02,57,957/- as against ₹ 1,22,15,03,091/- in the previous financial year ended 31<sup>st</sup> March, 2017. Net Profit after tax for the year under the review amounted to ₹ 1,69,58,209/- as against ₹ 5,03,01,000/- in the previous financial year ended 31<sup>st</sup> March, 2017.

#### 7. SHARE CAPITAL

The paid up equity share capital as on financial year ended 31<sup>st</sup> March, 2018 was 86,89,700 Equity Shares (Eighty Six Lakhs Eighty Nine Thousand Seven Hundred Equity Shares) having face value of ₹ 1/- each amounting to ₹ 86,89,700/- (Rupees Eighty Six Lakhs Eighty Nine Thousand Seven Hundred only). During the financial year under review the Company has not issued any shares.

#### 8. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company and Jaysynth (Europe) Limited, Wholly Owned Subsidiary prepared in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), forms part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company. The annual financial statements of Jaysynth (Europe) Limited, Wholly Owned Subsidiary and related detailed information will be kept at the Registered Office of the Company and will be available for inspection during business hours. The annual financial statements of Jaysynth (Europe) Limited, Wholly Owned Subsidiary are displayed on the website of the Company.

#### 9. CHANGE IN THE NATURE OF THE BUSINESS

During the financial year under review, there has been no change in the nature of the 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 of your Company's operations in future.

#### 11. ADEQUACY OF INTERNAL FINANCIAL CONTROL

The Company follows 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 manual and computerised, wherein 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 sale of goods and services. Your Company has in place an established Internal Audit Department who performs a check on timely basis on 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 END OF THE FINANCIAL YEAR OF THE COMPANY AND DATE OF THIS REPORT

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. ANNUAL EVALUATION OF PERFORMANCE OF BOARD AND ITS COMMITTEES AND THE INDIVIDUAL DIRECTORS

Pursuant to the provision of Section 134(3)(p) of the Companies Act, 2013 read with Rule 8(4) of the Companies (Accounts) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, performance of the Individual Directors as well as the evaluation of the working of its Committees. The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and 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, the performance of the Board, its Committees. A structured questionnaire was prepared after taking into consideration inputs received from all 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 they 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. as additional parameters.

The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole at its Separate Independent Director Meeting. The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as per the requirements of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014, forms part of this report and is attached as **ANNEXURE – I**.

#### 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 under review, no Company has become or ceased to be subsidiary, joint venture or associate of your Company.

Your Company has one wholly owned subsidiary named Jaysynth (Europe) Limited, incorporated in United Kingdom, with an object to supply and meet the demands of United Kingdom and countries in European Union.

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 JAYSYNTH (EUROPE) LIMITED, WHOLLY OWNED SUBSIDIARY COMPANY AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY

Revenue from Operations of Jaysynth (Europe) Limited, Wholly Owned Subsidiary Company for the financial year ended 31<sup>st</sup> March, 2018 was £16,49,323 as compared to £18,58,240 in the previous financial year ended 31<sup>st</sup> March, 2017. Net profit after tax for the financial year ended 31<sup>st</sup> March, 2018 was £18,148 as against £1,18,806 in the previous financial year ended 31<sup>st</sup> March, 2017.

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

All Related Party Transactions that were entered into during the financial year under review were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There were no materially significant Related Party Transactions made by the Company during the financial year under review that would require Member's approval under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hence disclosure under **Form AOC-2** is not applicable as required under the provisions of Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014. Prior omnibus approval of the Audit Committee is obtained for the related party transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

Further there are no materially significant related party transactions made by the Company with the Promoters, Directors and Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company at large except as stated in the Financial Statements. The Company has adopted a Material Related Party Transactions Policy approved by the Board and is displayed on the Company's website and the weblink of the same is [http://jaysynth.com/pdf/Policies/Policy\\_of\\_material\\_related\\_party\\_transaction.pdf](http://jaysynth.com/pdf/Policies/Policy_of_material_related_party_transaction.pdf)

## 18. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the financial year under review, there was no appointment/cessation of the Director or a Key Managerial Personnel.

In accordance with Section 152(6) of the Companies Act, 2013 and Article 100 of the Articles of Association of the Company, Nikhil Sharadchandra Kothari (DIN: 00184152), Non - Executive Director of the Company retires by rotation at the ensuing 33<sup>rd</sup> Annual General Meeting, being eligible offers himself for reappointment as a Director.

## 19. DETAILS OF DEPOSITS COVERED UNDER CHAPTER V OF THE COMPANIES ACT, 2013

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.

## 20. 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 is attached as **ANNEXURE – II**.

## 21. POLICY ON REMUNERATION FOR THE DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

The Company has in place appropriate policy on Directors' appointment and remuneration as required under Section 178(3) of the Companies Act, 2013, which has been uploaded on the Company's website and weblink of the same is <http://jaysynth.com/pdf/Policies/Remuneration%20Policy%20for%20Directors,%20Key%20Managerial%20Personnel%20and%20Other%20Employees.pdf>. Further, the Company's Policy on Remuneration for the Directors, Key Managerial Personnel and Other Employees have been disclosed in the Corporate Governance Report, forms part of this Report and is attached as **ANNEXURE III**.

## 22. MEETINGS OF THE BOARD AND THEIR COMMITTEES

- a) **Board** – During the financial year ended 31<sup>st</sup> March, 2018, Board of your Company met 6 (Six) times i.e on 30<sup>th</sup> May, 2017, 9<sup>th</sup> August, 2017, 9<sup>th</sup> October, 2017, 13<sup>th</sup> November, 2017, 30<sup>th</sup> January, 2018 and 12<sup>th</sup> February, 2018. 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. The Board comprises of 7 (Seven) Directors viz; Parag Sharadchandra Kothari, Chairman and Managing Director, Bhavesh Virsen Panjuani – Independent Director, Jyoti Nirav Kothari – Non Executive Woman Director, Kulinkant Nathubhai Manek – Independent Director, Nikhil Sharadchandra Kothari – Non Executive Director, Prakash Mahadeo Kale – Independent Director and Rajendra Maganlal Desai –Independent Director. The maximum interval between any two meetings did not exceed the statutory limit of 120 days.
- b) **Audit Committee** – Prakash Mahadeo Kale is the Chairman of the Committee. The other members include Bhavesh Virsen Panjuani – Independent Director, Kulinkant Nathubhai Manek – Independent Director, Parag Sharadchandra Kothari – Chairman and Managing Director (with effect from 13<sup>th</sup> November, 2017) and Rajendra Maganlal Desai - Independent Director.

- c) **Nomination and Remuneration Committee** – Rajendra Maganlal Desai is the Chairman of the Committee. The other members include Kulinkant Nathubhai Manek – Independent Director and Prakash Mahadeo Kale – Independent Director.
- d) **Stakeholders’ Relationship Committee** – Rajendra Maganlal Desai was the Chairman of the Committee upto closure of working hours of 5<sup>th</sup> March, 2018 and Prakash Mahadeo Kale is the Chairman with effect from 6<sup>th</sup> March, 2018, the other members include Nikhil Sharadchandra Kothari – Non Executive Director and Parag Sharadchandra Kothari – Chairman and Managing Director.
- e) **Corporate Social Responsibility Committee** – Prakash Mahadeo Kale is the Chairman of the Committee. The other members include Parag Sharadchandra Kothari – Chairman and Managing Director and Rajendra Maganlal Desai – Independent Director.

The terms of reference of all the Committees, details of meetings of the Committees and attendance of the directors during the financial year ended 31<sup>st</sup> March, 2018 are set out in the Corporate Governance Report is attached as **ANNEXURE – III** which forms part of this Report.

### 23. DIRECTORS’ RESPONSIBILITY STATEMENT

In compliance with 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:

- a) In the preparation of the Annual Financial Statements for the financial year ended 31<sup>st</sup> March, 2018, the Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013, as applicable and guidelines issued by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been followed alongwith proper explanations relating to material departures if any;
- b) 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 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;
- c) They have taken proper and sufficient care 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;
- d) They have prepared the Annual Financial Statements on a going concern basis;
- e) 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;
- f) 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 FRAUDS BY AUDITORS

There were no instances of fraud reported by the Auditors for the financial year ended 31<sup>st</sup> March, 2018.

### 25. DECLARATION BY INDEPENDENT DIRECTORS

Independent Directors of your Company have furnished requisite 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 THE INDEPENDENT DIRECTORS

In compliance with the applicable provisions of the Secretarial Standards, the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Separate Meeting of the Independent Directors was held on 30<sup>th</sup> January, 2018 and they considered the following agenda at the meeting:

- a) Review the performance of Non Independent Directors and the Board of Directors as a whole;
- b) Review of 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 Company has in place the policy for determining the qualifications, positive attributes and independence of a Director, the said Policy is mentioned in the corporate governance report attached as **ANNEXURE – III**.

**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 Hiren C. Sanghavi of M/s Hiren C. Sanghavi & Associates, Chartered Accountant 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 made by the Statutory Auditor in his report.
- b) **Secretarial Auditor's Report** – Secretarial Auditor's Report issued by Kaushal Dalal of M/s. Kaushal Dalal & Associates, Practising Company Secretary, for the financial year ended 31<sup>st</sup> March, 2018 does not contain any qualification, reservation, adverse remark or disclaimer in his Report. Secretarial Audit Report in Form MR-3, forms part of this report and is attached as **ANNEXURE - IV**.
- c) **Cost Audit Report** - The Company is not required to conduct a Cost Audit hence there was no requirement to appoint Cost Auditor, hence there was no cost audit report to note.

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

Details of investments made by the Company pursuant to Section 186 of the Companies Act, 2013 have been disclosed in the financial statements forming part of this Annual Report.

**30. INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The Company has in place 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 constituted 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 financial year 2017-18.	NIL
Number of Complaints received during the financial year 2017-18.	NIL
Number of Complaints disposed off during the financial year 2017-18.	NIL
Number of Complaints pending at the end of the financial year 2017-18.	NIL
Number of workshops conducted during the financial year 2017-18.	1

The Company has displayed the Policy on Prevention of Sexual Harassment at Workplace on the website of the Company and the weblink of the same is [http://jaysynth.com/pdf/Policies/Sexual\\_Harassment\\_Policy.pdf](http://jaysynth.com/pdf/Policies/Sexual_Harassment_Policy.pdf)

**31. SAFETY, HEALTH AND ENVIRONMENT**

Health and safety of the employees are considered one of the most important and integral aspects at work. All the requisites steps towards fulfilling safety requirements and norms are adopted by the Company and its employees. The Company ensures that the workmen are well aware of the safety procedures required to be followed while doing any activity of production. The Company ensures compliances of regulatory requirements under environmental laws.

**32. RISK MANAGEMENT**

The Company has adopted Risk Management Policy which is also displayed on the website of the Company and the weblink of the same is <http://jaysynth.com/pdf/Policies/Revised%20Risk%20Management%20Policy.pdf>

Your Company also takes adequate steps wherever required to minimise the risks involved in the business. Further in the opinion of the Board, during the financial year ended 31<sup>st</sup> March, 2018, your Board has not noticed any elements of risks which may threaten the existence of the Company.

**33. CORPORATE SOCIAL RESPONSIBILITY**

The Company believes in the ideology of giving back to the society which helps it to generate revenues, Corporate Social Responsibility (CSR) activities are directed towards promotion of education and caring elderly bedridden senior citizens.

For the financial year ended 31<sup>st</sup> March, 2018, your Company has contributed ₹15,00,000/- towards CSR activities in accordance with the provisions of the Companies Act, 2013.

Detailed disclosure in format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014, forms part of this report and is attached as **ANNEXURE – V**. The Company has also displayed the CSR Policy adopted by your Board; the weblink of the same is [http://jaysynth.com/pdf/Policies/CSR\\_Policy.pdf](http://jaysynth.com/pdf/Policies/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 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, forms part of this report and is attached as **ANNEXURE – VI**.

#### 35. CORPORATE GOVERNANCE

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

#### 36. AUDITORS

- a) **Internal Auditor** – Your Company had appointed Nisha Mody of M/s. Nisha Mody & Associates, Chartered Accountant as an Internal Auditor for the financial year ended 31<sup>st</sup> March, 2018. She has conducted the Internal Audit of the Company at periodical intervals and reports of the same were placed before the Audit Committee meeting and Board of the Directors meeting for their noting and appropriate actions.
- b) **Secretarial Auditor** – Your Company had appointed Kaushal Dalal of M/s Kaushal Dalal & Associates as a Secretarial Auditor, Practising Company Secretary for the financial year ended 31<sup>st</sup> March, 2018 to carry out the secretarial audit of the Company.
- c) **Statutory Auditor** – Tenure of M/s. C. J. Shah & Associates ended with the audit of the financial year 2016 -17. On recommendation of the Audit Committee, the Board of Directors approved the proposal of appointment of Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates (Firm Registration Number: 112057W) as Statutory Auditor of the Company for the term of 5 years from the financial year 2017-18 onwards on such terms and conditions and remuneration as may be decided by the Board of Directors. The said appointment was approved by the Members of the Company at the 32<sup>nd</sup> Annual General Meeting held on 29<sup>th</sup> August, 2017.

Vide notification dated 7<sup>th</sup> May, 2018 issued by Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of statutory auditors by members at each Annual General Meeting has been done away with. Accordingly, no such item has been considered in Notice of this 33<sup>rd</sup> Annual General Meeting of the Company.

- d) **Cost Auditor** – Your Company is not statutorily required to conduct Cost Audit hence Report of the same for the financial year ended 31<sup>st</sup> March, 2018 pursuant to provisions of the Companies (Cost Records and Audit) Rules, 2014 is not required to be placed before the Board for noting.

#### 37. INSURANCE

All the assets of the Company are adequately insured.

#### 38. VIGIL MECHANISM

In compliance 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 in place proper Vigil Mechanism incorporated in Whistle Blower Policy for Directors and Employees to report genuine concerns which encourages its employees who have concerns about suspected fraud or misconduct to come forward and express their concerns without inhibition of unfair treatment.

Vigil Mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policies. The Audit Committee of the Company oversees the vigil mechanism. The Whistle Blower Policy is displayed on the website of the Company and the weblink of the same is <http://jaysynth.com/pdf/Policies/Revised%20Whistle%20Blower%20Policy.pdf>

#### 39. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34(2) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is required to annex Management Discussion and Analysis Report of the Company to the Annual Report. In compliance of the above mentioned provisions, said report for the financial year ended 31<sup>st</sup> March 2018, forms part of this report and is attached as **ANNEXURE - VII**.

#### 40. BOARD DIVERSITY

Your Company strongly believes having a diverse Board enhances the quality of decisions. Directors from varied background, experience and expertise will assist Company to view 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 it has been displayed on the website of the Company and the weblink of the same is <http://jaysynth.com/pdf/Policies/Revised%20Board%20Diversity%20Policy.pdf>

**41. GREEN INITIATIVES**

Your Directors would like to draw your attention that as per Section 20 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as may be amended from time to time, permits paperless compliances and also service of notice/documents (including Annual Report) through electronic mode to its Members. Your Company requests and has consistently encouraged Members to take necessary steps for registering their e-mail ids so they can be a part and contribute towards greener environment.

**42. AWARDS AND RECOGNITION**

Your Company has been conferred with Gold Award from CHEMEXCIL (Basic Chemicals, Cosmetics & Dyes Export Promotion Council) (Set-up by Ministry of Commerce & Industry, Government of India) on 21<sup>st</sup> April, 2018 under the category of Panel - I: Dyes & Dye Intermediates Large Scale Sector for the outstanding export performance for the financial year 2016-17.

**43. DISCLOSURE OF ACCOUNTING TREATMENT**

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

**44. ADOPTION OF INDIAN ACCOUNTING STANDARDS**

Your Company has adopted 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 has been a major change process and the Company was well positioned to ensure a smoother transition and implementation.

**45. HUMAN RESOURCES**

Employees are considered to be one of the most important assets and critical resources in the business which maximize the effectiveness of the Company. Human resources build the enterprise and create a sense of belonging that 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. The Company makes continuous and consistent efforts to attract and retain best talent in the industry as employees are indispensable factor for growth of the Company.

**46. SECRETARIAL STANDARDS**

The Company is in compliance with the applicable Secretarial Standards.

**47. 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 financial 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 financial 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 financial 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 financial 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.

**48. 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 the Company viz; Bankers, Suppliers, Customers and Financial Institution for their continued co-operation and support received by the Company.

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

**Place: Mumbai**  
**Date: 29<sup>th</sup> May, 2018**

**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 below mentioned 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 for the financial year ended 31<sup>st</sup> March, 2018.

**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 mentioned in point (i) of point (B) 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.

**C. Research and Development****i. Specific areas in which research and development was carried out by the Company**

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

**ii. Benefits derived from Research and Development**

The Company was able to introduce new products and formulations.

**iii. Future plan**

The Company is investing further in people and equipments so as to strengthen its research and development and thereby enhance its capability to face the future.

**D. Foreign exchange earnings and outgo**

Foreign exchange earnings and outgo as required under the provision of Section 134(3)(m) of the Companies Act, 2013 are as follows:

(Amt in ₹)		
Particulars	FY 2017-18	FY 2016-17
<b>Value of Direct Imports calculated on CIF basis</b>		
(i) Stores , Spares	86,87,062	81,38,526
(ii) Raw materials	3,28,26,661	5,45,25,116
(iii) Capital Goods	34,22,571	54,66,430
(iv) Finished goods	15,00,705	61,81,953
<b>Earnings in Foreign Exchange on account of export of goods :</b>		
(i) Direct Export on FOB Basis	75,03,39,027	71,39,20,477
<b>Expenditure in Foreign Currency :</b>		
(i) Travelling	18,86,469	18,27,748
(ii) Others	6,94,863	6,66,905
(iii) Commission	10,19,752	25,99,566

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

Particulars	FY 2017-18	FY 2016-17
<b>Power &amp; Fuel Consumption: Electricity:</b>		
<b>a. Purchased</b>		
Unit (in KWH)	4,12,454	4,43,957
Total Amount (in ₹)	40,03,130	41,44,930
Rate/Unit (in ₹) Average	9.71	9.34
<b>b. Own Generation</b>		
Through Diesel Generator Units (in KWH)	38,664	33,256
Units per litre of diesel oil	5.03	4.95
Cost / Unit (in ₹)	12.13	11.67

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 29<sup>th</sup> May, 2018

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, 2018**
*[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 Indian 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	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

**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	83.43
2	Digital Inks	20223	15.05

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

S. 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 Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (as on 1 <sup>st</sup> April, 2017)				No. of Shares held at the end of the year (as on 31 <sup>st</sup> March, 2018)				% 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	700765	-	700765	8.06	0.69	
e. Banks/ FI	-	-	-	-	-	-	-	-	-	
f. Any Other	-	-	-	-	-	-	-	-	-	
Sub-total (A)(1):-	6090888	-	6090888	70.09	6150888	-	6150888	70.78	0.69	
(2) Foreign										
a. NRIs – 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	6150888	-	6150888	70.78	0.69	
B. Public Shareholding										
(1) Institutions										
a. Mutual Funds	-	-	-	-	-	-	-	-	-	
b. Banks/FI	949	-	949	0.01	1449	-	1449	0.01	0.00	
c. Central Govt	-	-	-	-	-	-	-	-	-	
d. State Govt(s)	-	-	-	-	-	-	-	-	-	
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-	
f. Insurance Companies	-	-	-	-	-	-	-	-	-	
g. FIs	-	-	-	-	-	-	-	-	-	
h. Foreign venture Capital Funds	-	-	-	-	-	-	-	-	-	
i. Others (specify)										
Unit Trust of India	-	4800	4800	0.06	-	4800	4800	0.06	-	
Sub-total (B)(1):-	949	4800	5749	0.07	1449	4800	6249	0.07	0.00	
(2) Non-Institutions										
a. Bodies Corp.										
i. Indian	533684	-	533684	6.14	523628	-	523628	6.03	(0.11)	
ii. Overseas	-	-	-	-	-	-	-	-	-	
b. Individuals										
i. Individual Shareholders holding nominal share capital upto ₹ 1 lakh	972605	174876	1147481	13.20	1039847	163331	1203178	13.85	0.65	
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	774972	-	774972	8.92	661493	-	661493	7.61	(1.31)	

Category of Shareholders	No. of Shares held at the beginning of the year (as on 1 <sup>st</sup> April, 2017)				No. of Shares held at the end of the year (as on 31 <sup>st</sup> March, 2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c. Others (specify)									
i. Non - Promoters - Directors/ Relatives of Director	18145	2900	21045	0.24	18145	2900	21045	0.24	-
ii. NRI (Rep)	5159	-	5159	0.06	4959	-	4959	0.06	0.00
iii. NRI (Non – Rep)	35238	-	35238	0.41	39250	-	39250	0.45	0.04
iv. Trust	-	-	-	-	-	-	-	-	-
v. In Transit	-	-	-	-	-	-	-	-	-
vi. Clearing Members	14024	-	14024	0.16	10511	-	10511	0.12	(0.04)
vii. Hindu Undivided Family	61460	-	61460	0.71	68499	-	68499	0.79	0.08
Sub -total (B)(2):-	2415287	177776	2593063	29.84	2366332	166231	2532563	29.15	(0.69)
Total Public Shareholding (B)=(B)(1)+(B) (2)	2416236	182576	2598812	29.91	2367781	171031	2538812	29.22	(0.69)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand total (A+B+C)	8507124	182576	8689700	100.00	8518669	171031	8689700	100.00	-

**ii. Shareholding of Promoters:**

Sl. No.	Shareholder's Name	Shareholdings at the beginning of the year (as on 1 <sup>st</sup> April, 2017)			Shareholdings at the end of the year (as on 31 <sup>st</sup> March, 2018)			% 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	9034	0.10	-	9034	0.10	-	-
2	Parag Sharadchandra Kothari	3262565	37.55	-	3262565	37.55	-	-
3	Nikhil Sharadchandra Kothari	2172704	25.00	-	2172704	25.00	-	-
4	Jigna Parag Kothari	5820	0.07	-	5820	0.07	-	-
5	Jaysynth Impex Limited	340641	3.92	-	400641	4.61	-	0.69
6	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>6150888</b>	<b>70.78</b>	<b>-</b>	<b>0.69</b>

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

Sl. No.		Shareholdings 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	Jaysynth Impex Limited	340641	3.92	01/04/2017	-	-	340641	3.92
				30/10/2017	60000	Purchase	400641	4.61
				31/03/2018	-	-	400641	4.61

## 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	Shareholdings 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	01/04/2017	-	-	259750	2.99
				08/06/2017	(705)	Sale	259045	2.98
				09/06/2017	(426)	Sale	258619	2.98
				14/06/2017	(136)	Sale	258483	2.97
				15/06/2017	(210)	Sale	258273	2.97
				19/06/2017	(450)	Sale	257823	2.97
				06/07/2017	(3905)	Sale	253918	2.92
				17/07/2017	(1212)	Sale	252706	2.91
				18/07/2017	(675)	Sale	252031	2.90
				19/07/2017	(1555)	Sale	250476	2.88
				20/07/2017	(65)	Sale	250411	2.88
				26/07/2017	(1070)	Sale	249341	2.87
				30/10/2017	(20000)	Sale	229341	2.64
				31/10/2017	(2910)	Sale	226431	2.61
				01/11/2017	(4781)	Sale	221650	2.54
				02/11/2017	(505)	Sale	221145	2.54
				31/03/2018	-	-	221145	2.54
2	Meena M Kothari	258272	2.97	01/04/2017	-	-	258272	2.97
				08/06/2017	(715)	Sale	257557	2.96
				09/06/2017	(528)	Sale	257029	2.96
				13/06/2017	(516)	Sale	256513	2.95
				07/07/2017	(200)	Sale	256313	2.95
				17/07/2017	(1165)	Sale	255148	2.94
				18/07/2017	(600)	Sale	254548	2.93
				19/07/2017	(1586)	Sale	252962	2.91
				20/07/2017	(55)	Sale	252907	2.91
				25/07/2017	(4000)	Sale	248907	2.86
				30/10/2017	(20000)	Sale	228907	2.63
				31/10/2017	(3357)	Sale	225550	2.60
				01/11/2017	(4646)	Sale	220904	2.54
				02/11/2017	(100)	Sale	220804	2.54
				31/03/2018	-	-	220804	2.54
3	Preeti S Kothari	256950	2.96	01/04/2017	-	-	256950	2.96
				08/06/2017	(725)	Sale	256225	2.95
				09/06/2017	(547)	Sale	255678	2.94
				12/06/2017	(1580)	Sale	254098	2.92
				16/06/2017	(60)	Sale	254038	2.92
				05/07/2017	(1470)	Sale	252568	2.91
				17/07/2017	(1171)	Sale	251397	2.89
				18/07/2017	(100)	Sale	251297	2.89
				19/07/2017	(1592)	Sale	249705	2.87
				20/07/2017	(80)	Sale	249625	2.87
				24/07/2017	(165)	Sale	249460	2.87
				25/07/2017	(1835)	Sale	247625	2.85
				30/10/2017	(20000)	Sale	227625	2.62
				31/10/2017	(2000)	Sale	225625	2.60
				01/11/2017	(6081)	Sale	219544	2.53
				31/03/2018	-	-	219544	2.53



Sl. No.	For Each of the Top 10 Shareholders	Shareholdings 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
4	Stovec Industries Limited	167447	1.93	01/04/2017	-	-	167447	1.93
				07/04/2017	1500	Purchase	168947	1.94
				14/04/2017	550	Purchase	169497	1.95
				28/04/2017	1000	Purchase	170497	1.96
				26/05/2017	610	Purchase	171107	1.97
				09/06/2017	2000	Purchase	173107	1.99
				31/03/2018	-	-	173107	1.99
5	Jukaso Yarns Industries Private Limited	163116	1.88	01/04/2017	-	-	163116	1.88
				31/03/2018	-	-	163116	1.88
6	Cutch Chemicals Private Limited	145404	1.67	01/04/2017	-	-	145404	1.67
				31/03/2018	-	-	145404	1.67
7	Pragna Ravindra Ved	57175	0.66	01/04/2017	-	-	57175	0.66
				28/04/2017	153	Purchase	57328	0.66
				09/06/2017	4312	Purchase	61640	0.71
				30/06/2017	1860	Purchase	63500	0.73
				25/08/2017	5597	Purchase	69097	0.79
				15/09/2017	407	Purchase	69504	0.80
				13/10/2017	496	Purchase	70000	0.80
				27/10/2017	1210	Purchase	71210	0.82
				17/11/2017	2890	Purchase	74100	0.85
				08/12/2017	900	Purchase	75000	0.86
				15/12/2017	408	Purchase	75408	0.87
				29/12/2017	1592	Purchase	77000	0.89
				19/01/2018	1000	Purchase	78000	0.90
				02/02/2018	1000	Purchase	79000	0.91
				02/03/2018	1874	Purchase	80874	0.93
				31/03/2018	2855	Purchase	83729	0.96
				31/03/2018	-	-	83729	0.96
8	Vishnushankar B Mishra	26684	0.31	01/04/2017	-	-	26684	0.31
				19/05/2017	263	Purchase	26947	0.31
				09/06/2017	100	Purchase	27047	0.31
				23/06/2017	120	Purchase	27167	0.31
				28/07/2017	350	Purchase	27517	0.32
				04/08/2017	1450	Purchase	28967	0.33
				11/08/2017	450	Purchase	29417	0.34
				18/08/2017	550	Purchase	29967	0.34
				25/08/2017	250	Purchase	30217	0.35
				15/09/2017	370	Purchase	30587	0.35
				29/09/2017	100	Purchase	30687	0.35
				13/10/2017	(308)	Sale	30379	0.35
				03/11/2017	280	Purchase	30659	0.35
				10/11/2017	2140	Purchase	32799	0.38
				17/11/2017	950	Purchase	33749	0.39
				24/11/2017	200	Purchase	33949	0.39
				01/12/2017	461	Purchase	34410	0.40
				08/12/2017	1130	Purchase	35540	0.41

Sl. No.	For Each of the Top 10 Shareholders	Shareholdings 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
				15/12/2017	160	Purchase	35700	0.41
				22/12/2017	550	Purchase	36250	0.42
				29/12/2017	800	Purchase	37050	0.43
				05/01/2018	700	Purchase	37750	0.43
				12/01/2018	1165	Purchase	38915	0.45
				19/01/2018	400	Purchase	39315	0.45
				26/01/2018	450	Purchase	39765	0.46
				02/02/2018	235	Purchase	40000	0.46
				09/02/2018	150	Purchase	40150	0.46
				16/02/2018	350	Purchase	40500	0.47
				31/03/2018	-	-	40500	0.47
9	Jatin Fakirchand Jhaveri	39691	0.46	01/04/2017	-	-	39691	0.46
				31/03/2018	-	-	39691	0.46
10	Suman Manglunia	0	0.00	01/04/2017	-	-	0	0.00
				28/07/2017	31000	Purchase	31000	0.36
				11/08/2017	450	Purchase	31450	0.36
				18/08/2017	441	Purchase	31891	0.37
				25/08/2017	368	Purchase	32259	0.37
				01/09/2017	41	Purchase	32300	0.37
				27/10/2017	(2300)	Sale	30000	0.35
				03/11/2017	(4000)	Sale	26000	0.30
				08/12/2017	3000	Purchase	29000	0.33
				15/12/2017	1025	Purchase	30025	0.35
				22/12/2017	25	Purchase	30050	0.35
				12/01/2018	500	Purchase	30550	0.35
				19/01/2018	(123)	Sale	30427	0.35
				26/01/2018	1146	Purchase	31573	0.36
				23/02/2018	511	Purchase	32084	0.37
				23/03/2018	916	Purchase	33000	0.38
				31/03/2018	-	-	33000	0.38
11	Jayshree Krishna	25000	0.29	01/04/2017	-	-	25000	0.29
				31/03/2018	-	-	25000	

## 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
1	<b>Parag Sharadchandra Kothari</b>				
	At the beginning of the year	3262565	37.55	3262565	37.55
	At the end of the year	-	-	3262565	37.55
2	<b>Nikhil Sharadchandra Kothari</b>				
	At the beginning of the year	2172704	25.00	2172704	25.00
	At the end of the year	-	-	2172704	25.00
3	<b>Bhaves Virsen Panjuani</b>				
	At the beginning of the year	400	0.00	400	0.00
	At the end of the year	-	-	400	0.00



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>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	-	-	-	-

## V. INDEBTEDNESS

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

(Amt in ₹)

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

(Amt in ₹)

Sl. No	Particulars of Remuneration	Name of Managing Director Parag Sharadchandra Kothari	Total Amount
<b>1</b>	<b>Gross Salary</b>		
a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	18,00,000	18,00,000
b)	value of perquisites u/s 17(2) of the Income-tax Act, 1961	34,066	34,066
c)	Profits in lieu of Salary under Section 17(3) of the Income-tax Act, 1961	-	-
<b>2</b>	Stock Option	-	-
<b>3</b>	Sweat Equity	-	-
<b>4</b>	Commission		
- as % of profit		-	-
- others, specify		-	-

Sl. No	Particulars of Remuneration	Name of Managing Director	Total Amount
		Parag Sharadchandra Kothari	
5	Others, please specify		
	- Contribution to the Employees Provident Fund	1,44,000	1,44,000
	- Drivers Salary	2,10,000	2,10,000
	- Car Expenses	2,78,800	2,78,800
Total (A)		24,66,866	24,66,866
Ceiling as per the Act		12,83,032*	

*\*Company at its 32<sup>nd</sup> Annual General Meeting held on 29<sup>th</sup> August, 2017 approved the payment of remuneration to Parag Sharadchandra Kothari, Chairman and Managing Director on event of inadequacy of profits/loss in any financial year during currency of his term.*

**B) Remuneration to other directors:**

(Amt in ₹)

Sl 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 Commission Others, please specify	1,92,000 - -	1,54,500 - -	1,17,000 - -	1,12,500 - -	5,76,000 - -
	Total (1)	1,92,000	1,54,500	1,17,000	1,12,500	5,76,000
2.	Other Non-Executive Directors	Nikhil Sharadchandra Kothari		Jyoti Nirav Kothari		
	Fee for attending Board/ Committee Meetings Commission Others, please specify	90,000 - -		72,000 - -		1,62,000 - -
	Total (2)	90,000		72,000		1,62,000
	Total (B) =(1+2)					7,38,000
	Total Managerial Remuneration (A+B)					32,04,866
	Overall Ceiling as per the Act					NA

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

(Amt in ₹)

Sl. no.	Particulars of Remuneration	Key Managerial Personnels		Total Amount
		Company Secretary	Chief Financial Officer	
		Pooja Pradip Nipadkar	Mangesh Narayan Patil	
1.	<b>Gross Salary</b>			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	7,12,126	13,83,849	20,95,975
	(b) value of perquisites u/s 17(2) of the Income-tax Act, 1961	7,258	20,662	27,920
	(c) Profits in lieu of Salary under Section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify	- -	- -	- -
5.	Others, please specify - Contribution to Employees Provident Fund	27,767	60,648	88,415
<b>Total</b>		<b>7,47,151</b>	<b>14,65,159</b>	<b>22,12,310</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			NONE		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NONE		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NONE		
Punishment					
Compounding					

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 29<sup>th</sup> May, 2018

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. For the financial year ended 31<sup>st</sup> March, 2018, 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 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 6 (Six) times during the financial year ended 31<sup>st</sup> March, 2018 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 and required as per the provisions of the law. 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 Obligations 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 the Directors and their Category	Date of the Board meeting and details of the attendance of Director						Previous AGM attendance i.e held on 29 <sup>th</sup> August, 2017
		30.05.2017	09.08.2017	09.10.2017	13.11.2017	30.01.2018	12.2.2018	
Executive Director								
1	Parag Sharadchandra Kothari	Attended	Attended	Attended	Attended	Attended	Attended	Attended
Non - Executive Director								
2	Jyoti Nirav Kothari	Attended	Attended	Attended	Attended	Attended	Attended	Attended
3	Nikhil Sharadchandra Kothari	Attended	Attended	Attended	Absent	Attended	Attended	Attended
Independent Director								
4	Bhavesh Virsen Panjuani	Attended	Attended	Attended	Attended	Attended	Attended	Attended
5	Kulinkant Nathubhai Manek	Attended	Attended	Attended	Absent	Attended	Attended	Attended
6	Prakash Mahadeo Kale	Attended	Attended	Attended	Attended	Attended	Attended	Attended
7	Rajendra Maganlal Desai	Attended	Attended	Attended	Attended	Attended	Attended	Attended

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

Sr No.	Name of the Directors	Number of Shares held
1	Bhaves Virsen Panjuani	400
2	Jyoti Nirav Kothari	-
3	Kulinkant Nathubhai Manek	200
4	Nikhil Sharadchandra Kothari	2172704
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 Directors of the Company is a Director in more than 7 (seven) listed companies. None of the existing Independent Directors 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 companies or acts as a Chairperson of more than 5 (Five) committees across all listed companies in which he is a Director.

Further in compliance with Section 165 of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017, none of the Director is a Director in more than 10 (Ten) public companies (while considering the directorship of the Director, directorship in Dormant Company is not considered).

Sr No.	Name of the Directors	Directorship in other companies including Jaysynth Dyestuff (India) Limited*	Position in various committees in other companies including Jaysynth Dyestuff (India) Limited**	
			Chairmanship	Membership
1	Parag Sharadchandra Kothari	2	-	2
2	Bhaves Virsen Panjuani	3	-	2
3	Jyoti Nirav Kothari	1	-	-
4	Kulinkant Nathubhai Manek	1	-	1
5	Nikhil Sharadchandra Kothari	3	-	1
6	Prakash Mahadeo Kale	1	2	-
7	Rajendra Maganlal Desai	10	-	10

\* Includes directorships of public 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.

\*\* Includes only Audit Committee and Stakeholders' Relationship Committee of the public companies (whether listed or not).

**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, 2018, 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 for the financial year ended 31<sup>st</sup> March, 2018, 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 weblink of the same 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.

For the financial year ended 31<sup>st</sup> March, 2018, 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 30<sup>th</sup> January, 2018, 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 & 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 through its Chairman, make necessary recommendations and /or observations and decisions which are placed before the Board for their information or approval.

##### **(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 statement;
  - 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. Majority of the Members of the Committee are Independent Directors including the Chairman and they are financially literate and possess accounting and financial management expertise.

Sr No.	Name of the Directors and their category	Chairman / Member	Date of the Audit Committee meeting and attendance of Member				
			30.05.2017	09.08.2017	09.10.2017	13.11.2017	12.02.2018
1	Prakash Mahadeo Kale (Independent Director)	Chairman	Attended	Attended	Attended	Attended	Attended
2	Bhavesh Virsen Panjuani (Independent Director)	Member	Attended	Attended	Attended	Attended	Attended
3	Kulinkant Nathubhai Manek (Independent Director)	Member	Attended	Attended	Attended	Absent	Attended
4	Parag Sharadchandra Kothari(with effect from 13 <sup>th</sup> November, 2017) (Chairman and Managing Director)	Member	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Attended
5	Rajendra Maganlal Desai (Independent Director)	Member	Attended	Attended	Attended	Attended	Attended

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

The Chairman of the Audit Committee was present at the previous Annual General Meeting of the Company held on 29<sup>th</sup> August, 2017 to answer shareholders 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 the Directors and their category	Chairman/ Member	Date of the Nomination and Remuneration Committee meeting and attendance of Member	
			30.05.2017	12.02.2018
1	Rajendra Maganlal Desai (Independent Director)	Chairman	Attended	Attended
2	Prakash Mahadeo Kale (Independent Director)	Member	Attended	Attended
3	Kulinkant Nathubhai Manek (Independent Director)	Member	Attended	Attended

The Chairman of the Nomination and Remuneration Committee was present at the previous Annual General Meeting of the Company held on 29<sup>th</sup> August, 2017 to answer shareholders queries. The Company Secretary of the Company acts as the Secretary to the Committee.



### (iii) THE REMUNERATION POLICY

#### 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:
  - (a) Basic Pay
  - (b) Perquisites and Allowances

- (c) Stock Options
- (d) Commission (Applicable in case of Executive Directors)
- (e) Retiral benefits
- (f) 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.

## (iv) THE POLICY FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF DIRECTORS ARE AS FOLLOWS:

### 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.

#### **(v) PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS**

The performance evaluation of Independent Directors was based on various parameters such as: participation of Independent Directors in the meeting, execution and performance of specific duties of the Independent Directors, review of Independent Director’s competency, experience, contribution along with criteria mentioned in policy adopted by the Board. The results are discussed in a forthright manner by the Chairman with the Board and certain aspects relating to their performance and remedial action required if any to be taken are discussed. Till date there have been no instances however if in future the Independent Director’s performance is falling below a threshold, there would be provision for individual counselling by the Chairman of the Company.

#### **(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 the Directors and their Category	Chairman / Member	Date of the Stakeholder's Relationship Committee meeting and Attendance of Member				
			15.04.2017	30.05.2017	13.11.2017	30.01.2018	05.03.2018
1	Rajendra Maganlal Desai* Independent Director	Chairman (upto 5 <sup>th</sup> March, 2018)	Attended	Attended	Attended	Attended	Attended
2	Prakash Mahadeo Kale* Independent Director	Chairman (with effect from 6 <sup>th</sup> March, 2018)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
3	Nikhil Sharadchandra Kothari Non Executive Director	Member	Attended	Attended	Absent	Attended	Attended
4	Parag Sharadchandra Kothari Chairman and Managing Director	Member	Attended	Attended	Attended	Attended	Attended

\* Prakash Mahadeo Kale was appointed as a Chairman of Stakeholders' Relationship Committee of the Company by way of Circular Resolution with effect from 6<sup>th</sup> March, 2018 in place of Rajendra Maganlal Desai who had resigned from the position of Chairman as well as Member with effect from conclusion of the meeting held on 5<sup>th</sup> March, 2018.

The Chairman of the Stakeholders' Relationship Committee was present at the previous Annual General Meeting of the Company held on 29<sup>th</sup> August, 2017 to answer shareholders queries. The Company Secretary of the Company acts as the Secretary to the Committee.

Pooja Pradip Niphadkar, 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, 2018**

During the financial year ended 31<sup>st</sup> March, 2018 the Company had received the following complaints.

Particulars	No. of Complaints
Number of Complaints received during the financial year	1
Number of Complaints resolved during the financial year	1
Number of Complaints pending at the end of the financial year	0

**(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 minimize the environmental footprint.

**(ii) COMPOSITION AND MEETINGS**

Sr No.	Name of the Directors and their category	Chairman / Member	Date of the Corporate Social Responsibility Committee Meetings and Attendance of Member		
			30.05.2017	13.11.2017	30.01.2018
1	Prakash Mahadeo Kale Independent Director	Chairman	Attended	Attended	Attended
2	Parag Sharadchandra Kothari Chairman and Managing Director	Member	Attended	Attended	Attended

3	Rajendra Maganlal Desai Independent Director	Member	Attended	Attended	Attended
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The Company Secretary of the Company acts as the Secretary to the Committee.

**(e) RISK MANAGEMENT COMMITTEE**

The Company does not have a risk management committee as it does not fall under the ambit of 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. Further the Members at the 32<sup>nd</sup> Annual General Meeting held on 29<sup>th</sup> August, 2017 had also approved the payment of remuneration in the event of inadequacy of profits or loss. 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 is mentioned herein:

Name of the Managing Director	Basic Salary	Perquisites	Commission	Others	(Amt in ₹ per annum)
					Total
Parag Sharadchandra Kothari	18,00,000	34,066	0	6,32,800	24,66,866

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 the Contract (Current Contract Details)</b>	30 <sup>th</sup> May, 2016
<b>Term of the Contract</b>	01 <sup>st</sup> June, 2016 -31 <sup>st</sup> May, 2019
<b>Notice Period</b>	Three Months (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) SITTING FEES 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. Details of sitting fees paid to the Non - Executive Directors and Independent Directors of the Company during the financial year ended 31<sup>st</sup> March, 2018 is mentioned herein below:

Sr No.	Name of the Directors and their Category	(Amt in ₹)
		Total sitting paid during the financial year ended 31 <sup>st</sup> March, 2018
1	Bhaves Virsen Panjuani Independent Director	1,17,000
2	Jyoti Nirav Kothari Non - Executive Director	72,000
3	Kulinkant Nathubhai Manek Independent Director	1,12,500
4	Nikhil Sharadchandra Kothari Non - Executive Director	90,000
5	Prakash Mahadeo Kale Independent Director	1,54,500
6	Rajendra Maganlal Desai Independent Director	1,92,000

During the financial year ended 31<sup>st</sup> March, 2018, there were no pecuniary relationships or transactions between the Non - Executive Directors and the Company at large.

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

All the recommendation/(s) made by the Committee/(s) of the Board 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 are displayed on the website of the Company and the weblink of the 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**

Year	Date	Time	Location	Special Resolution
2014-15	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.
2015-16	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) Reappointment 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 the place of keeping and inspection of Registers, Returns etc.
2016-17	29 <sup>th</sup> August, 2017	10.00 a.m	Textile Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025	a) Change in place of keeping and maintaining of Registers, Returns etc.

**(ii) POSTAL BALLOT**

<b>Special resolution passed for the financial year ended 31<sup>st</sup> March, 2018.</b>	No special resolution was passed for the financial year ended 31 <sup>st</sup> March, 2018.
<b>Special resolution is proposed to be conducted.</b>	There is no immediate proposal for passing any special resolution through Postal Ballot.

**(iii) EXTRA – ORDINARY GENERAL MEETING**

No Extra – Ordinary General Meeting was held for the financial year ended 31<sup>st</sup> March, 2018.

**G. MEANS OF COMMUNICATION**

<b>Quarterly Results</b>	First Quarter – on or before 14 <sup>th</sup> August, 2018 Second Quarter – on or before 14 <sup>th</sup> November, 2018 Third Quarter – on or before 14 <sup>th</sup> February, 2019 Fourth Quarter and Financial Year end – 30 <sup>th</sup> May, 2019
<b>Newspaper wherein results are normally published</b>	Financial Express (English) – All over India Edition Navshakti (Marathi) - Mumbai Edition
<b>Any website, where results are displayed</b>	<a href="http://www.jaysynth.com">www.jaysynth.com</a>
<b>Whether it also displays official news releases</b>	No
<b>The presentations made to institutional investors or to the analysts</b>	No, presentation has been made for the financial year ended 31 <sup>st</sup> March, 2018.
<b>News releases, presentations, among others</b>	No presentation has been made for the financial year ended 31 <sup>st</sup> March, 2018 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**

<b>Annual General Meeting:</b> <b>Day:</b> <b>Date &amp; Time:</b> <b>Venue:</b>	Tuesday 11 <sup>th</sup> September, 2018 at 10.00 a.m. Hotel Kohinoor Park, Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025
<b>Financial year</b>	01 <sup>st</sup> April – 31 <sup>st</sup> March
<b>Dividend payment date</b>	On or before 10 <sup>th</sup> October, 2018
<b>Book Closure</b>	Wednesday, 5 <sup>th</sup> September, 2018 – Tuesday, 11 <sup>th</sup> September, 2018
<b>Name and Address of Stock Exchange where Equity Shares of the Company are Listed</b>	BSE Limited Phiroze Jeejeebhoy 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.
<b>Scrip Code</b>	506910
<b>ISIN Number</b>	INE703C01025
<b>CIN</b>	L24114MH1985PLC035564
<b>Registered Office</b>	301, Sumer Kendra, P.B Marg, Worli, Mumbai – 400 018.
<b>Custodial Fees</b>	The Company has paid requisite custodial fees of Central Depository Services (India) Limited (CDSL) within prescribed time limits. However as on the date of the Report the Company had received invoice for Annual Custodial Fees for the financial year ended 31 <sup>st</sup> March, 2018 from National Securities Depository Limited (NSDL) on 27 <sup>th</sup> May, 2018 however payment has not been made.
<b>Suspension from trading, if any</b>	For the financial year ended 31 <sup>st</sup> March, 2018, the Company has not received any notice or order or faced any suspension for trading from BSE Limited.
<b>Registrar and Transfer Agent</b>	Link Intime India Private Limited
<b>Dematerialization of shares and liquidity</b>	Percentage of shares held in physical and dematerialized form for the financial year ended on 31 <sup>st</sup> March, 2018 is as follows: Physical Form: 1.97% In electronic form with CDSL: 20.67% In electronic form with NSDL: 77.36%
<b>Factory Address/ Plant Locations</b>	<b>Patalganga Plant</b> Plot No. A-29, MIDC Industrial Area, Patalganga, Taluka - Khalapur, District - Raigad, Maharashtra – 410 220 <b>Taloja Plant</b> Plot No. G-5, MIDC Industrial Area, Taloja, Taluka - Panvel, District - Raigad Maharashtra – 410 208



<b>Address for correspondence</b>	<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
	<b>Registrar and Transfer Agent</b> C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083 Tel. No.: 022 - 49186270 Fax No.: 022 - 4918 6060 E-mail Id: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in
<b>Outstanding GDRs/ADRs/Warrants or any convertible Instruments conversion date and likely impact on Equity</b>	The Company has not issued any GDRs/ADRs/Warrants or any convertible Instruments for the financial year ended 31 <sup>st</sup> March, 2018. Further as on date there were no outstanding GDRs/ADRs/Warrants or any convertible Instruments. Also there had been no conversion of the said securities/convertible Instruments as on date. Hence there is no impact on equity.
<b>Commodity price risk or foreign exchange risk and hedging activities</b>	For the financial year ended 31 <sup>st</sup> March, 2018, 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.
<b>Share transfer system</b>	All the dematerialized 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 taken on record by Stakeholders' Relationship Committee and thereafter are 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 thereafter noted by the Board of Directors at its meeting.
<b>Pledge of Shares</b>	No pledge has been created over the equity shares held by the Promoters and/or Promoter Group for the financial year ended 31 <sup>st</sup> March, 2018.
<b>Reconciliation of Share Capital</b>	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.
<b>Annual Report</b>	The Annual Report containing Audited Standalone and Consolidated Financial Statements for the financial year ended 31 <sup>st</sup> March, Auditor's Report, Board's Report and other important information for the aforesaid period is circulated to Members and others entitled thereto. Management Discussion and Analysis Report forms part of the Annual Report.
<b>BSE Corporate Compliance and Listing Centre (the 'Listing Centre')</b>	All the filings relating to the quarterly, half yearly and yearly compliances viz: 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 an online filing portal of BSE Limited.

**SEBI Complaints Redressal System (SCORES)**

The Company visits the website of SCORES regularly to check for any investor complaints.

**Promoter Group**

The Promoter Group holding in the Company as on 31<sup>st</sup> March, 2018 was 70.78% of the Company's paid up capital.

**I. DIVIDEND POLICY AND DIVIDEND HISTORY OF THE COMPANY**

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 for previous 4 (Four) financial years and details of such dividend is mentioned herein below:

Financial Year	AGM Date	Dividend Declared (Rate and Percentage of Face Value)
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%
2016-17	29 <sup>th</sup> August, 2017	₹ 0.30 Paise i.e. 30%

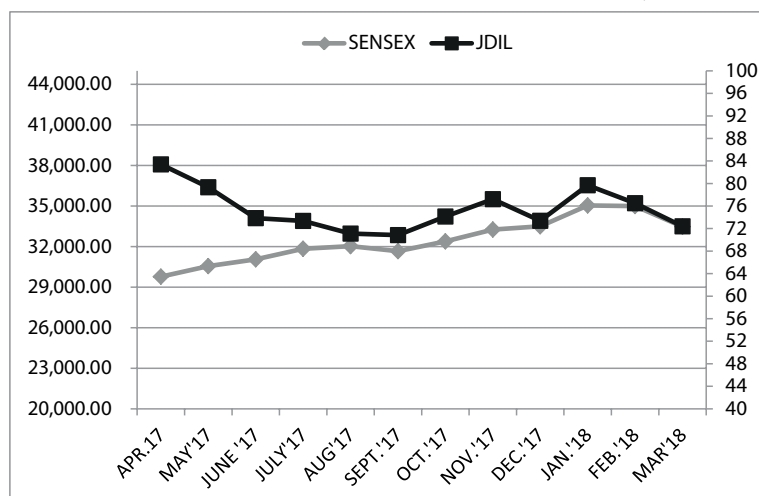
**J. MARKET PRICE DATA DURING FINANCIAL YEAR 2017-18**

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, 2017 to 31<sup>st</sup> March, 2018.

MONTH	HIGH	LOW	VOLUME
April, 2017	88.80	78.05	32987
May, 2017	90.25	70.00	55334
June, 2017	79.10	68.70	25411
July, 2017	84.20	67.65	76360
August, 2017	76.55	65.00	41410
September, 2017	77.00	65.45	13473
October, 2017	84.00	69.00	99747
November, 2017	89.70	67.50	87533
December, 2017	79.10	68.25	23618
January, 2018	89.00	74.00	65934
February, 2018	83.00	70.00	18580
March, 2018	80.00	61.00	30261

**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 31<sup>st</sup> March, 2018 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	1396	77.13	244793	2.82
50 -1000	156	8.62	128633	1.48
1001-2000	113	6.24	174575	2.01
2001-3000	41	2.27	96069	1.10
3001-4000	25	1.38	92669	1.07
4001-5000	18	0.99	81761	0.94
5001-10000	28	1.55	196968	2.27
10001 and above	33	1.82	7674232	88.31
<b>Total</b>	<b>1810</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, 2018 is as follows:

CATEGORY	TOTAL NUMBER OF SHARES	% OF ISSUED CAPITAL
Promoter and Promoter Group	6150888	70.78
Unit Trust of India	4800	0.06
Nationalised Banks	949	0.01
Non Nationalised Banks	500	0.00
Other Bodies Corporate other than belonging to Promoter Group	523628	6.03
Clearing Members	10511	0.12
Directors and Relatives of Directors	21045	0.24
Hindu Undivided Family	68499	0.79
Non Resident Indians (Repatriable)	4959	0.06
Non Resident (Non - Repatriable)	39250	0.45
Public	1864671	21.46
<b>TOTAL</b>	<b>8689700</b>	<b>100.00</b>

**N. OTHER DISCLOSURES**

- The Audit Committee of the Company has granted prior 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 for the financial year ended 31<sup>st</sup> March, 2018. The transactions entered into with the related parties were at arm's length basis and in ordinary course of business. For the financial year ended 31<sup>st</sup> March, 2018, the Company had not entered into any related party transactions which were material in nature pursuant to the provisions of 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 the same is [http://jaysynth.com/pdf/Policies/Policy\\_of\\_material\\_related\\_party\\_transaction.pdf](http://jaysynth.com/pdf/Policies/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.
- There have been no instances of non - compliance on any matter with the rules and regulations prescribed by BSE Limited, Stock Exchange where equity shares of the Company are listed, SEBI or any other statutory/regulatory authority relating to the capital market during the previous 3 (three) financial years.
- 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 and weblink of the same is <http://jaysynth.com/pdf/Policies/Revised%20Whistle%20Blower%20Policy.pdf>
- During the 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, 2018, Jaysynth (Europe) Limited 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 and weblink of the same is [http://jaysynth.com/pdf/Policies/POLICY\\_ON\\_MATERIAL\\_SUBSIDIARY%20\\_2.pdf](http://jaysynth.com/pdf/Policies/POLICY_ON_MATERIAL_SUBSIDIARY%20_2.pdf)
- 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 (excluding Regulation 21 of the SEBI Listing Obligation and Disclosure Requirements) Regulations, 2015 as Risk Management Committee is not applicable) and clauses (b) to (i) of sub-regulation (2) of Regulation 46 on the website of the Company i.e., [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 proper and required measures to mitigate such 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 financial year under review.

##### d) Separate posts of Chairman and Chief Executive Officer

Article No. 108 of the Articles of Association of the Company 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 conducts internal audit on a periodical basis and reports of the same are discussed at the Audit Committee Meeting and she also inter-acts directly with the Audit Committee whenever and wherever required.

#### P. MANAGING DIRECTOR / CHIEF FINANCIAL OFFICER CERTIFICATION

Managing Director and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions 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 the 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 and the weblink of the same is <http://jaysynth.com/pdf/Policies/Revised%20Code%20of%20Conduct.pdf>

The Company has received an affirmation of compliance from Directors and Senior Managerial Personnel of the Company for the financial year ended 31<sup>st</sup> March, 2018.

A declaration to this effect is signed by the Managing Director of the Company and is annexed to this Corporate Governance 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 for the financial year ended 31<sup>st</sup> March, 2018.

#### 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 securities and prohibits the purchase or sale of Company's securities 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. The Board of Directors and the Designated Employees have affirmed 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 of the same is [http://jaysynth.com/pdf/Policies/JDIL-Insider\\_Trading\\_Policy.pdf](http://jaysynth.com/pdf/Policies/JDIL-Insider_Trading_Policy.pdf)

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 29<sup>th</sup> May, 2018

Parag Sharadchandra Kothari  
Chairman and Managing Director  
DIN: 00184852

**DECLARATION REGARDING CODE OF CONDUCT**

I, Parag Sharadchandra Kothari, Chairman and Managing Director of Jaysynth Dyestuff (India) Limited hereby declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as applicable to them for the financial year ended 31<sup>st</sup> March, 2018.

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

**Place: Mumbai**  
**Date: 29<sup>th</sup> May, 2018**

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

**INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

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

1. I, Hiren C. Sanghavi, M/s. Hiren C. Sanghavi & Associates, Chartered Accountant, Statutory Auditor of Jaysynth Dyestuff (India) Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the financial year ended 31<sup>st</sup> March 2018, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

**MANAGEMENT'S RESPONSIBILITY**

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

**AUDITOR'S RESPONSIBILITY**

3. My responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. I have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. I have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that I comply with the ethical requirements of the Code of Ethics issued by the ICAI.

**OPINION**

6. Based on my examination of the relevant records and according to the information and explanations provided to me and the representations provided by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paras C and D of Schedule V of the Listing Regulations for the financial year ended 31<sup>st</sup> March 2018.
7. I 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 Hiren C. Sanghavi & Associates**  
**Chartered Accountant**

**Place : Mumbai**  
**Date : 29<sup>th</sup> May, 2018**

**Hiren C. Sanghavi**  
**Proprietor**  
**Firm Registration No. - 112057W**  
**Membership No.-045472**

**MANAGING DIRECTOR / CHIEF FINANCIAL OFFICER CERTIFICATION**

**To,  
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 financial year ended 31<sup>st</sup> March, 2018 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 financial year ended 31<sup>st</sup> March, 2018 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 financial year ended 31<sup>st</sup> March, 2018.
  - (ii) significant changes, if any, in accounting policies made during the financial year ended 31<sup>st</sup> March, 2018 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**

**Place: Mumbai**

**Date: 29<sup>th</sup> May, 2018**

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

## ANNEXURE - IV

### Form No. MR-3

### SECRETARIAL AUDIT REPORT

### FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**JAYSYNTH DYESTUFF (INDIA) LIMITED**

I 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- 400018**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2018** 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> March, 2018** 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'):-

- (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009-**NOT APPLICABLE**
- (iv) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014-**NOT APPLICABLE**
- (v) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998-**NOT APPLICABLE**
- (vi) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **NOT APPLICABLE**
- (vii) 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;
- (viii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-**NOT APPLICABLE**

I 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**.

I 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.

I 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 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.

I 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.

I further report that during the audit period:

1. The members of the Company vide Special Resolution passed at its 32<sup>nd</sup> Annual General Meeting held on 29<sup>th</sup> August, 2017 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 at the new registered office of the Registrar and Transfer Agents of the Company i.e. Link Intime India Private Limited situated at C- 101, 247 Park, L.B.S Marg, Vikhroli (west), Mumbai- 400 083.

**For Kaushal Dalal & Associates  
Company Secretaries**

**Date: 23<sup>rd</sup> April, 2018  
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**

**Date: 23<sup>rd</sup> April, 2018**  
**Place: Mumbai**

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

To,  
The Members,  
**JAYSYNTH DYESTUFF (INDIA) LIMITED**

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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. I believe that the processes and practices, I followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, I 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. My 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**

**Date: 23<sup>rd</sup> April, 2018**  
**Place: Mumbai**

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

**ANNEXURE- V****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/Policies/CSR\\_Policy.pdf](http://jaysynth.com/pdf/Policies/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. ₹ 7,21,85,058.11/-
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above). ₹ 14,43,701.16/-
5. Details of CSR spent during the financial year 2017-18.
  - a) Total amount spent for the financial year: ₹ 15,00,000/-
  - b) Amount unspent, if any: NIL
  - c) Manner in which the amount spent during the financial year is detailed below:

(Amt in ₹)

1	2	3	4	5	6	7	8
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or Programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency *
1	Gift a Smile project under Ved Vignan Mahavidyapeeth	Promoting Education	All over India	-	12,00,000	12,00,000	Direct
2	Helping Hand Charitable Trust	Promoting Health Care	Valsad, Gujarat	-	3,00,000	3,00,000	Direct
<b>Total</b>					<b>15,00,000</b>	<b>15,00,000</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 Boards' report. – **There is no unspent CSR amount for the financial year ended 31<sup>st</sup> March, 2018.**
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.**

Place: Mumbai  
Date: 29<sup>th</sup> May, 2018

Parag Sharadchandra Kothari  
Chairman and Managing Director  
DIN: 00184852

Prakash Mahadeo Kale  
Chairman of the CSR Committee  
DIN: 00151379

**BRIEF OUTLINE OF THE POLICY**

The Company in compliance with the provisions of Section 135 of the Companies Act, 2013 formulated the 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 – VI**

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 of remuneration of MD	Exclusive of 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, 2018.	Parag Sharadchandra Kothari	Chairman and Managing Director	15.58	15.35
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, 2018.	Name of the Director/KMP		Category	% increase/decrease in remuneration
		Parag Sharadchandra Kothari		Chairman and Managing Director	(4.79)
		Mangesh Narayan Patil		Chief Financial Officer	6.41
		Pooja Pradip Niphadkar		Company Secretary and Compliance Officer	12.97
3	The percentage increase in the median remuneration of employees for the financial year ended 31 <sup>st</sup> March, 2018.	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
		3,84,404	3.55	3,78,569	2.34
4	The number of permanent employees on the rolls of the Company.	There were 123 employees in Jaysynth Dyestuff (India) Limited for the financial year ended 31 <sup>st</sup> March, 2018.			
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.	<p>For the employees other than the Key Managerial Personnel who were in employment for the entire financial year 2016-17 and 2017 -18, the average decrease is 5.41%.</p> <p>There is an average increase of 5.61% for Key Managerial Personnel.</p> <p>There are no exceptional circumstances for increase in the managerial remuneration.</p>			
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 in (₹)	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	Puneet Kumar Shyamnarayan Srivastava	VP Marketing	27,93,805	Permanent	B.Sc (Chemistry) and MBA (Marketing)	48	22	1 <sup>st</sup> August, 2005	NIL	JD Orgochem Limited
2	Parag Sharadchandra Kothari	Chairman and Managing Director	24,66,866	Contractual	B.E (Electronics) and Bachelor in Economics	51	26	1 <sup>st</sup> June, 2016	37.55	Industrialist
3	Anand Sharadchandra Raulwar	General Manager International Marketing	19,56,665	Permanent	B.Sc (Chemistry) and MBA (Marketing)	43	17	1 <sup>st</sup> January, 2008	NIL	JD Orgochem Limited
4	Tanaji Gopal Desai	General Manager Production and Development	18,46,352	Permanent	B.Sc (Chemistry) and pursuing M.Sc	50	31	1 <sup>st</sup> February, 2007	NIL	JD Orgochem Limited
5	Brij Bhooshan Yadav	General Manager Internal Marketing	17,05,633	Permanent	B.E (Electronics and Telecommunications)	40	14	10 <sup>th</sup> March, 2007	NIL	Magnum Solutions Private Limited
6	Mangesh Narayan Patil	Chief Financial Officer	14,65,159	Permanent	B.Com and ACA	53	26	1 <sup>st</sup> August, 2008	NIL	JD Orgochem Limited
7	Manisha Kedar Hombalkar	Chief Information Officer	14,32,001	Permanent	B. Com and Diploma in Computer Studies	49	23	18 <sup>th</sup> November, 2013	NIL	Smartlink Network Systems Limited
8	Ashokkumar Vishwanathprasad Pandey	Chief Manager Reactive Dyes	11,49,319	Permanent	B.Sc (Chemistry) and M.Sc (Organic Chemistry)	63	37	17 <sup>th</sup> December, 2013	NIL	Ashok Alco Chem Limited
9	Sreenivasan Kunjunni Panicker	Assistant General Manager Export and Logistics	11,07,916	Permanent	Bachelor in Arts and Diploma in Import and Export	58	35	1 <sup>st</sup> January, 2008	NIL	Mercury Laboratories Limited
10	Girish Chandrakant Marketkar	Senior Manager Research and Development	10,59,737	Permanent	B.Sc (Chemistry)	54	31	15 <sup>th</sup> February, 2010	NIL	Imagico India Private Limited

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

**3. Statement pursuant to Section 197 (12) of the Companies Act, 2013 read with the 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 financial year was in receipt of remuneration for that part of year, at a rate which in 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.***
- 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 hold himself or alongwith his spouse and dependent children, not less than two percent of the shares of the Company – ***Except Puneet Kumar Shyamnarayan Srivastava, VP – Marketing drawing a salary ₹ 27,93,805 /- no other employee draws salary higher than Parag Sharadchandra Kothari, Chairman and Managing Director of the Company for the financial year ended 2018. Further Puneet Kumar Shyamnarayan Srivastava alongwith his spouse and dependent children do not hold any shares in the Company.***

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

**Place: Mumbai  
Date: 29<sup>th</sup> May, 2018**

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

**ANNEXURE – VII****MANAGEMENT DISCUSSION AND ANALYSIS REPORT****ECONOMY**

The global recovery that started in late 2016 gathered pace during 2017. The global economy is estimated to have grown at 3.7% in 2017 as per International Monetary Fund ('IMF'). Domestically, the financial year under review has been marked by some major reforms. The transformational Goods and Services Tax (GST) was launched in 1<sup>st</sup> July, 2017. As expected for a policy change of such large scale, scope, and complexity, the transition did encounter challenges of policy, law, and adequate information technology systems, which, in particular, affected the informal sector. Expeditious responses followed to rationalize and reduce rates, and simplify compliance burdens. However, the lingering impact of demonetization and the transient adverse effects of the rollout of Goods and Services Tax (GST) dragged economic growth in first half of the financial year. As per the second advanced estimate of the Central Statistical Organization (CSO), the Indian economy is projected to have grown at 6.6% in financial year 2017-18. The long-term growth prospects of the Indian economy are positive due to its young population, healthy savings and investment rates, pragmatic Government policies and integration into the global economy. India continues to be one of the top economies of the world with future outlook of growth rate of more than 7.5%.

**INDUSTRY REVIEW**

The Indian industrial production was lower, at around 2%, which was not good news for the manufacturing sector. Several industries within the manufacturing sector witnessed negative growth. The chemical industry also was no exception and growth was adversely impacted during the financial year. The outlook for the financial year 2018 - 19, continues to be challenging as availability of inputs and rise in the crude oil prices can pose challenges for the industry. Dyes and Pigment group constitute one of the major components of chemical industry having vital role in the growing Indian economy. The Company operates into single segment with products comprising from Dyes, Pigments and Inks group, which are coloring materials having its customer base in several industries such as Textile, Paints, Coatings, Plastic, Paper etc. Ink products generally derive their color value from dyes or pigments contained in them.

**DYES, PIGMENTS AND INKS**

Dyes predominately find application in textiles with almost 80% of its production being used by textile sector. The other end applications involves paper, adhesives, art supplies, food and beverages, ceramics, construction, cosmetics, glass, paints, plastics and soap. The textile industry is witnessing growth due to several factors such as growing population, increasing disposable income, and changing consumer trends. Textile industry is expected to provide a positive growth trajectory and product demand in future. The Textile Dyes market is projected to grow from USD 7.34 billion in 2017 to USD 9.82 billion by 2022, with CAGR of 6.00%. The growing demand for textile dyes for various fiber types, such as cotton, polyester, and viscose, is expected to fuel the growth of the textile dyes market. On the other hand, stringent environmental regulations are expected to restrain the growth of the textile dyes market. The consumption growth is projected to increase in regions such as Asia Pacific and Central & South America.

Pigment products are used in paints & coatings, automotive finishes, printing inks, polyester textiles and plastics like PVC, rubber and synthetic polymers and nylons, paper. The main user industries, namely, Paint and Coatings and Textile, will continue to grow because of increase in discretionary spending. The global Pigments market is expected to grow at CAGR of 4.1%. As the future of the Pigments industry depends on the end-user industry, the constantly growing paint and coatings and plastics industry have been the main drivers of its growth. The major product groups of Organic Pigments are Azo Pigments, Phthalocyanine Pigments and Quinacridone Pigments. The Company mainly deals into Phthalocyanine pigment products and during financial year 2017-18 the volume growth of 11.69% was achieved. The Pigments industry is facing challenges on changing environmental regulations, increase cost of raw materials. Tightened environmental regulation, particularly in Asia Pacific Region, which accounts for 40% of the total business, led to consolidations throughout the supply chain. Also, the regulations have had an adverse effect on the availability of raw material for the industry.

Growing digital printing sector will fuel the demand for Ink products. However, due to adverse effects of the rollout of GST which impacted the textile sector most, the Ink products volume was impacted. Countries such as India and China being major producers of dyes are likely to provide positive scope for printing inks application across the Asia Pacific. Textiles are expected to witness a significant growth owing to rapid growth in the emerging economies.

**BUSINESS OVERVIEW**

During financial year 2017 -18, the Company could not achieve growth in sales revenue and there was marginal decline of 1.31% from ₹ 1,16,75,43,441/- in financial year 2016 -17 to ₹ 1,15,22,54,290/- in financial year 2017-18. Earnings before Interest, Tax, Depreciation and Amortisation (excluding other income) for the financial year was significantly lower at ₹4,26,94,479/- as compared to ₹6,11,95,988/- during the previous financial year, down by 30.23%. There was downturn in financial performance on account of decrease in sales volume of Dyes and Ink products and constant sales revenue overall. Another main reason for severe impact on profits was reduction in gross margin due to increase in raw material input costs which could not be passed on to the customers.

**NET SALES BY GEOGRAPHY**

Export sales revenue with an increase of 7.23% aggregated to ₹ 75, 84, 59, 002 /- during financial year 2017 - 18 as compared to ₹ 70,73,03,981/- for financial year 2016 - 17. As against this domestic sales revenues decreased by 21.33 % to ₹ 40,59,77,165 during financial Year 2017 - 18 as compared to ₹ 51,60,80,705 for financial year 2016 - 17.

## OUTLOOK AND STRATEGY

The long-term growth prospects of the Indian economy being positive, the textile industry is also expected to grow in view of growing population, increasing disposable income, and changing consumer trends. The growing demand for textile dyes for various fiber types, such as cotton, polyester, and viscose, is expected to fuel the growth of the textile dyes market. Constantly, growing paint and coatings and plastics industry will be main drivers for growth pigment products market. It is expected that growing digital printing sector will boost the demand for Ink products. Market for Inks used for digital printing will also have exponential growth with significant growth expected in Textile sector. Constantly changing fashion trend is also expected to drive textiles industry, thereby propelling the market growth. Other than phthalocyanine pigments, the Company is intending to add more product range of pigments to customers in existing and new markets. In case of Ink products for digital printing, the Company will make efforts to enter into arrangement with printer manufacturers.

## RISKS, CONCERNS AND THREATS

Stringent environmental regulations may hamper the growth of the dyes & pigment market. Most of the advanced countries are imposing new and more stringent ecological norms which can restricts the exporter's capability to grow, as complying with ecological norms is too expensive. Also the regulations are having an adverse effect on the availability of raw material and intermediate input products for the industry. Exchange-rate fluctuations, increase in prices of crude oil and down-stream petrochemicals, trade war between US and China, etc are all concern areas which your Company may face from time to time. High cost of spares for digital printers and limitation in printing results are restricting the expected growth of Digital Textile Printing.

## INTERNAL CONTROL SYSTEM

The Company has a proper and adequate system of Internal Control commensurate with the size and nature of its operations to ensure that all assets are safeguarded against unauthorized use or disposal, ensuring true and fair reporting and compliance with all applicable regulatory laws and company policies. Internal Audit Reports are reviewed by the Audit Committee of the Board.

## HUMAN RESOURCES

Industrial Relations remain cordial during the financial year 2017 - 18. The Company acknowledges the importance of the workforce believes that growth of the Company largely depends on the contribution made by the employees. It always lays an emphasis on creating an environment which is favorable 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 123 employees as on 31<sup>st</sup> March, 2018 as against 126 employees as on 31<sup>st</sup> March, 2017.

## OVERVIEW OF FINANCIAL PERFORMANCE

	(Amt in ₹)	
PARTICULAR	FY 2017-18	FY 2016-17
Net Sales	1,15,22,54,290	1,16,75,43,441
Earnings before Interest, Tax, Depreciation and Amortisation	4,26,94,479	6,11,95,988
Profit before Tax	2,69,83,995	5,47,31,253
Profit after Tax	1,83,73,441	3,78,86,787
<b>KEY RATIOS</b>		
Net Sales Growth	(1.31%)	(0.46%)
Earnings before Interest, Tax, Depreciation and Amortisation Margin	3.63%	5.11%

## 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: 29<sup>th</sup> May, 2018**

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



## Independent Auditor's Report

TO THE MEMBERS OF

JAYSYNTH DYESTUFF (INDIA) LIMITED

### 1. Report on the Standalone Financial Statements

**1.1** 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, 2018, the Statement of Profit and Loss (including other comprehensive income), the statement of changes in Equity and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

**2.1** 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 of these standalone financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

**2.2** This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments 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 Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### 3. Auditor's Responsibility

**3.1** Our responsibility is to express an opinion on these standalone financial statements based on our 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 audit report under the provisions of the Act and the Rules made there under and the order issued under Section 143 (11) of the Act.

**3.2** We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone financial statements are free from material misstatement.

**3.3** An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 Standalone 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 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 Standalone financial statements.

**3.4** 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.

### 4. Opinion

**4.1** In our opinion and to the best of our information and according to the explanations given to us the aforesaid standalone 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 state of affairs (financial position) of the Company as at 31<sup>st</sup> March, 2018, its profit (financial performance including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

### 5. Other Matters

**5.1** The comparative financial information of the Company for the year ended 31<sup>st</sup> March 2017 and the transition date opening balance sheet as at 1<sup>st</sup> April 2016 included in these standalone Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditor whose report for the year ended 31<sup>st</sup> March 2017 and 31<sup>st</sup> March 2016 dated 30<sup>th</sup> May, 2017 and 30<sup>th</sup> May, 2016 respectively expressed an unmodified opinion on those standalone financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, have been audited by us. Our opinion is not modified in respect of these matters.



**6. Report on other Legal and Regulatory Requirements**

**6.1** As required by the Companies (Auditor's Report) Order, 2016("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in "Annexure A" - a statement on the matters specified in paragraphs 3 and 4 of the Order.

**6.2** 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 including other comprehensive income, Statement of Changes in Equity 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 Indian Accounting Standards prescribed under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 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 B".
- 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone financial statements – Refer Note 32 to the 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 which were required to be transferred to the Investor Education and Protection Fund by the company during the year ended March 31, 2018.

**For Hiren C. Sanghavi & Associates**  
Chartered Accountants

Place : Mumbai  
Date : 29<sup>th</sup> May, 2018

Hiren C. Sanghavi  
Proprietor  
Firm Registration No. - 112057W  
Membership No.-045472

**ANNEXURE-A TO INDEPENDENT AUDITOR'S REPORT**

Of Even Date on the Standalone Financial Statements of Jaysynth Dyestuff (India) Limited.

- 1) In respect of its Fixed Assets:
  - 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 3 to the financial statements, are held in the name of the Company.
- 2) 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.
- 3) 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.
- 4) 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.
- 5) 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.
- 6) 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.
- 7) (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 March 31, 2018 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 (Rs 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

- 8) 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.
- 9) 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.

- 10) 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.
- 11) 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.
- 12) 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..
- 13) On the basis of our examination and according to the information and explanations given to us, we report that all the transaction with the related parties are in compliance with Section 177 and 188 of the Act, and the details have been disclosed in the Financial statements in Refer Note 30 as required by the applicable accounting standards.
- 14) 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.
- 15) 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 noncash transactions with directors or persons connected with the directors. Accordingly, provisions of clause (xv) of Para 3 of the Order are not applicable to the company.
- 16) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, provisions clause (xvi) of Para 3 of the Order are not applicable to the Company.

**For Hiren C. Sanghavi & Associates**  
Chartered Accountants

Place : Mumbai  
Date : 29<sup>th</sup> May, 2018

Hiren C. Sanghavi  
Proprietor  
Firm Registration No. - 112057W  
Membership No.-045472

## ANNEXURE-B TO INDEPENDENT AUDITOR'S REPORT

Report of Even Date on The Standalone Financial Statements Of Jaysynth Dyestuff (India) Limited.

### 1. Report on the Internal Financial Controls over Financial Reporting 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 March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### 2. 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 Act.

### 3. Auditors' 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") issued by Institute of Chartered accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, 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.

### 4. 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 unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### 5. 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.

### 6. 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 March 31, 2018, 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 issued by the Institute of Chartered Accountants of India.

**For Hiren C. Sanghavi & Associates**  
Chartered Accountants

Hiren C. Sanghavi  
Proprietor

Firm Registration No. - 112057W  
Membership No.-045472

Place : Mumbai  
Date : 29<sup>th</sup> May, 2018

## Balance Sheet as at 31<sup>st</sup> March, 2018

(in ₹)

Particular	Note	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>A ASSETS</b>				
<b>1) Non-current asset</b>				
a) Property, plant & equipment	2	11,62,75,676	12,24,73,530	12,29,25,745
b) Capital work-in-progress	2	-	56,20,267	5,44,202
c) Investment properties	3	1,10,22,169	1,16,77,254	1,23,32,339
d) Intangible asset	4	16,68,772	20,15,088	23,53,666
e) Financial assets				
i) Investment	5	11,86,93,798	11,86,93,798	11,86,93,798
ii) Loan	6	-	-	-
iii) Other financial asset	7	63,68,969	1,51,43,275	1,80,94,041
f) Other Non-current assets	8	1,40,500	1,49,500	1,29,500
<b>Total non-current assets</b>		<b>25,41,69,884</b>	<b>27,57,72,712</b>	<b>27,50,73,291</b>
<b>2) Current assets</b>				
a) Inventories	9	19,86,54,347	23,86,95,044	24,83,80,532
b) Financial assets				
i) Investment	5	74,42,500	1,54,51,683	2,25,64,318
ii) Trade receivables	10	35,13,84,959	24,72,12,036	26,20,13,348
iii) Cash and cash equivalents	11	2,72,78,324	2,60,76,037	96,04,006
iv) Bank balances other than cash and cash equivalents above	12	1,88,26,536	2,31,92,023	3,96,91,697
v) Loans	6	38,23,656	11,03,156	11,81,947
vi) Other financial assets	7	53,11,412	91,39,038	1,14,86,428
c) Other current assets	8	15,26,98,220	11,85,93,917	12,45,08,015
<b>Total current assets</b>		<b>76,54,19,954</b>	<b>67,94,62,934</b>	<b>71,94,30,291</b>
<b>Total assets</b>		<b>1,01,95,89,838</b>	<b>95,52,35,646</b>	<b>99,45,03,582</b>
<b>B EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
a) Equity share capital	13	86,89,700	86,89,700	86,89,700
b) Other Equity	14	69,15,88,413	67,63,52,587	64,16,03,416
<b>Total equity</b>		<b>70,02,78,113</b>	<b>68,50,42,287</b>	<b>65,02,93,116</b>
<b>Liabilities</b>				
<b>1) Non-current Liabilities</b>				
a) Financial liabilities				
i) Borrowings				
ii) Other financial liabilities				
b) Provisions	15	90,92,009	80,16,345	66,31,921
c) Deferred tax liabilities (net)	16	1,88,45,000	1,97,42,000	2,07,00,000
<b>Total non-current liabilities</b>		<b>2,79,37,009</b>	<b>2,77,58,345</b>	<b>2,73,31,921</b>
<b>2) Current liabilities</b>				
a) Financial liabilities				
i) Borrowings				
ii) Trade payable	17	21,60,35,866	16,05,52,133	21,35,22,891
iii) Other financial liabilities	18	2,26,46,633	1,83,92,407	2,28,90,472
b) Other current liabilities	19	5,20,33,483	6,14,37,174	7,65,01,819
c) Provisions	15	6,58,734	20,53,300	39,63,363
<b>Total current liabilities</b>		<b>29,13,74,716</b>	<b>24,24,35,014</b>	<b>31,68,78,545</b>
<b>Total liabilities</b>		<b>31,93,11,725</b>	<b>27,01,93,359</b>	<b>34,42,10,466</b>
<b>Total equity and liabilities</b>		<b>1,01,95,89,838</b>	<b>95,52,35,646</b>	<b>99,45,03,582</b>

The accompanying Notes form an integral part of the Financial Statements

As per our Report of even date  
For Hiren C. Sanghavi & Associates  
Chartered Accountants

(Hiren C. Sanghavi)  
Proprietor  
Membership No. 045472  
Firm Registration No.112057W

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: 29<sup>th</sup> May, 2018

Pooja Pradip Niphadkar  
Company Secretary and Compliance Officer

Mangesh Narayan Patil  
Chief Financial Officer

**Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2018**

(in ₹)

Particulars	Note	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
<b>Income</b>			
Revenue from operations	20	1,17,65,40,395	1,19,70,08,448
Other income	21	63,23,361	1,45,25,546
<b>Total income</b>		<b>1,18,28,63,756</b>	<b>1,21,15,33,994</b>
<b>Expenses</b>			
Cost of materials consumed	22	78,84,19,681	54,33,17,211
Purchase of stock-in-trade		7,25,82,973	31,55,68,197
Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	3,77,97,269	1,94,41,041
Employee benefit expenses	24	7,32,60,411	7,01,86,822
Finance costs	25	20,90,926	21,65,957
Depreciation and amortisation expenses	2, 3 & 4	1,99,42,919	1,88,24,323
Other expenses	26	16,38,43,300	18,45,47,475
<b>Total expenses</b>		<b>1,15,79,37,479</b>	<b>1,15,40,51,026</b>
<b>Profit before exceptional items and tax</b>		<b>2,49,26,277</b>	<b>5,74,82,968</b>
Exceptional items		-	-
<b>Profit before tax</b>		<b>2,49,26,277</b>	<b>5,74,82,968</b>
<b>Tax expense</b>			
Current tax		84,49,010	1,79,52,000
Deferred tax		(5,42,000)	(5,00,000)
Tax Expenses related to prior year		22,554	3,02,466
<b>Total tax expense</b>		<b>79,29,564</b>	<b>1,77,54,466</b>
<b>Profit for the year</b>		<b>1,69,96,713</b>	<b>3,97,28,502</b>
<b>Other Comprehensive Income</b>			
Items that will be reclassified to profit and loss			
i) Foreign currency translation gains or losses		31,33,382	(13,67,290)
ii) Income tax related to above items		(10,35,990)	4,52,000
Items that will not be reclassified to profit and loss			
i) Remeasurement gain   (loss) on defined benefit plans		(10,75,664)	(13,84,424)
ii) Deferred tax related to above items		3,55,000	4,58,000
<b>Other Comprehensive Income, net of tax</b>		<b>13,76,728</b>	<b>(18,41,714)</b>
<b>Total Comprehensive Income for the year</b>		<b>1,83,73,441</b>	<b>3,78,86,788</b>
Basic and diluted earnings ₹ per Equity share of ₹ 1 each		2.11	4.36
<b>The accompanying Notes form an integral part of the Financial Statements</b>			

As per our Report of even date  
For **Hiren C. Sanghavi & Associates**  
Chartered Accountants

(Hiren C. Sanghavi)  
Proprietor  
Membership No. 045472  
Firm Registration No.112057W

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: 29<sup>th</sup> May, 2018

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

**Mangesh Narayan Patil**  
Chief Financial Officer

**Statement of Changes in Equity for the Year Ended 31<sup>st</sup> March, 2018**

(in ₹)

A Equity Share Capital					
Particular				Note	Amount
As at 1 <sup>st</sup> April, 2016					86,89,700
Changes in Equity share capital during the year					-
As at 31 <sup>st</sup> March, 2017					86,89,700
Changes in Equity share capital during the year					-
As at 31 <sup>st</sup> March, 2018					86,89,700
B Other Equity					
Particulars	Reserves & Surplus			Other Reserve	Total Other Equity
	Capital Redumption Reserve	General Reserve	Retained Earning	Other Comprehensive income	
As at 1 <sup>st</sup> April, 2016	70,00,000	27,50,00,000	35,96,03,416		64,16,03,416
Profit for the year		-	3,97,28,502		3,97,28,502
Transfer to reserve		1,00,00,000	(1,00,00,000)		-
Other Comprehensive Income				(18,41,714)	(18,41,714)
Dividend paid (including dividend distribution tax)			(31,37,616)		(31,37,616)
As at 31 <sup>st</sup> March, 2017	70,00,000	28,50,00,000	38,61,94,302	(18,41,714)	67,63,52,587
Profit for the year			1,69,96,713		1,69,96,713
Transfer to reserve		50,00,000	(50,00,000)		-
Other Comprehensive Income				13,76,728	13,76,728
Dividend paid (including dividend distribution tax)			(31,37,616)		(31,37,616)
As at 31 <sup>st</sup> March, 2018	70,00,000	29,00,00,000	39,50,53,399	(4,64,986)	69,15,88,413

**The accompanying Notes form an integral part of the Financial Statements**

**As per our Report of even date**  
**For Hiren C. Sanghavi & Associates**  
Chartered Accountants

**(Hiren C. Sanghavi)**  
Proprietor  
Membership No. 045472  
Firm Registration No.112057W

**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: 29<sup>th</sup> May, 2018

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

**Mangesh Narayan Patil**  
Chief Financial Officer

**Cash Flow Statement for the Year Ended 31<sup>st</sup> March, 2018**

(in ₹)

	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
<b>A Cash flow from operating activities:</b>		
Net profit before tax and extraordinary items	<b>2,49,26,277</b>	<b>5,74,82,968</b>
<b>Adjustments for :</b>		
Other Comprehensive Income	20,57,718	(27,51,714)
Depreciation	1,99,42,919	1,88,24,323
(Profit) / Loss on sale of fixed assets	92,553	(66,305)
(Profit) / Loss on sale of investments	(45,53,598)	(34,26,561)
Dividend Received	-	(6,68,280)
Provision for Diminution of Value of Investment	-	1,52,135
<b>Operating profit before working capital changes</b>	<b>4,24,65,869</b>	<b>6,95,46,566</b>
Inventories	4,00,40,697	96,85,488
Trade and other receivables	(12,83,86,792)	2,60,70,280
Trade and other payables	5,15,62,067	(7,13,01,179)
<b>Cash generated from operations</b>	<b>56,81,841</b>	<b>3,40,01,155</b>
Direct taxes	(1,15,84,961)	(2,00,89,025)
<b>Net cash from operating activities</b>	<b>(59,03,120)</b>	<b>1,39,12,130</b>
<b>B Cash flow from investing activities :</b>		
Purchase of fixed assets	(72,60,950)	(2,38,66,206)
Sale of fixed assets	45,000	14,78,002
Purchase of investments	(1,00,00,000)	(2,86,69,943)
Sale of investments	2,25,62,781	3,90,57,004
Dividend Received	-	6,68,280
<b>Net cash used in investing activity</b>	<b>53,46,831</b>	<b>(1,13,32,863)</b>
<b>C Cash flow from financing activities :</b>		
Payment of Dividend	(26,06,910)	(26,06,910)
<b>Net cash used in financing activities</b>	<b>(26,06,910)</b>	<b>(26,06,910)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(31,63,199)</b>	<b>(27,644)</b>
<b>Opening Cash and cash equivalents</b>	<b>4,92,68,059</b>	<b>4,92,95,703</b>
<b>Closing Cash and cash equivalents</b>	<b>4,61,04,860</b>	<b>4,92,68,059</b>

As per our Report of even date  
For Hiren C. Sanghavi & Associates  
Chartered Accountants

(Hiren C. Sanghavi)  
Proprietor  
Membership No. 045472  
Firm Registration No.112057W

Place: Mumbai  
Date: 29<sup>th</sup> May, 2018

Pooja Pradip Niphadkar  
Company Secretary and Compliance Officer

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 Financial Officer



## **Notes to the Financial Statements for the year ended 31st March, 2018**

### **NOTE : 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

#### **I. GENERAL INFORMATION**

The Company was established in 1985 and is engaged in manufacturing of dyes, pigment and ink. The manufacturing facilities are located at Taloja and Patalganga, Maharashtra. The Company is listed on Bombay Stock Exchange.

#### **II. BASIS OF PREPARATION**

##### **A. Compliance with Ind AS**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The accounting policies are applied consistently to all the periods presented in the financial statements, unless otherwise stated.

The Company has adopted all the applicable Indian Accounting Standards ('Ind AS') in accordance with Ind AS 101 – First Time Adoption of Indian Accounting Standards. The Company has transitioned from its previous IGAAP as defined in Ind AS 101 with the necessary disclosures relating to reconciliation of Shareholders equity under previous IGAAP and Ind AS and of the net profit as previous IGAAP and Total Comprehensive Income under Ind AS.

##### **B. Historical Cost convention**

The financial statements have been prepared on a historical cost basis considering the applicable provisions of Companies Act, 2013 except the following material items that have been measured at fair value as required by relevant Ind As.

- certain financial assets and liabilities that are measured at fair value
- defined benefit plans - plan assets measured at fair value
- Any other item as specifically stated in accounting policy.

##### **C. Current AND Non-current Classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

#### **III. USE OF ESTIMATES AND JUDGMENTS**

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognized in the period in which the results are known/ materialized. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

#### **IV. PROPERTY, PLANT AND EQUIPMENTS**

For transition to Ind AS, the Company has elected to continue with the carrying value of Property, Plant and Equipment ('PPE') recognized as of 1<sup>st</sup> April, 2016 (transition date) measured as per the Previous IGAAP and use that carrying value as its deemed cost of the PPE as on the transition date.

All items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Spares parts procured along with the Plant and Equipment or subsequently individually which meets the recognition criteria of PPE are capitalized and added to the carrying amount of such items. The carrying amounts of those spare parts that are replaced are derecognized when no future economic benefits are expected from their use or upon disposal.

## A. Depreciation methods, estimated useful lives and residual value

Useful life considered for calculation of depreciation for various assets class are as follows -

ASSET CLASS	ESTIMATED USEFUL LIFE
Plant & Machinery	15 years
Electrical Installation	15 Years
Equipment	15 Years
Computer	6 Years
Equipment – Print Head	3 Years
Furniture & Fixture	10 Years
Vehicle	8 Years

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

**V. INVESTMENT PROPERTIES**

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its investment property recognized as at 1st April, 2016 measured as per IGAAP as the deemed cost of investment property.

Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

**VI. INTANGIBLE ASSETS**

For transition to Ind AS, the Company has elected to continue with the carrying value of intangible assets recognized as of 1<sup>st</sup> April, 2016 (transition date) measured as per the previous IGAAP and use that carrying value as its deemed cost as on the transition date.

Intangible assets acquired separately are measured on initial recognition at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Software (not being an integral part of the related hardware) acquired for internal use are treated as intangible assets.

An item of Intangible asset is derecognized on disposal or when no future economical benefits are expected from its use or disposal. Any profit or loss arising from derecognition of an intangible asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss.

**VII. CASH AND CASH EQUIVALENTS**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**VIII. INVENTORIES**

Inventories are valued after providing for obsolescence as follows:

- (1) Stock of Raw materials, packing materials and stores & fuel are valued at lower of cost or net realizable value. Cost Formulae used is first in first out.
- (2) Semi-Finished Goods are valued at lower of cost or net realizable value. Cost for the purpose includes material cost and related overheads. Cost Formulae used is weighted average method.
- (3) Stock of manufactured and traded finished goods are valued at lower of cost or net realizable 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.
- (4) Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the company.

## **IX. INVESTMENTS AND OTHER FINANCIAL ASSETS**

### **A. Classification -**

The Company classifies its financial assets in the following measurement categories:

- (1) those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

### **B. Measurement**

At initial recognition, the Company measures a financial asset at its fair value . Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

### **C. Income Recognition of Dividends**

Dividends are recognized in the Statement of Profit and Loss only when the right to receive payment is established.

### **D. Derivative financial instruments and hedge accounting**

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognized in the Statement of Profit and Loss in the period when they arise.

## **X. REVENUE RECOGNITION**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Sales are recognised when substantial risk and rewards of ownership are transferred to customer, in case of domestic customer, generally sales take place when goods are dispatched or delivery is handed over to transporter, in case of export customers, generally sales take place when goods are shipped onboard based on bill of lading

**Sales Return**-The Company recognises provision for sales return, based on the historical results, measured on net basis of the margin of the sale.

### **A. 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 duty and other recoveries, such as insurance, transport and packing charges excluding VAT/CST/GST.

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.

## **XI. EMPLOYEE BENEFITS**

### **A. Short term obligation**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

### **B. Post-employment obligations**

The Company provides the following post-employment benefits:

#### **(a) Defined Benefits Plans**

The cost of providing defined benefit plans such as gratuity is determined on the basis of present value of defined benefits obligation which is computed using the projected unit credit method with independent actuarial valuation made at the end of each annual reporting period, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measuring each unit separately to build up the final obligation.

The net interest cost is calculated by applying the discount rate to the net balance of define benefit obligation and the fair value of plan asset. This cost is included in employee benefit expenses in the statement of Profit and Loss except those included in the cost of asset as permitted.

Re-measurements comprising of actuarial gain and losses arising from experience adjustments and change in actuarial assumptions, the effect of change in assets ceiling (if applicable) and the return on the plan asset (excluding net interest define above) are recognized in Other Comprehensive Income (OCI) except those included in cost of asset as permitted in the period in which they occur. Re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlement) is recognized in the Statement of Profit and Loss except those included in cost of asset as permitted in the period in which they occur.

(b) Defined Contribution Plans

Payments to defined contribution retirement benefit plans, viz. Provident Fund and National Pension Fund for eligible employees are recognized as an expense when employees have rendered the service entitling them to the contribution.

## **XII. FOREIGN CURRENCY TRANSLATION**

A. Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

B. Transactions and Balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in Other Comprehensive Income.

## **XIII. PROVISIONS AND CONTINGENT LIABILITIES**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

## **XIV. INCOME TAX**

Income Tax expenses represent the sum of tax currently payable and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current Tax includes provision for Income Tax computed under Special provision (i.e. Minimum alternate tax) or normal provision of Income Tax Act. Tax on Income for the Current year is determined on the basis of the estimated taxable income and tax credit computed in accordance with the provisions of the relevant tax laws and based on expected outcome of assessment/appeals.

Deferred tax is recognized on the temporary differences between the carrying amounts of the assets and liabilities in the balance sheet and corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences, unabsorbed losses and unabsorbed depreciation to the extent that it is probable that future taxable profit will be available against which those deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from initial reorganization of assets and liabilities in the transaction that effect neither taxable profit nor accounting profit.

Deferred tax asset and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rate (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

Minimum Alternate Tax credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

**XV. FAIR VALUE MEASUREMENT**

The company measures financial instruments such as derivatives and equity instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumptions that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

**XVI. EARNING 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.

**XVII. STATEMENT OF CASH FLOW AND CASH AND CASH EQUIVALENTS**

Statement of cash flow is prepared in accordance with the indirect method prescribed in the relevant Ind AS. For the purpose of presentation in the Statement of the Cash Flow, Cash and Cash Equivalents includes cash on hand, cheques and drafts on hand, deposit held with banks, other short term, highly liquid investments with the original maturities of three month or less.

**XVIII. PROPOSED DIVIDEND**

The Dividend recommended by the Board of Directors is 15% on equity share which is pending for approval at the 33<sup>rd</sup> Annual General Meeting.

Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018

(in ₹)

## Note : 2 Property, plant and equipment

Particulars	Plant & Machinery	Electrical Installation	Furnitures & Fixtures	Vehicles	Equipments	Computers	Total	Capital Work-in-progress
<b>Gross carrying amount</b>								
<b>Deemed cost as at 1<sup>st</sup> April, 2016</b>	5,49,76,445	11,71,193	37,78,152	1,29,64,800	3,76,71,095	1,23,64,060	12,29,25,745	5,44,202
Additions	49,62,031		5,28,899	42,59,359	50,50,772	37,69,606	1,85,70,667	56,20,267
Disposal				56,69,776		7,90,177	64,59,953	5,44,202
<b>Balance at 31<sup>st</sup> March, 2017</b>	<b>5,99,38,476</b>	<b>11,71,193</b>	<b>43,07,051</b>	<b>1,15,54,383</b>	<b>4,27,21,867</b>	<b>1,53,43,489</b>	<b>13,50,36,459</b>	<b>56,20,267</b>
Additions	15,97,052			9,20,520	60,28,710	40,96,610	1,26,42,892	
Disposal					2,25,000		2,25,000	56,20,267
<b>Balance at 31<sup>st</sup> March, 2018</b>	<b>6,15,35,528</b>	<b>11,71,193</b>	<b>43,07,051</b>	<b>1,24,74,903</b>	<b>4,85,25,577</b>	<b>1,94,40,099</b>	<b>14,74,54,351</b>	<b>-</b>
<b>Accumulated depreciation</b>								
Depreciation for the year	57,11,645	1,30,853	6,94,669	33,31,276	38,88,297	38,54,446	1,76,11,186	
Disposal				47,95,853		2,52,404	50,48,257	
<b>Balance at 31<sup>st</sup> March, 2017</b>	<b>57,11,645</b>	<b>1,30,853</b>	<b>6,94,669</b>	<b>(14,64,577)</b>	<b>38,88,297</b>	<b>36,02,042</b>	<b>1,25,62,929</b>	<b>-</b>
Depreciation for the year	57,51,901	1,30,853	6,76,635	26,79,873	44,04,249	50,59,682	1,87,03,193	
Disposal					87,447		87,447	
<b>Balance at 31<sup>st</sup> March, 2018</b>	<b>1,14,63,546</b>	<b>2,61,706</b>	<b>13,71,304</b>	<b>12,15,296</b>	<b>82,05,099</b>	<b>86,61,724</b>	<b>3,11,78,675</b>	<b>-</b>
<b>Net Carrying Amount</b>								
As at 31 <sup>st</sup> March, 2017	5,42,26,831	10,40,340	36,12,382	1,30,18,960	3,88,33,570	1,17,41,447	12,24,73,530	56,20,267
<b>As at 31<sup>st</sup> March, 2018</b>	<b>5,00,71,982</b>	<b>9,09,487</b>	<b>29,35,747</b>	<b>1,12,59,607</b>	<b>4,03,20,478</b>	<b>1,07,78,375</b>	<b>11,62,75,676</b>	<b>-</b>

Notes: 1 Property, plant and equipment - Gross amount as at 1<sup>st</sup> April, 2016 as per IGAAP

Particulars	Plant & Machinery	Electrical Installation	Furnitures & Fixtures	Vehicles	Equipments	Computers	Total	Capital Work-in-progress
<b>Gross amount as at 1<sup>st</sup> April, 2016</b>	7,70,09,769	17,33,945	57,20,673	2,26,19,954	5,25,47,536	2,30,52,300	18,26,84,177	5,44,202
Depreciation	2,20,33,324	5,62,752	19,42,521	96,55,154	1,48,76,441	1,06,88,240	5,97,58,432	-
<b>Net Carrying amount as at 1<sup>st</sup> April, 2016</b>	<b>5,49,76,445</b>	<b>11,71,193</b>	<b>37,78,152</b>	<b>1,29,64,800</b>	<b>3,76,71,095</b>	<b>1,23,64,060</b>	<b>12,29,25,745</b>	<b>5,44,202</b>

## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018

(in ₹)

### Note : 3 Investment property

Particular	Building
Deemed cost as at 1 <sup>st</sup> april, 2016	1,23,32,339
Addition	-
<b>Balance as at 31<sup>st</sup> March, 2017</b>	<b>1,23,32,339</b>
Addition	-
<b>Balance as at 31<sup>st</sup> March, 2018</b>	<b>1,23,32,339</b>
Accumulated amortisation	
Amortisation for the year	6,55,085
<b>Balance as at 31<sup>st</sup> March, 2017</b>	<b>6,55,085</b>
Amortisation for the year	6,55,085
<b>Balance as at 31<sup>st</sup> March, 2018</b>	<b>13,10,170</b>
<b>Net Carrying amount</b>	
As at 1 <sup>st</sup> April, 2016	1,23,32,339
As at 31 <sup>st</sup> March, 2017	1,16,77,254
<b>As at 31<sup>st</sup> March, 2018</b>	<b>1,10,22,169</b>

### Note 3.1 Income recognised from investment property in profit and loss

	As at 31.3.2018	As at 31.3.2017	As at 1.4.2016
Rental Income	3,60,000	-	-
Direct operating expense from property	-	-	-
Profit from investment property before depreciation	3,60,000	-	-
Depreciation	7,711	-	-
Profit from investment property	<b>3,52,289</b>	-	-

### Note : 4 Intangible assets

Particular	Computer Software
Deemed cost as at 1 <sup>st</sup> april, 2016	23,53,666
Addition	2,19,474
<b>Balance as at 31<sup>st</sup> March, 2017</b>	<b>25,73,140</b>
Addition	2,38,325
<b>Balance as at 31<sup>st</sup> March, 2018</b>	<b>28,11,465</b>
Accumulated amortisation	
Amortisation for the year	5,58,052
<b>Balance as at 31<sup>st</sup> March, 2017</b>	<b>5,58,052</b>
Amortisation for the year	5,84,641
<b>Balance as at 31<sup>st</sup> March, 2018</b>	<b>11,42,693</b>
<b>Net Carrying amount</b>	
As at 1 <sup>st</sup> April, 2016	23,53,666
As at 31 <sup>st</sup> March, 2017	20,15,088
<b>As at 31<sup>st</sup> March, 2018</b>	<b>16,68,772</b>

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018**

(in ₹)

	As at 31.3.2018	As at 31.3.2017	As at 1.4.2016
<b>Note : 5 Investment</b>			
<b>Non-Current</b>			
i) Investment in equity instruments of subsidiary companies measured at cost			
11,75,000 equity shares of ₹ 1/- each of Jaysynth (Europe) Ltd.	11,86,83,798	11,86,83,798	11,86,83,798
ii) Investment in equity instruments of other company measured at FVOCI			
10 equity shares of ₹ 1000/- each of Antophill Warehousing Co. Ltd	10,000	10,000	10,000
	<b>11,86,93,798</b>	<b>11,86,93,798</b>	<b>11,86,93,798</b>
<b>Current</b>			
iii) Investment in Equity Shares of Companies (Quoted - Fully paid - up)			
Coal India Ltd. (1400 shares)	-	3,43,000	3,43,000
Reliance Power Limited (654 share)	-	31,915	1,84,050
iv) Investment in Mutual Fund (Quoted)			
HDFC FMP 1846 D August 2013 (1) (500,000 unit)	74,42,500	70,14,700	64,75,200
SBI Dynamic Bond -Regular Plan- Growth	-	-	75,00,000
Templeton India Short Term Income Plan-Growth (3368 units)	-	80,62,068	80,62,068
	<b>74,42,500</b>	<b>1,54,51,683</b>	<b>2,25,64,318</b>
	<b>12,61,36,298</b>	<b>13,41,45,481</b>	<b>14,12,58,116</b>
<b>Note : 6 Loan</b>			
<b>Current</b>			
<b>Unsecured, Considered Good unless otherwise stated</b>			
Loan to employees	38,23,656	11,03,156	11,81,947
	<b>38,23,656</b>	<b>11,03,156</b>	<b>11,81,947</b>
<b>Note : 7 Other financial assets</b>			
<b>Unsecured, Considered Good unless otherwise stated</b>			
Security deposits for utilities and premises	63,68,969	86,43,275	1,15,94,041
FDR with Kotak Bank	-	65,00,000	65,00,000
	<b>63,68,969</b>	<b>1,51,43,275</b>	<b>1,80,94,041</b>
<b>Current</b>			
<b>Unsecured, Considered Good unless otherwise stated</b>			
Interest accrued on deposit	5,81,665	25,84,993	32,45,851
Export incentives receivable	53,06,584	47,43,862	63,39,048
Other Receivables - Derivative financial assets - foreign exchange forward contracts	(5,76,837)	18,10,183	19,01,529
	<b>53,11,412</b>	<b>91,39,038</b>	<b>1,14,86,428</b>
	<b>1,16,80,381</b>	<b>2,42,82,314</b>	<b>2,95,80,468</b>



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018

(in ₹)

	As at 31.3.2018	As at 31.3.2017	As at 1.4.2016
<b>Note : 8 Other assets</b>			
<b>Non-current</b>			
<b>Unsecured, Considered Good unless otherwise stated</b>			
Security Deposit	1,40,500	1,49,500	1,29,500
	<b>1,40,500</b>	<b>1,49,500</b>	<b>1,29,500</b>
<b>Current</b>			
<b>Unsecured, Considered Good unless otherwise stated</b>			
Advance Recoverable in cash or in kind or for value to be considered good	29,71,153	60,62,393	50,21,666
Advance Income Tax/Refund Receivable	2,07,123	2,07,123	2,09,198
Prepaid Expenses	20,36,097	25,07,211	12,87,028
<b>Balances with government authorities</b>			
Deposit with Excise & Cenvat credit receivable	9,24,468	2,24,94,629	3,26,66,901
Excise Duty Refund Receivable	3,50,48,301	5,29,45,682	6,18,58,827
VAT Credit receivable	39,95,018	2,62,28,546	1,69,24,384
Service Tax Credit receivable	26,76,338	81,48,333	65,40,011
GST Credit receivable	10,48,39,722	-	-
	<b>15,26,98,220</b>	<b>11,85,93,917</b>	<b>12,45,08,015</b>
	<b>15,28,38,720</b>	<b>11,87,43,417</b>	<b>12,46,37,515</b>
<b>Note : 9 Inventories</b>			
<b>Valued at Cost or Net Realisable value whichever is lower</b>			
Raw Material	9,38,71,307	7,97,72,832	7,26,67,775
Work-in-Progress	2,31,02,412	1,32,99,328	1,18,11,753
Finished Goods (Other than those acquired for Trading)	6,53,16,009	8,67,78,720	10,63,93,688
Goods in transit	-	-	-
Stock in Trade (acquired for Trading)	6,70,866	3,73,17,333	3,86,30,980
Goods in transit	-	-	-
Packing materials	11,05,019	17,03,125	17,43,018
Fuel	52,592	45,138	42,232
Stores & Spares	1,45,36,142	1,97,78,568	1,70,91,086
	<b>19,86,54,347</b>	<b>23,86,95,044</b>	<b>24,83,80,532</b>
<b>Note : 10 Trade receivables</b>			
Unsecured, considered good			
i) Trade receivable	32,74,74,171	24,72,12,036	23,44,41,051
ii) Related parties	2,39,10,788	-	2,75,72,297
	<b>35,13,84,959</b>	<b>24,72,12,036</b>	<b>26,20,13,348</b>
<b>Note : 11 Cash and cash equivalents</b>			
i) Balances with banks			
- in current account	2,37,77,697	1,94,94,033	75,40,015
- in EEFC account	33,07,088	64,76,222	19,13,495
ii) Cash on hand	1,93,539	1,05,782	1,50,496
	<b>2,72,78,324</b>	<b>2,60,76,037</b>	<b>96,04,006</b>

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018**

(in ₹)

	As at 31.3.2018	As at 31.3.2017	As at 1.4.2016
<b>Note : 12 Bank balances other than cash and cash equivalents above</b>			
Short-term bank deposit with maturity between 3 to 12 months	1,88,26,536	2,31,92,023	3,96,91,697
	<b>1,88,26,536</b>	<b>2,31,92,023</b>	<b>3,96,91,697</b>

Particulars	As at 31.3.2018		As at 31.3.2017		As at 31.3.2016	
	Number of Shares	₹	Number of Shares	₹	Number of Shares	₹
<b>Note : 13 Equity share capital</b>						
<b>AUTHORIZED CAPITAL</b>						
Equity shares of ₹ 1/- each	11,00,00,000	11,00,00,000	11,00,00,000	11,00,00,000	11,00,00,000	11,00,00,000
5% Non Convertible Non Cumulative Preference shares of ₹ 10/- each	7,00,000	70,00,000	7,00,000	70,00,000	7,00,000	70,00,000
Unclassified shares of ₹ 10/- each	43,00,000	4,30,00,000	43,00,000	4,30,00,000	43,00,000	4,30,00,000
		<u>16,00,00,000</u>		<u>16,00,00,000</u>		<u>16,00,00,000</u>
<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b>						
Equity shares of ₹ 1/- each, fully paid up	86,89,700	86,89,700	86,89,700	86,89,700	86,89,700	86,89,700
<b>Total</b>		<b>86,89,700</b>		<b>86,89,700</b>		<b>86,89,700</b>

**A) Reconciliation of the number of shares and the amount outstanding at the beginning and at the end of 31.3.2018**

Particulars	Opening balance	Redemption	Closing Balance
Equity shares of ₹ 1/- each			
<b>Year ended 31.3.2018</b>			
<b>Number of shares</b>	86,89,700	-	86,89,700
<b>Amount (₹)</b>	<b>86,89,700</b>	-	<b>86,89,700</b>
<b>Year ended 31.3.2017</b>			
<b>Number of shares</b>	86,89,700	-	86,89,700
<b>Amount (₹)</b>	<b>86,89,700</b>	-	<b>86,89,700</b>
<b>As at 1.4.2016</b>			
<b>Number of shares</b>	86,89,700		86,89,700
<b>Amount (₹)</b>	<b>86,89,700</b>		<b>86,89,700</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.

## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018

(in ₹)

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

Particulars	As at 31.3.2018		As at 31.3.2017		As at 31.3.2016	
	Number of Shares	% Holding	Number of Shares	% Holding	Number of Shares	% Holding
Jayshree S Kothari			-	-	26,63,595	30.65
Parag S Kothari	32,62,565	37.55	32,62,565	37.55	19,21,734	22.12
Nikhil S Kothari	21,72,704	25.00	21,72,704	25.00	8,31,874	9.57

	As at 31.3.2018	As at 31.3.2017	As at 1.4.2016
<b>Note : 14 Other equity</b>			
<u>Capital Redemption Reserve</u>			
Opening balance	70,00,000	70,00,000	70,00,000
	70,00,000	70,00,000	70,00,000
<u>General Reserve</u>			
Opening balance	28,50,00,000	27,50,00,000	27,50,00,000
Add : Transfer from profit and loss	50,00,000	1,00,00,000	-
	29,00,00,000	28,50,00,000	27,50,00,000
<u>Retained Earning</u>			
Opening balance	38,61,94,302	35,96,03,416	35,96,03,416
Add : Profit for the year	1,69,96,713	3,97,28,502	
	40,31,91,015	39,93,31,918	35,96,03,416
Less Transferred to General Reserve	50,00,000	1,00,00,000	-
Less Dividend Paid	26,06,910	26,06,910	-
Less Tax on dividend Paid	5,30,706	5,30,706	-
	39,50,53,399	38,61,94,302	35,96,03,416
<u>Other Comprehensive Income Reserve</u>			
Opening Balance	(18,41,714)	-	-
Addition During the Year	13,76,728	(18,41,714)	-
	(4,64,986)	(18,41,714)	-
	<b>69,15,88,413</b>	<b>67,63,52,587</b>	<b>64,16,03,416</b>

### Note : 15 Provision

<b>Non-current</b>			
<u>Provision For Employee Benefits</u>			
Provision for leave encashment	29,16,200	23,20,845	20,60,388
Provision for gratuity	61,75,809	56,95,500	45,71,533
	<b>90,92,009</b>	<b>80,16,345</b>	<b>66,31,921</b>
<b>Current</b>			
<u>Others</u>			
Provision for Diminution of Value of Investment	-	(1,52,135)	-
Provision for Taxation (Net of Advance Tax & TDS)	6,58,734	22,05,435	39,63,363
	<b>6,58,734</b>	<b>20,53,300</b>	<b>39,63,363</b>
	<b>97,50,743</b>	<b>1,00,69,645</b>	<b>1,05,95,284</b>

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018**

(in ₹)

	As at 31.3.2018	As at 31.3.2017	As at 1.4.2016
<b>Note : 16 Deferred tax liabilities(net)</b>			
<u>Deferred Tax Liability</u>			
Related to Fixed Assets and other	1,88,45,000	1,97,42,000	2,07,00,000
	<b>1,88,45,000</b>	<b>1,97,42,000</b>	<b>2,07,00,000</b>
<b>Note : 17 Trade payable</b>			
Trade Payables	21,60,35,866	16,05,52,133	21,35,22,891
	<b>21,60,35,866</b>	<b>16,05,52,133</b>	<b>21,35,22,891</b>

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.

	As at 31.3.2018	As at 31.3.2017	As at 1.4.2016
<b>Note : 18 Other financial liabilities</b>			
Outstanding expenses	2,23,99,699	1,81,62,058	2,26,60,123
Deposit From Agents	2,46,934	2,30,349	2,30,349
	<b>2,26,46,633</b>	<b>1,83,92,407</b>	<b>2,28,90,472</b>
<b>Note : 19 Other current liabilities</b>			
Statutory Dues	15,43,889	1,29,65,519	1,67,19,194
Advance From Customers & Others	4,44,90,742	4,26,54,865	5,45,56,506
Employee Liabilities Payable	59,98,852	58,16,790	52,26,119
	<b>5,20,33,483</b>	<b>6,14,37,174</b>	<b>7,65,01,819</b>

	31.3.2018	31.3.2017
<b>Note : 20 Revenue from Operation</b>		
Sale of products (refer note 20.1 below)	1,16,44,36,167	1,22,33,84,686
Other Operating revenues (refer note 20.2 below)	2,42,86,105	2,94,65,007
	1,18,87,22,272	1,25,28,49,693
Less : Excise Duty	1,21,81,877	5,58,41,245
	<b>1,17,65,40,395</b>	<b>1,19,70,08,448</b>
<b>Note 20.1</b>		
<u>Sale of Products</u>		
Manufactured Goods	1,03,44,65,226	86,26,63,753
Traded Goods	12,99,70,941	36,07,20,933
	<b>1,16,44,36,167</b>	<b>1,22,33,84,686</b>
<b>Note: 20.2</b>		
<u>Other Operating revenues</u>		
Sale of Scrap	98,430	92,300
Export incentives	2,41,87,675	2,93,72,707
	<b>2,42,86,105</b>	<b>2,94,65,007</b>

## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018

(in ₹)

	31.3.2018	31.3.2017
<b>Note : 21 Other income</b>		
Interest earned (refer note 21.1 below)	27,36,270	43,59,783
Dividend received	-	6,68,280
Net Gain on Foreign Currency transactions & translation	(12,33,954)	60,04,617
Profit/(loss) on sale of assets(net)	(92,553)	66,305
Profit/(Loss) on sale of shares & investments	45,53,598	34,26,561
Rent Received	3,60,000	-
	<b>63,23,361</b>	<b>1,45,25,546</b>
 Note: 21.1		
<u>Interest income comprises :</u>		
Interest from Bank on deposits	16,72,136	33,46,511
Interest on overdue trade receivables	10,64,134	10,13,272
	<b>27,36,270</b>	<b>43,59,783</b>
 <b>Note : 22 Cost of material consumed</b>		
Raw materials and packing materials consumed		
Stocks at commencement	8,14,75,957	7,44,10,793
Add: Purchases	80,19,20,050	55,03,82,375
	88,33,96,007	62,47,93,168
Less : Closing Stock	9,49,76,326	8,14,75,957
	<b>78,84,19,681</b>	<b>54,33,17,211</b>
 <b>Note : 23 Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</b>		
<u>Inventories at the end of the year</u>		
Finished Goods	6,53,16,009	8,67,78,720
Stock-in-trade	6,70,866	3,73,17,333
Work In Progress	2,31,02,412	1,32,99,328
Reversal of Excise Duty on Finished Goods	1,05,08,825	-
	<b>9,95,98,112</b>	<b>13,73,95,381</b>
 <u>Inventories at the beginning of the year</u>		
Finished Goods	8,67,78,720	10,63,93,689
Stock-in-trade	3,73,17,333	3,86,30,980
Work In Progress	1,32,99,328	1,18,11,753
	<b>13,73,95,381</b>	<b>15,68,36,422</b>
 <b>Net (increase) / decrease</b>	<b>3,77,97,269</b>	<b>1,94,41,041</b>

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018**

(in ₹)

	31.3.2018	31.3.2017
<b>Note : 24 Employee Benefit Expenses</b>		
Salaries & wages	6,51,84,222	6,27,04,583
Contribution to provident & other funds	33,92,435	30,12,524
Staff welfare expenses	46,83,754	44,69,715
	<b>7,32,60,411</b>	<b>7,01,86,822</b>

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	31.3.2018	31.3.2017	31.3.2018	31.3.2017
<b>Note 24.1 Defined Benefit Plans - as per actuarial valuation</b>				
<b>Expenses recognised in the statement of Profit &amp; Loss</b>				
Current service cost	7,40,361	7,56,008	4,42,772	3,70,940
Interest cost	4,41,401	3,42,865	1,79,865	1,54,529
Expected return on plan assets	(5,91,356)	(5,31,175)	-	-
Net actuarial (gain)/loss recognised in the year	16,365	8,202	5,97,297	1,70,284
Past service cost	-	-	-	-
Expenses recognised in the statement of Profit & Loss	6,06,771	5,75,900	12,19,934	6,95,753
<b>Actual return on plan assets</b>				
Expected return on plan assets	5,91,356	5,31,175	-	-
Actuarial gain (loss) plan assets	(2,17,973)	2,55,632	-	-
Actual return on plan assets	3,73,383	7,86,807	-	-
<b>Balance Sheet Recognition</b>				
Present value of obligation	61,75,809	56,95,500	29,16,200	23,20,845
Fair value of plan assets	75,03,934	76,30,396	-	-
Liability (assets)	(13,28,125)	(19,34,896)	29,16,200	23,20,845
Unrecognised past service cost	-	-	-	-
Liability (asset) recognised in the Balance Sheet	13,28,125	19,34,896	29,16,200	23,20,845
<b>Changes in the present value of the obligation</b>				
Present value of obligation as on 31 <sup>st</sup> March 2017	56,95,500	45,71,533	23,20,845	20,60,388
Interest cost	4,41,401	3,42,865	1,79,865	1,54,529
Current service cost	7,40,361	7,56,008	4,42,772	3,70,940
Past service cost	-	-	-	-
Benefits paid	(4,99,845)	(2,38,740)	(6,24,579)	(4,35,296)
Actuarial (gain) loss on obligation	(2,01,608)	2,63,834	5,97,297	1,70,284
Present value of obligation as on 31 <sup>st</sup> March 2018	61,75,809	56,95,500	29,16,200	23,20,845
<b>Changes in the Fair Value of the Assets</b>				
Fair value of plan Assets as on 31 <sup>st</sup> March 2017	76,30,396	70,82,329	-	-
Actual Return on plan assets	3,73,383	7,86,807	-	-
Contributions	-	-	-	-
Benefits paid	(4,99,845)	(2,38,740)	-	-
Fair value of plan assets as on 31 <sup>st</sup> March 2018	75,03,934	76,30,396	-	-
Total actuarial gain (loss) recognised during the year	16,365	8,202	-	-

## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018

(in ₹)

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	31.3.2018	31.3.2017	31.3.2018	31.3.2017
<b>Actuarial Assumptions</b>				
Discount rate	7.75% p.a.	8.00% p.a.	7.75% p.a.	8.00% p.a.
Expected return on plan assets	7.75% p.a.	8.00% p.a.	N/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	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
			<b>31.3.2018</b>	<b>31.3.2017</b>
<b>Note : 25 Financial Cost</b>				
Interest Expense			24,026	2,04,427
Other Borrowing costs			20,66,900	19,61,530
			<b>20,90,926</b>	<b>21,65,957</b>
<b>Note : 26 Other expenses</b>				
Consumption of Stores and spare parts			2,18,80,738	3,24,79,718
Contract labour			1,40,17,694	1,21,35,571
Power, fuel and water			51,38,108	50,82,780
Repair & Maintenance - Plant & Machinery			9,26,275	12,88,937
Repair & Maintenance - Others			36,12,312	54,31,200
Repair & Maintenance - Building			1,66,001	4,47,596
Other Manufacturing Expenses			2,80,471	5,71,150
Auditors Remuneration			4,90,000	4,75,000
Advertisement & Sales Promotion Expenses			17,90,143	32,10,045
Bad Debts			-	-
Commission charges			1,67,20,030	2,35,53,407
Communication Expenses			45,85,674	43,01,541
Donation			58,100	-
Expenditure towards Corporate Social Responsibility			15,00,000	18,75,000
Freight, transport and distribution expenses			2,01,09,150	1,93,79,932
Insurance Expenses			28,02,076	30,20,499
Miscellaneous expenses			41,27,005	49,08,475
Professional Charges			66,66,305	72,72,095
Printing & Stationery Expenses			2,24,195	2,63,841
Discounts (net)			1,55,85,531	1,53,37,969
Rent			1,66,59,589	1,76,34,111
Rates & Taxes			1,01,62,288	95,75,348
Travelling, Conveyance & Vehicle Expenses (Including Foreign Travelling)			1,06,06,411	1,07,21,966
Security Charges			28,25,656	23,33,346
Electricity Charges			29,09,548	32,47,948
			<b>16,38,43,300</b>	<b>18,45,47,475</b>

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018**

(in ₹)

	31.3.2018	31.3.2017
<b>Note 26.1 Expenditure In Foreign Currency</b>		
Commission	10,19,752	25,99,566
Foreign Travelling Expenses	18,86,469	18,27,748
Others	6,94,863	6,66,905

**Note 26.2 Corporate Social Responsibility**

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.

Particulars		
a) Gross amount required to be spent by the company during the year	14,43,701	18,38,296
b) Amount spent during the year (in cash)		
(i) Construction / acquisition of any asset		
(ii) On purposes other than (i) above	15,00,000	18,75,000
c) Amount unspent during the year (yet to be paid)		-

<b>Note : 27 Earnings Per Share (EPS)</b>		
Profit attributable to the Shareholder (Rs. in Lakhs)	1,83,73,441	3,78,86,788
No. of Equity Shares	86,89,700	86,89,700
Nominal Value of Equity Shares (₹)	1	1
Earnings per share - Basic & Diluted (₹)	2.11	4.36

**Note : 28 Segment Information****Note 28.1 Primary Segments :**

The company has identified Organic Colorants as the only primary reportable segment. In view of the interwoven / intermix nature business and manufacturing facility other segmental information is not ascertainable.

**Note 28.2 Geographical Segments :**

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

i ) Domestic	40,59,77,165	51,60,80,705
ii ) Export	75,84,59,002	70,73,03,981
	<b>1,16,44,36,167</b>	<b>1,22,33,84,686</b>



**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018**

(in ₹)

	31.3.2018	31.3.2017
<b>Note : 29 Earning in Foreign Currency</b>		
i) FOB value of exports (CIF less insurance & freight)	75,03,39,027	71,39,20,477
<b>Note : 30 Related Parties Disclosure</b>		
<b>a) Name of related party and nature of relationship</b>		
<b>No. Name of the Related Party</b>	<b>Description of relationship</b>	
1 Jaysynth Impex Limited		
2 Jay Instruments and Systems Pvt Ltd	Company under same Management	
3 JD Orgochem Ltd		
4 Trichromy Enterprises Pvt. Ltd.	Director are Shareholder in Company	
5 Jaysynth Polychem Pvt. Ltd.		
6 Jaysynth (Europe) Ltd.	Subsidiary Company	
7 Jay Chemi Colour Industries	Proprietor Is Relative Of Directors	
8 R. P. Trading Co.	Partnership Firm In Which Some Of The Directors Are Partners	
9 Key Management Personnel of the Company		
1. Parag Shradchandra Kothari	Chairman and Managing Director	
2. Mangesh Narayan Patil	Chief Financial Officer	
3. Pooja Pradip Niphadkar	Company Secretary and Compliance Officer	
	31.3.2018	31.3.2017
<b>b) Transaction with Subsidiary Company</b>		
<b>Sales</b>	11,70,16,677	14,03,10,744
<b>Closing Balance</b>		
<b>Payable</b>	1,67,02,216	1,32,89,161
<b>c) Transaction with Company under same Management</b>		
<b>Sales</b>		
- Jaysynth Impex Limited	1,75,54,107	2,50,46,047
<b>Purchases</b>		
- Jaysynth Impex Limited	65,32,900	70,75,697
- Jay Instruments & Systems Pvt Ltd	37,608	10,14,000
<b>Rent</b>		
- J D Orgochem Ltd.	6,19,080	12,68,172
<b>Expenses</b>		
<b>Paid by Company</b>		
- Jaysynth Impex Limited	3,38,077	4,053
<b>Reimbursement by Company</b>		
- Jaysynth Impex Limited	2,50,508	87,176
<b>Closing Balance</b>		
<b>Receivable</b>		
- Jaysynth Impex Limited	17,36,435	-

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018**

(in ₹)

	31.3.2018	31.3.2017
<b>d) Transaction with company where Director are Shareholder in Company</b>		
<b>Rent</b>		
- Trichomy Enterprises Pvt. Ltd.	1,25,74,359	1,23,24,123
<b>Expenses</b>		
<b>Reimbursement by Company</b>		
- Trichomy Enterprises Pvt. Ltd.	19,18,633	25,94,645
- Jaysynth Polychem Pvt. Ltd.	42,535	-
<b>Closing Balance</b>		
<b>Payable</b>		
- Trichomy Enterprises Pvt. Ltd.	23,99,345	3,92,124
<b>e) Transaction with Company where Proprietor Is Relative Of Directors</b>		
<b>Rent</b>	26,02,950	25,51,150
<b>f) Transaction with Partnership Firm In Which Some Of The Directors Are Partners</b>		
<b>Expenses</b>		
<b>Reimbursement by Company</b>	20,00,000	1,200
<b>g) Managerial Remuneration</b>		
- Parag Kothari	24,66,866	25,90,667

**h) Terms and Condition of Transaction with Related Party**

The Transaction with related parties are made on terms equivalents to those that prevail in arm's length transactions. Outstanding balance at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31<sup>st</sup> March, 2018, the company has not recorded any impairment of receivables related to amount owned by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

**Note : 31.1 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.

		31.03.2018	31.03.2017
In respect of highly probable forecasted sales / collections			
Foreign exchange forward contracts with periodical maturity dates upto July 2017	USD	\$ 15,15,000	\$ 8,70,000
	INR	₹ 9,84,75,600	₹ 5,84,29,800
Unhedged foreign currency exposure as at the balance sheet date is as given below (₹)			
Balance with banks - In Current Account	INR	33,07,088	64,76,222
Receivables	INR	21,02,82,976	11,11,55,871
Trade payable and payable for capital goods	INR	45,94,491	28,49,360
Advance from Customer	INR	1,69,64,149	1,51,19,142
# Amount in INR is as per the exchange rate prevailing as on the date of transaction			

**Note : 31.2** 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 : 31.3** Balance of loans & advances, sundry debtors, sundry creditors & deposits are subject to adjustments, reconciliation and confirmation by the parties.

**Note 31.4** Bank certificates are obtained for bank balances, but wherever bank certificates could not be obtained we have relied on bank

## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018

statements.

### Note 32 : Contingent liabilities not provided for :

Claims not acknowledgement as debts

- i) Disputed Service Tax demand pending before Central Excise and Service Tax Appellate Tribunal, Mumbai West Zone amounting to Rs. 14.56 Lakhs for the year 2005-06 to 2009-10.
- ii) Disputed Service Tax demand pending before Central Excise and Service Tax Appellate Tribunal, Mumbai West Zone amounting to Rs. 7.18 Lakhs for the year 2010-11 to 2015-16.
- iii) Disputed CENVAT Credit pending before Central Excise and Service Tax Appellate Tribunal, Mumbai West Zone amounting to Rs. 15.37 Lakhs for the year 2008-09 and 2009-10.

**Note : 33** Previous year's figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

### Note: 34 First- time Adoption of Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The Company has adopted Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs with effect from 1st April, 2016, with a transition date of 1st April, 2016. Ind AS 101-First-time Adoption of Indian Accounting Standards requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements which is for the year ended 31st March, 2017 for the company, be applied retrospectively and consistently for all financial years presented. Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognized directly in equity (retained earnings or another appropriate category of equity).

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

#### I. Optional Exemptions availed

##### A. Deemed Cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the Financial Statements as at the date of transition to Ind AS, measured under IGAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 'Intangible assets' and Investment properties covered by Ind AS 40 'Investment properties'. Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets and investment properties under IGAAP carrying value.

##### B. Designation of previously recognised financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments at FVTPL on the basis of the facts and circumstances at the date of transition to Ind AS. The Company has elected to apply this exemption for its investment in Equity shares of companies other than long term foreign currency monetary items.

#### II. Applicable Mandatory Exceptions

##### A. Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies). Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Investment in equity instruments carried at FVPL or FVOCI;
- Impairment of financial assets based on expected credit loss model.

##### B. Classification and measurement of financial assets

As required under Ind AS 101 the company has assessed the classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

#### III. Transition to Ind AS – Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS as required under Ind AS 101:

I. Reconciliation of Balance Sheet as at 1<sup>st</sup> April, 2016

	Notes to first time adoption	Regrouped Previous GAAP	Ind AS Adjustment	Ind AS
<b>A ASSETS</b>				
<b>1) Non-current asset</b>				
a) Property, plant & equipment		122,925,745		122,925,745
b) Capital work-in-progress		544,202		544,202
c) Investment properties	B	12,332,339		12,332,339
d) Intangible asset		2,353,666		2,353,666
e) Financial assets		-		
i) Investment		118,693,798		118,693,798
ii) Loan		-		-
iii) Other financial asset	D	18,142,346	(48,304)	18,094,042
f) Other Non-current assets		129,500		129,500
<b>Total non-current assets</b>		<b>275,121,596</b>	<b>(48,304)</b>	<b>275,073,292</b>
<b>2) Current assets</b>				
a) Inventories		248,380,533		248,380,533
b) Financial assets		-		
i) Investment	A	21,089,118	1,475,200	22,564,318
ii) Trade receivables		262,013,348		262,013,348
iii) Cash and cash equivalents		9,604,006		9,604,006
iv) Bank balances other than cash and cash equivalents above		39,691,697		39,691,697
v) Loans		1,181,947		1,181,947
vi) Other financial assets		11,486,428		11,486,428
c) Other current assets	D	124,463,588	44,425	124,508,013
<b>Total current assets</b>		<b>717,910,665</b>	<b>1,519,625</b>	<b>719,430,290</b>
<b>Total assets</b>		<b>993,032,261</b>	<b>1,471,321</b>	<b>994,503,582</b>
<b>B EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
a) Equity share capital		8,689,700		8,689,700
b) Other Equity	F	636,994,479	4,608,937	641,603,416
<b>Total equity</b>		<b>645,684,179</b>	<b>4,608,937</b>	<b>650,293,116</b>
<b>Liabilities</b>				
<b>1) Non-current Liabilities</b>				
a) Financial liabilities				
i) Borrowings				
ii) Other financial liabilities				
b) Provisions		6,631,921		6,631,921
c) Deferred tax liabilities (net)		20,700,000		20,700,000
<b>Total non-current liabilities</b>		<b>27,331,921</b>	<b>-</b>	<b>27,331,921</b>
<b>2) Current liabilities</b>				
a) Financial liabilities				
i) Borrowings				
ii) Trade payable		213,522,891		213,522,891
iii) Other financial liabilities		22,890,472		22,890,472
b) Other current liabilities		76,501,819		76,501,819
c) Provisions		7,100,979	(3,137,616)	3,963,363
<b>Total current liabilities</b>		<b>320,016,161</b>	<b>(3,137,616)</b>	<b>316,878,545</b>
<b>Total liabilities</b>		<b>347,348,082</b>	<b>(3,137,616)</b>	<b>344,210,466</b>
<b>Total equity and liabilities</b>		<b>993,032,261</b>	<b>1,471,321</b>	<b>994,503,582</b>

The accompanying Notes form an integral part of the Financial Statements

**II . A. Reconciliation of Balance Sheet as at 31<sup>st</sup> March, 2017**

	Notes to first time adoption	Regrouped Previous GAAP	Ind AS Adjustment	Ind AS
<b>A ASSETS</b>				
<b>1) Non-current asset</b>				
a) Property, plant & equipment	C	121,754,379	719,151	122,473,530
b) Capital work-in-progress		5,620,267		5,620,267
c) Investment properties		11,677,254		11,677,254
d) Intangible asset		2,015,088		2,015,088
e) Financial assets		-		-
i) Investment		118,693,798		118,693,798
ii) Loan		-		-
iii) Other financial asset	D	15,143,275		15,143,275
f) Other Non-current assets		149,500		149,500
<b>Total non-current assets</b>		<b>275,053,561</b>	<b>719,151</b>	<b>275,772,712</b>
<b>2) Current assets</b>				
a) Inventories		238,695,044		238,695,044
b) Financial assets				
i) Investment	A	13,436,983	2,014,700	15,451,683
ii) Trade receivables		247,212,036		247,212,036
iii) Cash and cash equivalents		26,076,036		26,076,036
iv) Bank balances other than cash and cash equivalents above		23,192,023		23,192,023
v) Loans		1,103,156		1,103,156
vi) Other financial assets		9,139,038		9,139,038
c) Other current assets	D	118,593,916		118,593,916
<b>Total current assets</b>		<b>677,448,233</b>	<b>2,014,700</b>	<b>679,462,933</b>
<b>Total assets</b>		<b>952,501,794</b>	<b>2,733,851</b>	<b>955,235,645</b>
<b>B EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
a) Equity share capital		8,689,700		8,689,700
b) Other Equity	F	673,160,737	3,191,851	676,352,588
<b>Total equity</b>		<b>681,850,437</b>	<b>3,191,851</b>	<b>685,042,288</b>
<b>Liabilities</b>				
<b>1) Non-current Liabilities</b>				
a) Financial liabilities				
i) Borrowings				
ii) Other financial liabilities				
b) Provisions		8,016,345		8,016,345
c) Deferred tax liabilities (net)		20,200,000	(458,000)	19,742,000
<b>Total non-current liabilities</b>		<b>28,216,345</b>	<b>(458,000)</b>	<b>27,758,345</b>
<b>2) Current liabilities</b>				
a) Financial liabilities				
i) Borrowings				
ii) Trade payable		160,552,131		160,552,131
iii) Other financial liabilities		18,392,407		18,392,407
b) Other current liabilities		61,437,174		61,437,174
c) Provisions		2,053,300		2,053,300
<b>Total current liabilities</b>		<b>242,435,012</b>	<b>-</b>	<b>242,435,012</b>
<b>Total liabilities</b>		<b>270,651,357</b>	<b>(458,000)</b>	<b>270,193,357</b>
<b>Total equity and liabilities</b>		<b>952,501,794</b>	<b>2,733,851</b>	<b>955,235,645</b>

The accompanying Notes form an integral part of the Financial Statements

**II . B. Reconciliation of Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2017**

	Note	Regrouped Previous IGAAP	Ind AS adjustment	Ind As
<b>Income</b>				
Revenue from operations		1,197,008,449		1,197,008,449
Other income	D	11,951,186	2,574,359	14,525,545
<b>Total income</b>		<b>1,208,959,635</b>	<b>2,574,359</b>	<b>1,211,533,994</b>
<b>Expenses</b>				

Cost of materials consumed		543,317,211		543,317,211
Purchase of stock-in-trade		315,568,197		315,568,197
Changes in inventories of finished goods,work-in-progress and stock-in-trade		19,441,041		19,441,041
Employee benefit expenses	E	71,571,246	(1,384,424)	70,186,822
Finance costs		2,165,957		2,165,957
Depreciation and amortisation expenses	C	18,601,099	223,224	18,824,323
Other expenses	D	184,826,160	(278,685)	184,547,475
<b>Total expenses</b>		<b>1,155,490,911</b>	<b>(1,439,885)</b>	<b>1,154,051,026</b>
<b>Profit before exceptional items and tax</b>		<b>53,468,724</b>	<b>4,014,244</b>	<b>57,482,968</b>
Exceptional items				-
<b>Profit before tax</b>		<b>53,468,724</b>	<b>4,014,244</b>	<b>57,482,968</b>
<b>Tax expense</b>				
Current tax		17,500,000	452,000	17,952,000
Deferred tax		(500,000)		(500,000)
Tax Expenses related to prior year		302,466		302,466
<b>Total tax expense</b>		<b>17,302,466</b>	<b>452,000</b>	<b>17,754,466</b>
<b>Profit for the year</b>		<b>36,166,258</b>	<b>3,562,244</b>	<b>39,728,502</b>
<b>Other Comprehensive Income</b>				
Items that will be reclassified to profit and loss				
i) Foreign currency translation gains or losses		-	(1,367,290)	(1,367,290)
ii) Income tax related to above items		-	452,000	452,000
Items that will not be reclassified to profit and loss				
i) Remeasurement gain   (loss) on defined benefit plans	E	-	(1,384,424)	(1,384,424)
ii) Deferred tax related to above items	H	-	458,000	458,000
<b>Other Comprehensive Income, net of tax</b>	G	-	(1,841,714)	(1,841,714)
<b>Total Comprehensive Income for the year</b>		<b>36,166,258</b>	<b>1,720,530</b>	<b>37,886,788</b>

	Note	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
<b>III . A. Reconciliation of Equity</b>			
<b>Equity As per Previous IGAAP</b>		<b>681,850,437</b>	<b>645,684,179</b>
<b>Adjustment :</b>			
Changes in Fair Value of Investment	A	2,014,700	1,475,200
Reversal of proposed dividends payable		-	2,606,910
Reversal of tax on proposed dividends payable		-	530,706
Interest Income from remeasurement of security deposit	D	667,569	-
Rent Expenses from remeasurement of security deposit	D	(667,569)	(3,879)
Capitalisation of Spares	C	719,151	-
Deffered Tax	H	458,000	-
<b>Equity As per Ind AS</b>		<b>685,042,288</b>	<b>650,293,116</b>

	Note	31 <sup>st</sup> March, 2017
<b>III . B. Reconciliation of Income Statement</b>		
<b>Profit after tax under Previous IGAAP</b>		<b>36,166,258</b>
<b>Ind AS Adjustment :</b>		
Effect of measuring investment at Fair Value through Profit or Loss	A	539,500
Interest income on Security Deposit	D	667,569
Rental Expense on Security Deposit	D	(663,690)
Expected credit Loss on trade Receivable - Considered Separately		1,367,290
Remeasurement of Defined Benefit plan	E	1,384,424
Capitalisation of Spares	C	719,151
Tax effect on above		(452,000)
<b>Profit after tax as reported under Ind AS</b>		<b>39,728,502</b>
Other Comprehensive Income (Net of Tax)		(1,841,714)
<b>Total comprehensive income as reported under Ind AS</b>		<b>37,886,788</b>

**The following explains the material adjustments made while transition from previous accounting standards to IND AS:**
**A. Fair Valuation of Investments**

Under the previous IGAAP, investments in equity instruments and mutual funds were classified as long-term investments or current investments based on the intended holding period and reliability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under IND AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognised in retained earnings Rs. 20,14,700 i.e. (14,75,200+5,39,000) as at 31<sup>st</sup> March, 2017. (Rs. 14,75,200 as at 1<sup>st</sup> April, 2016).

**B. Investment property**

Under IGAAP, there was no requirement to present investment property separately, and the same was included under non-current assets and measured at cost less provision for diminution other than temporary. Under Ind AS, investment property is required to be presented separately on the face of the Balance Sheet. Accordingly, the carrying value of investment property under IGAAP has been reclassified to a separate line item on the face of the Balance Sheet.

**C. Tangible Asset**

Spare parts procured along with the Plant and Equipment or subsequently individually which meets the recognition criteria of PPE are capitalized and added to the carrying amount of such items. Under Ind AS these spares are to be considered under tangible asset due to which the increase in tangible asset by Rs. 9,42,375 and addition to depreciation is Rs. 223,224 due to which net increase in tangible asset for the year 31<sup>st</sup> March, 2017 is Rs. 7,19,151.

**D. Security deposits**

Under the previous IGAAP, interest free security deposits are recorded at their transaction value. Under IND AS, all financial assets are required to be recognised at fair value. Accordingly, the Company has fair valued the security deposits under IND AS. Difference between fair value of security deposits and the carrying value (transaction value) as per Previous IGAAP has been recognised as prepaid rent. Consequently, the amount of security deposits and prepaid rent has not having any impact for the year ended 31<sup>st</sup> March, 2017 as that is the last year out of 3 years agreement of security deposit after year end the agreement is renew for further 3 years. (Rs. 48,304 as at 1<sup>st</sup> April, 2016). The prepaid rent increased by Rs. 44,436 as at 1<sup>st</sup> April, 2016. Total equity decreased by Rs. 3,879 as at 1<sup>st</sup> April, 2016. The profit for the year and total equity as at 31<sup>st</sup> March, 2017 increased by Rs. 3,879 (net).

**E. Remeasurements of post-employment benefit obligation**

Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit and loss. Under the previous IGAAP, these remeasurements were forming part of the profit and loss for the year. As a result of this change, the profit for the year ended 31<sup>st</sup> March, 2017 increase by Rs. 13,84,424. There is no impact on the total equity as at 31<sup>st</sup> March, 2017.

**F. Retained earnings**

Retained earnings as at 1<sup>st</sup> April, 2016 has been adjusted consequent to the above Ind AS transition adjustments.

**G. Other comprehensive income**

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of other comprehensive income did not exist under previous IGAAP.

**H. Deferred Tax**

Deferred Tax on aforesaid IND AS adjustments.

**I. Current Tax**

Tax component on Actuarial Gains and losses which is transferred to Other Comprehensive Income under IND AS and Tax Component on which was debited to security premium account under previous IGAAP. As required under the Ind AS, the same has been debited to Profit and Loss.

**J. The Ind AS adjustments are either non cash adjustments or are regrouping among the cash flows from operating, investing and financing activities. Consequently, Ind AS adoption has no impact on the net cash flow for the year ended 31<sup>st</sup> March, 2017 as compared with the previous IGAAP.**

**As per our Report of even date**  
**For Hiren C. Sanghavi & Associates**  
 Chartered Accountants

**(Hiren C. Sanghavi)**  
 Proprietor  
 Membership No. 045472  
 Firm Registration No.112057W

**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: 29<sup>th</sup> May, 2018

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

**Mangesh Narayan Patil**  
 Chief Financial Officer

## Independent Auditor's Report

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

#### Report on Consolidated Financial Statements

We have audited the accompanying Consolidated Ind AS 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 of the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2018, the Consolidated statement of Profit & Loss (including Other Comprehensive Income), the Consolidated cash flow statement for the period then ended and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS 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 Ind AS 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 (including Other Comprehensive Income), Consolidated Cash flows and the changes in equity of the Group in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. 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 Ind AS 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 Ind AS 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 Ind AS 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 audit 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 Ind AS 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 Ind AS financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the Consolidated Ind AS 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 Ind AS 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 Ind AS 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 Ind AS financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS 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 March 31, 2018, and their Consolidated profit (including Other Comprehensive Income), their Consolidated cash flows and Consolidated changes in equity for the period ended on that date.

#### Other Matter

We did not audit the financial statements of the subsidiary included in the Consolidated Ind AS financial statements, which constitute (all figures before intercompany eliminations) the total assets of Rs 12,72,74,391 and net assets of Rs 12,55,69,923 as at 31<sup>st</sup> March, 2018,



total revenue of Rs 14,28,01,931 , net cash flows of Rs 15,46,214 for the period ended on that date, as considered in the Consolidated Ind AS 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 Ind AS 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.

Attention is invited towards Note no 26.2 relating to fraud transaction against the subsidiary company amounting to Rs. 27,57,122 on account of payment made towards fraud transaction committed by unknown external party.

Our opinion on the Consolidated Ind AS 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 Ind AS 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 Ind AS 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(including Other Comprehensive Income) , the Consolidated Cash Flow Statement and the Consolidated statement of changes in equity 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 Ind AS financial statements.
- (d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015 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, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company, none of the directors of the Holding company is disqualified as on 31<sup>st</sup> March, 2018 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 auditors' 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 litigations as at 31<sup>st</sup> March, 2018 & hence there is 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, 2018.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company during the year ended 31<sup>st</sup> March, 2018.
  - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Group for the year ended 31<sup>st</sup> March, 2018.

**For Hiren C. Sanghavi & Associates**  
Chartered Accountants

**Hiren C. Sanghavi**  
Proprietor

Firm Registration No. - 112057W  
Membership No.-045472

Place : Mumbai  
Date : 29<sup>th</sup> May, 2018

**Consolidated Balance Sheet as at 31<sup>st</sup> March, 2018**

(in ₹)

Particular	Note	As at 31 <sup>st</sup> March 2018	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
<b>A ASSETS</b>				
<b>1) Non-current asset</b>				
a) Property, plant & equipment	2	11,64,97,685	12,27,52,897	12,32,49,896
b) Capital work-in-progress	2		56,20,267	5,44,202
c) Investment properties	3	1,10,22,169	1,16,77,254	1,23,32,339
d) Intangible asset	4	4,56,87,623	4,60,33,939	4,63,72,517
e) Financial assets				
i) Investment	5	10,000	10,000	10,000
ii) Loan	6	-	-	-
iii) Other financial asset	7	63,68,969	1,51,43,275	1,80,94,041
f) Other Non-current assets	8	1,40,500	1,49,500	1,29,500
<b>Total non-current assets</b>		<b>17,97,26,946</b>	<b>20,13,87,132</b>	<b>20,07,32,495</b>
<b>2) Current assets</b>				
a) Inventories	9	22,98,19,956	25,72,33,989	27,00,65,134
b) Financial assets				
i) Investment	5	74,42,500	1,54,51,683	2,25,64,318
ii) Trade receivables	10	41,33,66,828	28,35,37,374	30,27,84,981
iii) Cash and cash equivalents	11	3,98,04,296	6,40,70,894	3,83,23,780
iv) Bank balances other than cash and cash equivalents above	12	1,88,26,535	2,31,92,023	3,96,91,697
v) Loans	6	38,23,656	11,03,156	11,81,947
vi) Other financial assets	7	53,11,412	91,39,038	1,14,86,428
c) Other current assets	8	15,45,35,514	12,07,54,537	12,73,07,221
<b>Total current assets</b>		<b>87,29,30,697</b>	<b>77,44,82,694</b>	<b>81,34,05,506</b>
<b>Total assets</b>		<b>1,05,26,57,643</b>	<b>97,58,69,826</b>	<b>1,01,41,38,001</b>
<b>B EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
a) Equity share capital	13	86,89,700	86,89,700	86,89,700
b) Other Equity	14	73,93,25,977	70,76,75,914	68,21,28,999
<b>Total equity</b>		<b>74,80,15,677</b>	<b>71,63,65,614</b>	<b>69,08,18,699</b>
<b>Liabilities</b>				
<b>1) Non-current Liabilities</b>				
a) Financial liabilities				
i) Borrowings				
ii) Other financial liabilities				
b) Provisions	15	90,92,009	80,16,345	66,31,921
c) Deferred tax liabilities (net)	16	1,93,95,000	1,99,39,000	2,07,00,000
<b>Total non-current liabilities</b>		<b>2,84,87,009</b>	<b>2,79,55,345</b>	<b>2,73,31,921</b>
<b>2) Current liabilities</b>				
a) Financial liabilities				
i) Borrowings				
ii) Trade payable	17	21,64,58,804	16,10,01,902	21,77,35,867
iii) Other financial liabilities	18	2,30,94,675	1,88,20,180	2,33,80,176
b) Other current liabilities	19	3,55,36,877	4,83,33,389	5,09,04,932
c) Provisions	15	10,64,601	33,93,396	39,66,406
<b>Total current liabilities</b>		<b>27,61,54,957</b>	<b>23,15,48,867</b>	<b>29,59,87,381</b>
<b>Total liabilities</b>		<b>30,46,41,966</b>	<b>25,95,04,212</b>	<b>32,33,19,302</b>
<b>Total equity and liabilities</b>		<b>1,05,26,57,643</b>	<b>97,58,69,826</b>	<b>1,01,41,38,001</b>

The accompanying Notes form an integral part of the Financial Statements

As per our Report of even date  
For Hiren C. Sanghavi & Associates  
Chartered Accountants

(Hiren C. Sanghavi)  
Proprietor  
Membership No. 045472  
Firm Registration No.112057W

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: 29<sup>th</sup> May, 2018

Pooja Pradip Niphadkar  
Company Secretary and Compliance Officer

Mangesh Narayan Patil  
Chief Financial Officer

**Consolidated Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2018**

(in ₹)

Particulars	Note	Year ended 31 <sup>st</sup> March 2018	Year ended 31 <sup>st</sup> March 2017
<b>Income</b>			
Revenue from operations	20	1,18,02,57,957	1,22,15,03,091
Other income	21	62,51,643	2,38,45,486
<b>Total income</b>		<b>1,18,65,09,600</b>	<b>1,24,53,48,577</b>
<b>Expenses</b>			
Cost of materials consumed	22	78,84,19,681	54,33,17,211
Purchase of stock-in-trade		7,25,82,973	31,55,68,197
Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	2,51,70,605	2,25,86,697
Employee benefit expenses	24	7,65,55,728	7,35,82,122
Finance costs	25	20,90,926	21,65,957
Depreciation and amortisation expenses	2, 3 & 4	1,99,74,608	1,88,69,107
Other expenses	26	17,60,68,439	19,96,66,724
<b>Total expenses</b>		<b>1,16,08,62,960</b>	<b>1,17,57,56,015</b>
<b>Profit before exceptional items and tax</b>		<b>2,56,46,640</b>	<b>6,95,92,562</b>
Exceptional items			
<b>Profit before tax</b>		<b>2,56,46,640</b>	<b>6,95,92,562</b>
<b>Tax expense</b>			
Current tax		88,54,877	1,92,92,096
Deferred tax		(1,89,000)	(3,03,000)
Tax Expenses related to prior year		22,554	3,02,466
<b>Total tax expense</b>		<b>86,88,431</b>	<b>1,92,91,562</b>
<b>Profit for the year</b>		<b>1,69,58,209</b>	<b>5,03,01,000</b>
<b>Other Comprehensive Income</b>			
Items that will be reclassified to profit and loss			
i) Foreign currency translation gains or losses		31,33,382	(13,67,290)
ii) Income tax related to above items		(10,35,990)	4,52,000
Items that will not be reclassified to profit and loss			
i) Remeasurement gain   (loss) on defined benefit plans		(10,75,664)	(13,84,424)
ii) Deferred tax related to above items		3,55,000	4,58,000
<b>Other Comprehensive Income, net of tax</b>		<b>13,76,728</b>	<b>(18,41,714)</b>
<b>Total Comprehensive Income for the year</b>		<b>1,83,34,937</b>	<b>4,84,59,286</b>
Basic and diluted earnings ₹ per Equity share of ₹ 1 each		2.11	5.57
<b>The accompanying Notes form an integral part of the Financial Statements</b>			

**As per our Report of even date**  
**For Hiren C. Sanghavi & Associates**  
Chartered Accountants

**(Hiren C. Sanghavi)**  
Proprietor  
Membership No. 045472  
Firm Registration No.112057W

**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: 29<sup>th</sup> May, 2018

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

**Mangesh Narayan Patil**  
Chief Financial Officer

**Consolidated Statement of Changes in Equity for the year ended 31<sup>st</sup> March, 2018**

(in ₹)

A Equity Share Capital						
Particular					Note	Amount
As at 1 <sup>st</sup> April, 2016						86,89,700
Changes in Equity share capital during the year						-
As at 31 <sup>st</sup> March, 2017						86,89,700
Changes in Equity share capital during the year						-
As at 31 <sup>st</sup> March, 2018						86,89,700
B Other Equity						
Particulars	Reserves & Surplus				Other Reserve	Total Other Equity
	Capital Redemption Reserve	General Reserve	Retained Earning	Foreign Fluctuation Reserve	Other Comprehensive income	
As at 1 <sup>st</sup> April, 2016	70,00,000	27,50,00,000	36,22,00,776	3,79,28,223		68,21,28,999
Profit for the year		-	5,03,01,000			5,03,01,000
Transfer to reserve		1,00,00,000	(1,00,00,000)			-
Addition /(Deduction) to reserve				(1,97,74,755)		(1,97,74,755)
Other Comprehensive Income					(18,41,714)	(18,41,714)
Dividend paid (including dividend distribution tax)			(31,37,616)			(31,37,616)
As at 31 <sup>st</sup> March, 2017	70,00,000	28,50,00,000	39,93,64,160	1,81,53,468	(18,41,714)	70,76,75,914
Profit for the year			1,69,58,209			1,69,58,209
Transfer to reserve		50,00,000	(50,00,000)			-
Addition /(Deduction) to reserve				1,64,52,742		1,64,52,742
Other Comprehensive Income					13,76,728	13,76,728
Dividend paid (including dividend distribution tax)			(31,37,616)			(31,37,616)
As at 31 <sup>st</sup> March, 2018	70,00,000	29,00,00,000	40,81,84,753	3,46,06,210	(4,64,986)	73,93,25,977

**As per our Report of even date**  
**For Hiren C. Sanghavi & Associates**  
Chartered Accountants

**(Hiren C. Sanghavi)**  
Proprietor  
Membership No. 045472  
Firm Registration No.112057W

Place: Mumbai  
Date: 29<sup>th</sup> May, 2018

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

**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 Financial Officer

**Consolidated Cash Flow Statement for the year ended 31st March, 2018**

(in ₹)

	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
<b>A Cash flow from operating activities:</b>		
Net profit before tax and extraordinary items	<b>2,56,46,640</b>	<b>6,95,92,562</b>
<b>Adjustments for :</b>		
Other Comprehensive Income	20,57,718	(27,51,714)
Depreciation	1,99,74,608	1,88,69,107
Exchange Difference Gain / Loss	1,64,52,742	(1,97,74,755)
(Profit) / Loss on sale of fixed assets	1,13,073	(66,305)
(Profit) / Loss on sale of investments	(45,53,598)	(34,26,561)
Dividend Received	-	(6,68,281)
Provision for Diminution of Value of Investment	-	1,52,135
<b>Operating profit before working capital changes</b>	<b>5,96,91,183</b>	<b>6,19,26,189</b>
Inventories	2,74,14,033	1,28,31,145
Trade and other receivables	(15,37,19,997)	3,11,55,161
Trade and other payables	4,81,62,685	(6,26,33,214)
<b>Cash generated from operations</b>	<b>(1,84,52,097)</b>	<b>4,32,79,281</b>
Direct taxes	(1,29,25,056)	(2,00,92,068)
<b>Net cash from operating activities</b>	<b>(3,13,77,153)</b>	<b>2,31,87,213</b>
<b>B Cash flow from investing activities :</b>		
Purchase of fixed assets	(72,60,950)	(2,38,66,206)
Sale of fixed assets	50,149	14,78,001
Purchase of investments	(1,00,00,000)	(2,81,30,443)
Sale of investments	2,25,62,781	3,85,17,504
Dividend Received	-	6,68,280
<b>Net cash used in investing activity</b>	<b>53,51,980</b>	<b>(1,13,32,864)</b>
<b>C Cash flow from financing activities :</b>		
Payment of Dividend	(26,06,910)	(26,06,910)
<b>Net cash used in financing activities</b>	<b>(26,06,910)</b>	<b>(26,06,910)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(2,86,32,083)</b>	<b>92,47,439</b>
<b>Opening Cash and cash equivalents</b>	<b>8,72,62,916</b>	<b>7,80,15,477</b>
<b>Closing Cash and cash equivalents</b>	<b>5,86,30,833</b>	<b>8,72,62,916</b>

As per our Report of even date  
For **Hiren C. Sanghavi & Associates**  
Chartered Accountants

(**Hiren C. Sanghavi**)  
Proprietor  
Membership No. 045472  
Firm Registration No.112057W

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: 29<sup>th</sup> May, 2018

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

**Mangesh Narayan Patil**  
Chief Financial Officer

## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018

### NOTE : 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

#### I. GENERAL INFORMATION

Jaysynth Dyestuff (India) Limited is a public company limited by shares, incorporated and domicile in India. The Company was established in 1985 and is engaged in manufacturing of dyes, pigment and ink. Its registered office located at 301, Sumer Kendra, Pandurang Budhkar Marg, Worli, Mumbai 400 018. The manufacturing facilities are located at Taloja and Patalganga, Maharashtra. The Company is listed on Bombay Stock Exchange.

Jaysynth Dyestuff (India) Limited ('the Holding Company') and its Subsidiary (together constitute 'the Group').

#### II. BASIS OF PREPARATION

##### A. Compliance with Ind AS

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The accounting policies are applied consistently to all the periods presented in the consolidated financial statements, unless otherwise stated.

The Company has adopted all the applicable Indian Accounting Standards ('Ind AS') in accordance with Ind AS 101 – First Time Adoption of Indian Accounting Standards. The Company has transitioned from its previous IGAAP as defined in Ind AS 101 with the necessary disclosures relating to reconciliation of Shareholders equity under previous IGAAP and Ind AS and of the net profit as previous IGAAP and Total Comprehensive Income under Ind AS.

The Group combines the Financial Statements of the parent and its subsidiary companies line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting Policies of subsidiary companies have been changed where necessary to ensure consistency with the policies adopted by the Group.

##### B. Historical Cost convention

The consolidated financial statements have been prepared on a historical cost basis considering the applicable provisions of Companies Act, 2013 except the following material items that have been measured at fair value as required by relevant Ind As.

- certain financial assets and liabilities that are measured at fair value
- defined benefit plans - plan assets measured at fair value
- Any other item as specifically stated in accounting policy.

##### C. Current AND Non-current Classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

#### III. USE OF ESTIMATES AND JUDGMENTS

The estimates and judgments used in the preparation of the consolidated financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognized in the period in which the results are known/ materialized. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

#### IV. PROPERTY, PLANT AND EQUIPMENTS

For transition to Ind AS, the Company has elected to continue with the carrying value of Property, Plant and Equipment ('PPE') recognized as of 1<sup>st</sup> April, 2016 (transition date) measured as per the Previous IGAAP and use that carrying value as its deemed cost of the PPE as on the transition date.

All items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Spares parts procured along with the Plant and Equipment or subsequently individually which meets the recognition criteria of PPE are capitalized and added to the carrying amount of such items. The carrying amounts of those spare parts that are replaced are derecognized when no future economic benefits are expected from their use or upon disposal.

## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018

### A. Depreciation methods, estimated useful lives and residual value

Useful life considered for calculation of depreciation for various assets class are as follows-

ASSET CLASS	ESTIMATED USEFUL LIFE
Plant & Machinery	15 years
Electrical Installation	15 Years
Equipment	15 Years
Computer	6 Years
Equipment – Print Head	3 Years
Furniture & Fixture	10 Years
Vehicle	8 Years

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

### V. INVESTMENT PROPERTIES

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its investment property recognized as at 1<sup>st</sup> April, 2016 measured as per IGAAP as the deemed cost of investment property.

Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

### VI. INTANGIBLE ASSETS

For transition to Ind AS, the Company has elected to continue with the carrying value of intangible assets recognized as of 1<sup>st</sup> April, 2016 (transition date) measured as per the previous IGAAP and use that carrying value as its deemed cost as on the transition date.

Intangible assets acquired separately are measured on initial recognition at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Software (not being an integral part of the related hardware) acquired for internal use are treated as intangible assets.

An item of Intangible asset is derecognized on disposal or when no future economical benefits are expected from its use or disposal. Any profit or loss arising from derecognition of an intangible asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss.

### VII. CASH AND CASH EQUIVALENTS

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### VIII. INVENTORIES

Inventories are valued after providing for obsolescence as follows:

- (1) Stock of Raw materials, packing materials and stores & fuel are valued at lower of cost or net realizable value. Cost Formulae used is first in first out.
- (2) Semi-Finished Goods are valued at lower of cost or net realizable value. Cost for the purpose includes material cost and related overheads. Cost Formulae used is weighted average method.
- (3) Stock of manufactured and traded finished goods are valued at lower of cost or net realizable 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.
- (4) Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the company.

### IX. INVESTMENTS AND OTHER FINANCIAL ASSETS

#### A. Classification-

The Company classifies its financial assets in the following measurement categories:

- (1) those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.



## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018

### B. Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

### C. Income Recognition of Dividends

Dividends are recognized in the Statement of Profit and Loss only when the right to receive payment is established.

### D. Derivative financial instruments and hedge accounting

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognized in the Statement of Profit and Loss in the period when they arise.

## X. REVENUE RECOGNITION

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Sales are recognised when substantial risk and rewards of ownership are transferred to customer, in case of domestic customer, generally sales take place when goods are dispatched or delivery is handed over to transporter, in case of export customers, generally sales take place when goods are shipped onboard based on bill of lading

**Sales Return**-The Company recognises provision for sales return, based on the historical results, measured on net basis of the margin of the sale.

### A. 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 duty and other recoveries, such as insurance, transport and packing charges excluding VAT/CST/GST.

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.

## XI. EMPLOYEE BENEFITS

### A. Short term obligation

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

### B. Post-employment obligations

The Company provides the following post-employment benefits:

#### (a) Defined Benefits Plans

The cost of providing defined benefit plans such as gratuity is determined on the basis of present value of defined benefits obligation which is computed using the projected unit credit method with independent actuarial valuation made at the end of each annual reporting period, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measuring each unit separately to build up the final obligation.

The net interest cost is calculated by applying the discount rate to the net balance of defined benefit obligation and the fair value of plan asset. This cost is included in employee benefit expenses in the statement of Profit and Loss except those included in the cost of asset as permitted.

Re-measurements comprising of actuarial gain and losses arising from experience adjustments and change in actuarial assumptions, the effect of change in assets ceiling (if applicable) and the return on the plan asset (excluding net interest defined above) are recognized in Other Comprehensive Income (OCI) except those included in cost of asset as permitted in the period in which they occur. Re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlement) is recognized in the Statement of Profit and Loss except those included in cost of asset as permitted in the period in which they occur.

#### (b) Defined Contribution Plans

Payments to defined contribution retirement benefit plans, viz. Provident Fund and National Pension Fund for eligible employees are recognized as an expense when employees have rendered the service entitling them to the contribution.

## XII. FOREIGN CURRENCY TRANSLATION

### A. Functional and presentation currency

The consolidated financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.



## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018

### B. Transactions and Balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in Other Comprehensive Income.

### XIII. PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

### XIV. INCOME TAX

Income Tax expenses represent the sum of tax currently payable and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current Tax includes provision for Income Tax computed under Special provision (i.e. Minimum alternate tax) or normal provision of Income Tax Act. Tax on Income for the Current year is determined on the basis of the estimated taxable income and tax credit computed in accordance with the provisions of the relevant tax laws and based on expected outcome of assessment/apples.

Deferred tax is recognized on the temporary differences between the carrying amounts of the assets and liabilities in the balance sheet and corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences, unabsorbed losses and unabsorbed depreciation to the extent that it is probable that future taxable profit will be available against which those deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from initial reorganization of assets and liabilities in the transaction that effect neither taxable profit nor accounting profit.

Deferred tax asset and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rate (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

Minimum Alternate Tax credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

### XV. FAIR VALUE MEASUREMENT

The company measures financial instruments such as derivatives and equity instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumptions that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

### XVI. EARNING 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.

### XVII. STATEMENT OF CASH FLOW AND CASH AND CASH EQUIVALENTS

Statement of cash flow is prepared in accordance with the indirect method prescribed in the relevant Ind AS. For the purpose of presentation in the Statement of the Cash Flow, Cash and Cash Equivalents includes cash on hand, cheques and drafts on hand, deposit held with banks, other short term, highly liquid investments with the original maturities of three month or less.

### XVIII. PROPOSED DIVIDEND

The Dividend recommended by the Board of Directors is 15% on equity share which is pending for approval at the 33<sup>rd</sup> Annual General Meeting.

## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018

### Note : 2 Property, plant and equipment

Particulars	Plant & Machinery	Electrical Installation	Furnitures & Fixtures	Vehicles	Equipments	Computers	Total	Capital Work-in-progress
<b>Gross carrying amount</b>								
<b>Deemed cost as at 1<sup>st</sup> April, 2016</b>	5,52,16,026	11,71,193	38,30,014	1,29,97,508	3,76,71,095	1,23,64,060	12,32,49,896	5,44,202
Additions	49,62,031		5,28,899	42,59,359	50,50,772	37,69,606	1,85,70,667	56,20,267
Disposal	-			56,69,776		7,90,177	64,59,953	5,44,202
<b>Balance at 31<sup>st</sup> March, 2017</b>	<b>6,01,78,057</b>	<b>11,71,193</b>	<b>43,58,913</b>	<b>1,15,87,091</b>	<b>4,27,21,867</b>	<b>1,53,43,489</b>	<b>13,53,60,610</b>	<b>56,20,267</b>
Additions	15,97,052			9,20,520	60,28,710	40,96,610	1,26,42,892	
Disposal				4,19,369	2,25,000		6,44,369	56,20,267
<b>Balance at 31<sup>st</sup> March, 2018</b>	<b>6,17,75,109</b>	<b>11,71,193</b>	<b>43,58,913</b>	<b>1,20,88,242</b>	<b>4,85,25,577</b>	<b>1,94,40,099</b>	<b>14,73,59,133</b>	<b>-</b>
<b>Accumulated depreciation</b>								
Depreciation for the year	57,42,703	1,30,853	7,01,356	33,38,315	38,88,297	38,54,446	1,76,55,970	
Disposal				47,95,853		2,52,404	50,48,257	
<b>Balance at 31<sup>st</sup> March, 2017</b>	<b>57,42,703</b>	<b>1,30,853</b>	<b>7,01,356</b>	<b>(14,57,538)</b>	<b>38,88,297</b>	<b>36,02,042</b>	<b>1,26,07,713</b>	<b>-</b>
Depreciation for the year	57,77,962	1,30,853	6,82,263	26,79,873	44,04,249	50,59,682	1,87,34,882	
Disposal				3,93,700	87,447		4,81,147	
<b>Balance at 31<sup>st</sup> March, 2018</b>	<b>1,15,20,665</b>	<b>2,61,706</b>	<b>13,83,619</b>	<b>8,28,635</b>	<b>82,05,099</b>	<b>86,61,724</b>	<b>3,08,61,448</b>	<b>-</b>
<b>Net Carrying Amount</b>								
As at 31 <sup>st</sup> March, 2017	5,44,35,354	10,40,340	36,57,557	1,30,44,629	3,88,33,570	1,17,41,447	12,27,52,897	56,20,267
<b>As at 31<sup>st</sup> March, 2018</b>	<b>5,02,54,444</b>	<b>9,09,487</b>	<b>29,75,294</b>	<b>1,12,59,607</b>	<b>4,03,20,478</b>	<b>1,07,78,375</b>	<b>11,64,97,685</b>	<b>-</b>

### Notes : 1 Property, plant and equipment - Gross amount as at 1<sup>st</sup> April, 2016 as per IGAAP

Particulars	Plant & Machinery	Electrical Installation	Furnitures & Fixtures	Vehicles	Equipments	Computers	Total	Capital Work-in-progress
<b>Gross amount as at 1<sup>st</sup> April, 2016</b>	7,80,44,712	17,33,945	67,95,756	2,30,39,323	5,25,47,536	2,30,52,300	16,21,61,272	5,44,202
Depreciation	2,28,28,686	5,62,752	29,65,742	1,00,41,815	1,48,76,441	1,06,88,240	5,12,75,436	-
<b>Net Carrying amount as at 1<sup>st</sup> April, 2016</b>	<b>5,52,16,026</b>	<b>11,71,193</b>	<b>38,30,014</b>	<b>1,29,97,508</b>	<b>3,76,71,095</b>	<b>1,23,64,060</b>	<b>11,08,85,836</b>	<b>5,44,202</b>

## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018

(in ₹)

### Note : 3 Investment property

Particular	Building
Deemed cost as at 1 <sup>st</sup> april, 2016	1,23,32,339
Addition	-
<b>Balance as at 31<sup>st</sup> March, 2017</b>	<b>1,23,32,339</b>
Addition	-
<b>Balance as at 31<sup>st</sup> March, 2018</b>	<b>1,23,32,339</b>
Accumulated amortisation	
Amortisation for the year	6,55,085
<b>Balance as at 31<sup>st</sup> March, 2017</b>	<b>6,55,085</b>
Amortisation for the year	6,55,085
<b>Balance as at 31<sup>st</sup> March, 2018</b>	<b>13,10,170</b>
<b>Net Carrying amount</b>	
As at 1 <sup>st</sup> April, 2016	1,23,32,339
As at 31 <sup>st</sup> March, 2017	1,16,77,254
<b>As at 31<sup>st</sup> March, 2018</b>	<b>1,10,22,169</b>

### Note 3.1 Income recognised from investment property in profit and loss

	As at 31.3.2018	As at 31.3.2017	As at 1.4.2016
Rental Income	3,60,000	-	-
Direct operating expense from property	-	-	-
Profit from investment property before depreciation	3,60,000	-	-
Depreciation	7,711	-	-
Profit from investment property	3,52,289	-	-

### Note : 4 Intangible assets

Particular	Computer Software
Deemed cost as at 1 <sup>st</sup> april, 2016	4,63,72,517
Addition	2,19,474
<b>Balance as at 31<sup>st</sup> March, 2017</b>	<b>4,65,91,991</b>
Addition	2,38,325
<b>Balance as at 31<sup>st</sup> March, 2018</b>	<b>4,68,30,316</b>
Accumulated amortisation	
Amortisation for the year	5,58,052
<b>Balance as at 31<sup>st</sup> March, 2017</b>	<b>5,58,052</b>
Amortisation for the year	5,84,641
<b>Balance as at 31<sup>st</sup> March, 2018</b>	<b>11,42,693</b>
<b>Net Carrying amount</b>	
As at 1 <sup>st</sup> April, 2016	4,63,72,517
As at 31 <sup>st</sup> March, 2017	4,60,33,939
<b>As at 31<sup>st</sup> March, 2018</b>	<b>4,56,87,623</b>

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018**

(in ₹)

	As at 31.3.2018	As at 31.3.2017	As at 1.4.2016
<b>Note : 5 Investment</b>			
<b>Non-current</b>			
i) Investment in equity instruments of other company measured at FVOCI 10 equity shares of Rs 1000/- each of Antophill Warehousing Co. Ltd	10,000	10,000	10,000
	<b>10,000</b>	<b>10,000</b>	<b>10,000</b>
<b>Current</b>			
ii) Investment in Equity Shares of Companies (Quoted - Fully paid - up)			
Coal India Ltd. (1400 shares)	-	3,43,000	3,43,000
Reliance Power Limited (654 share)	-	31,915	1,84,050
iii) Investment in Mutual Fund (Quoted)			
HDFC FMP 1846 D August 2013 (1) (500,000 unit)	74,42,500	70,14,700	64,75,200
SBI Dynamic Bond -Regular Plan- Growth		-	75,00,000
Templeton India Short Term Income Plan-Growth (3368 units)	-	80,62,068	80,62,068
	<b>74,42,500</b>	<b>1,54,51,683</b>	<b>2,25,64,318</b>
	<b>74,52,500</b>	<b>1,54,61,683</b>	<b>2,25,74,318</b>
<b>Note : 6 Loan</b>			
<b>Current</b>			
<b>Unsecured, Considered Good unless otherwise stated</b>			
Loan to employees	38,23,656	11,03,156	11,81,947
	<b>38,23,656</b>	<b>11,03,156</b>	<b>11,81,947</b>
<b>Note : 7 Other financial assets</b>			
<b>Non-current</b>			
<b>Unsecured, Considered Good unless otherwise stated</b>			
Security deposits for utilities and premises	63,68,969	86,43,275	1,15,94,041
FDR with Kotak Bank	-	65,00,000	65,00,000
	<b>63,68,969</b>	<b>1,51,43,275</b>	<b>1,80,94,041</b>
<b>Current</b>			
<b>Unsecured, Considered Good unless otherwise stated</b>			
Interest accrued on deposit	5,81,665	25,84,993	32,45,851
Export incentives receivable	53,06,584	47,43,862	63,39,048
Other Receivables - Derivative financial assets – foreign exchange forward contracts	(5,76,837)	18,10,183	19,01,529
	<b>53,11,412</b>	<b>91,39,038</b>	<b>1,14,86,428</b>
	<b>1,16,80,381</b>	<b>2,42,82,314</b>	<b>2,95,80,468</b>

## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018

(in ₹)

	As at 31.3.2018	As at 31.3.2017	As at 1.4.2016
<b>Note : 8 Other assets</b>			
<b>Non-current</b>			
<b>Unsecured, Considered Good unless otherwise stated</b>			
Security Deposit	1,40,500	1,49,500	1,29,500
	<b>1,40,500</b>	<b>1,49,500</b>	<b>1,29,500</b>
<b>Current</b>			
<b>Unsecured, Considered Good unless otherwise stated</b>			
Advance Recoverable in cash or in kind or for value to be considered good	29,71,153	60,62,393	50,21,666
Advance Income Tax/Refund Receivable	2,07,123	2,07,123	2,09,198
Prepaid Expenses	20,57,137	25,21,769	13,04,524
<b>Balances with government authorities</b>			
Deposit with Excise & Cenvat credit receivable	9,24,468	2,24,94,629	3,26,66,901
Excise Duty Refund Receivable	3,50,48,301	5,29,45,682	6,18,58,827
VAT Credit receivable	58,11,272	2,83,74,608	1,97,06,094
Service Tax Credit receivable	26,76,338	81,48,333	65,40,011
GST Credit receivable	10,48,39,722	-	-
	<b>15,45,35,514</b>	<b>12,07,54,537</b>	<b>12,73,07,221</b>
	<b>15,46,76,014</b>	<b>12,09,04,037</b>	<b>12,74,36,721</b>

<b>Note : 9 Inventories</b>			
<b>Valued at Cost or Net Realisable value whichever is lower</b>			
Raw Material	9,38,71,307	7,97,72,832	7,26,67,775
Work-in-Progress	2,31,02,412	1,32,99,328	1,18,11,753
Finished Goods (Other than those acquired for Trading)	6,53,16,009	8,67,78,720	10,63,93,688
Goods in transit	-	-	-
Stock in Trade (acquired for Trading)	3,18,36,475	5,58,56,278	6,03,15,582
Goods in transit	-	-	-
Packing materials	11,05,019	17,03,125	17,43,018
Fuel	52,592	45,138	42,232
Stores & Spares	1,45,36,142	1,97,78,568	1,70,91,086
	<b>22,98,19,956</b>	<b>25,72,33,989</b>	<b>27,00,65,134</b>

<b>Note : 10 Trade receivables</b>			
<b>Unsecured, considered good</b>			
i) Trade receivable	38,94,56,040	28,35,37,374	27,52,12,684
ii) Related parties	2,39,10,788	-	2,75,72,297
	<b>41,33,66,828</b>	<b>28,35,37,374</b>	<b>30,27,84,981</b>

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018**

(in ₹)

	As at 31.3.2018	As at 31.3.2017	As at 1.4.2016
<b>Note : 11 Cash and cash equivalents</b>			
i) Balances with banks			
- in current account	3,63,03,669	5,74,88,890	3,62,59,789
- in EEFC account	33,07,088	64,76,222	19,13,495
ii) Cash on hand	1,93,539	1,05,782	1,50,496
	<b>3,98,04,296</b>	<b>6,40,70,894</b>	<b>3,83,23,780</b>
<b>Note : 12 Bank balances other than cash and cash equivalents above</b>			
Short-term bank deposit with maturity between 3 to 12 months	1,88,26,535	2,31,92,023	3,96,91,697
	<b>1,88,26,535</b>	<b>2,31,92,023</b>	<b>3,96,91,697</b>

**Note : 13 Equity share capital**

Particulars	As at 31.3.2018		As at 31.3.2017		As at 31.3.2016	
	Number of Shares	₹	Number of Shares	₹	Number of Shares	₹
<b><u>AUTHORIZED CAPITAL</u></b>						
Equity shares of ₹ 1/- each	11,00,00,000	11,00,00,000	11,00,00,000	11,00,00,000	11,00,00,000	11,00,00,000
5% Non Convertible Non Cumulative Preference shares of ₹ 10/- each	7,00,000	70,00,000	7,00,000	70,00,000	7,00,000	70,00,000
Unclassified shares of ₹ 10/- each	43,00,000	4,30,00,000	43,00,000	4,30,00,000	43,00,000	4,30,00,000
		<b>16,00,00,000</b>		<b>16,00,00,000</b>		<b>16,00,00,000</b>
<b><u>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</u></b>						
Equity shares of ₹ 1/- each, fully paid up	86,89,700	86,89,700	86,89,700	86,89,700	86,89,700	86,89,700
<b>Total</b>		<b>86,89,700</b>		<b>86,89,700</b>		<b>86,89,700</b>

**A) Reconciliation of the number of shares and the amount outstanding at the beginning and at the end of 31.3.2018**

Particulars	Opening balance	Redemption	Closing Balance
Equity shares of ₹ 1/- each			
<b>Year ended 31.3.2018</b>			
Number of shares	86,89,700	-	86,89,700
Amount (₹)	86,89,700	-	86,89,700
<b>Year ended 31.3.2017</b>			
Number of shares	86,89,700	-	86,89,700
Amount (₹)	86,89,700	-	86,89,700
<b>As at 1.4.2016</b>			
Number of shares	86,89,700	-	86,89,700
Amount (₹)	86,89,700	-	86,89,700

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018**

(in ₹)

**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 31.3.2018		As at 31.3.2017		As at 31.3.2016	
	Number of Shares	% Holding	Number of Shares	% Holding	Number of Shares	% Holding
Jayshree S Kothari	-	-	-	-	26,63,595	30.65
Parag S Kothari	32,62,565	37.55	32,62,565	37.55	19,21,734	22.12
Nikhil S Kothari	21,72,704	25.00	21,72,704	25.00	8,31,874	9.57

	As at 31.3.2018	As at 31.3.2017	As at 1.4.2016
<b>Note : 14 Other equity</b>			
<u>Capital Redemption Reserve</u>			
Opening balance	70,00,000	70,00,000	70,00,000
	70,00,000	70,00,000	70,00,000
<u>General Reserve</u>			
Opening balance	28,50,00,000	27,50,00,000	27,50,00,000
Add : Transfer from profit and loss	50,00,000	1,00,00,000	-
	29,00,00,000	28,50,00,000	27,50,00,000
<u>Retained Earning</u>			
Opening balance	39,93,64,160	36,22,00,776	36,22,00,776
Add : Profit for the year	1,69,58,209	5,03,01,000	-
Add: Share in Post acquisition profit			
	41,63,22,369	41,25,01,776	36,22,00,776
Less Transferred to General Reserve	50,00,000	1,00,00,000	-
Less Dividend Paid	26,06,910	26,06,910	-
Less Tax on dividend Paid	5,30,706	5,30,706	-
	40,81,84,753	39,93,64,160	36,22,00,776
<u>Foreign Fluctuation Reserve</u>			
Opening Balance	1,81,53,468	3,79,28,223	3,79,28,223
Add : Addition/ (Deduction) to Exchange Fluctuation	1,64,52,742	(1,97,74,755)	-
	3,46,06,210	1,81,53,468	3,79,28,223
<u>Other Comprehensive Income</u>			
Opening Balance	(18,41,714)	-	-
Addition During the Year	13,76,728	(18,41,714)	-
	(4,64,986)	(18,41,714)	-
	<b>73,93,25,977</b>	<b>70,76,75,914</b>	<b>68,21,28,999</b>

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018**

(in ₹)

	As at 31.3.2018	As at 31.3.2017	As at 1.4.2016
<b>Note : 15 Provision</b>			
<b>Non-current</b>			
<u>Provision For Employee Benefits</u>			
Provision for leave encashment	29,16,200	23,20,845	20,60,388
Provision for gratuity	61,75,809	56,95,500	45,71,533
	<b>90,92,009</b>	<b>80,16,345</b>	<b>66,31,921</b>
<b>Current</b>			
<u>Others</u>			
Provision for Diminution of Value of Investment	-	(1,52,135)	-
Provision for Taxation (Net of Advance Tax & TDS)	10,64,601	35,45,531	39,66,406
	<b>10,64,601</b>	<b>33,93,396</b>	<b>39,66,406</b>
	<b>1,01,56,610</b>	<b>1,14,09,741</b>	<b>1,05,98,327</b>
<b>Note : 16 Deferred tax liabilities(net)</b>			
<u>Deferred Tax Liability</u>			
Related to Fixed Assets and other	1,93,95,000	1,99,39,000	2,07,00,000
	<b>1,93,95,000</b>	<b>1,99,39,000</b>	<b>2,07,00,000</b>
<b>Note : 17 Trade payable</b>			
Trade Payables	21,64,58,804	16,10,01,902	21,77,35,867
	<b>21,64,58,804</b>	<b>16,10,01,902</b>	<b>21,77,35,867</b>
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.			
<b>Note : 18 Other financial liabilities</b>			
Outstanding expenses	2,28,47,741	1,85,89,831	2,31,49,827
Deposit From Agents	2,46,934	2,30,349	2,30,349
	<b>2,30,94,675</b>	<b>1,88,20,180</b>	<b>2,33,80,176</b>
<b>Note : 19 Other current liabilities</b>			
Statutory Dues	17,49,499	1,31,50,895	1,70,47,724
Advance From Customers & Others	2,77,88,526	2,93,65,704	2,86,31,089
Employee Liabilities Payable	59,98,852	58,16,790	52,26,119
	<b>3,55,36,877</b>	<b>4,83,33,389</b>	<b>5,09,04,932</b>



**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018**

	(in ₹)	
	<b>31.3.2018</b>	<b>31.3.2017</b>
<b>Note : 20 Revenue from Operation</b>		
Sale of products (refer note 20.1 below)	1,16,81,53,729	1,24,78,79,329
Other Operating revenues (refer note 20.2 below)	2,42,86,105	2,94,65,007
	1,19,24,39,834	1,27,73,44,336
Less : Excise Duty	1,21,81,877	5,58,41,245
	<b>1,18,02,57,957</b>	<b>1,22,15,03,091</b>
 Note 20.1 <u>Sale of Products</u>		
Manufactured Goods	89,53,80,857	72,36,63,101
Traded Goods	27,27,72,872	52,42,16,228
	1,16,81,53,729	1,24,78,79,329
 Note: 20.2 <u>Other Operating revenues</u>		
Sale of Scrap	98,430	92,300
Export incentives	2,41,87,675	2,93,72,707
	2,42,86,105	2,94,65,007
 <b>Note : 21 Other income</b>		
Interest earned (refer note 21.1 below)	28,05,622	43,74,036
Dividend received	-	6,68,280
Net Gain on Foreign Currency transactions & translation	(16,14,250)	1,50,46,352
Profit/(loss) on sale of assets(net)	(1,13,073)	66,305
Profit/(Loss) on sale of shares & investments	45,53,598	34,26,561
Rent Received	3,60,000	-
Other Income	2,59,746	2,63,952
	<b>62,51,643</b>	<b>2,38,45,486</b>
 Note: 21.1 <u>Interest income comprises :</u>		
Interest from Bank on deposits	17,41,488	33,60,764
Interest on overdue trade receivables	10,64,134	10,13,272
	28,05,622	43,74,036
 <b>Note : 22 Cost of material consumed</b>		
Raw materials and packing materials consumed		
Stocks at commencement	8,14,75,957	7,44,10,793
Add: Purchases	80,19,20,050	55,03,82,375
	88,33,96,007	62,47,93,168
Less : Closing Stock	9,49,76,326	8,14,75,957
	<b>78,84,19,681</b>	<b>54,33,17,211</b>

Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018

	(in ₹)	
	31.3.2018	31.3.2017
<b>Note : 23 Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</b>		
<u>Inventories at the end of the year</u>		
Finished Goods	6,53,16,009	8,67,78,720
Stock-in-trade	3,18,36,475	5,58,56,278
Work In Progress	2,31,02,412	1,32,99,328
Reversal of Excise Duty on Finished Goods	1,05,08,825	
	<b>13,07,63,721</b>	<b>15,59,34,326</b>
<u>Inventories at the beginning of the year</u>		
Finished Goods	8,67,78,720	10,63,93,688
Stock-in-trade	5,58,56,278	6,03,15,582
Work In Progress	1,32,99,328	1,18,11,753
	<b>15,59,34,326</b>	<b>17,85,21,023</b>
<b>Net (increase) / decrease</b>	<b>2,51,70,605</b>	<b>2,25,86,697</b>

<b>Note : 24 Employee Benefit Expenses</b>		
Salaries & wages	6,84,79,539	6,60,99,883
Contribution to provident & other funds	33,92,435	30,12,524
Staff welfare expenses	46,83,754	44,69,715
	<b>7,65,55,728</b>	<b>7,35,82,122</b>

**Note 24.1 Defined Benefit Plans - as per actuarial valuation**

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	31.3.2018	31.3.2017	31.3.2018	31.3.2017
<b>Expenses recognised in the statement of Profit &amp; Loss</b>				
Current service cost	7,40,361	7,56,008	4,42,772	3,70,940
Interest cost	4,41,401	3,42,865	1,79,865	1,54,529
Expected return on plan assets	(5,91,356)	(5,31,175)	-	-
Net actuarial (gain)/loss recognised in the year	16,365	8,202	5,97,297	1,70,284
Past service cost	-	-	-	-
Expenses recognised in the statement of Profit & Loss	6,06,771	5,75,900	12,19,934	6,95,753
<b>Actual return on plan assets</b>				
Expected return on plan assets	5,91,356	5,31,175	-	-
Actuarial gain (loss) plan assets	(2,17,973)	2,55,632	-	-
Actual return on plan assets	3,73,383	7,86,807	-	-
<b>Balance Sheet Recognition</b>				
Present value of obligation	61,75,809	56,95,500	29,16,200	23,20,845
Fair value of plan assets	75,03,934	76,30,396	-	-
Liability (assets)	(13,28,125)	(19,34,896)	29,16,200	23,20,845
Unrecognised past service cost	-	-	-	-
Liability (asset) recognised in the Balance Sheet	13,28,125	19,34,896	29,16,200	23,20,845

## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	31.3.2018	31.3.2017	31.3.2018	31.3.2017
<b>Changes in the present value of the obligation</b>				
Present value of obligation as on 31 <sup>st</sup> March 2017	56,95,500	45,71,533	23,20,845	20,60,388
Interest cost	4,41,401	3,42,865	1,79,865	1,54,529
Current service cost	7,40,361	7,56,008	4,42,772	3,70,940
Past service cost	-	-	-	-
Benefits paid	(4,99,845)	(2,38,740)	(6,24,579)	(4,35,296)
Actuarial (gain) loss on obligation	(2,01,608)	2,63,834	5,97,297	1,70,284
Present value of obligation as on 31 <sup>st</sup> March 2018	61,75,809	56,95,500	29,16,200	23,20,845
<b>Changes in the Fair Value of the Assets</b>				
Fair value of plan Assets as on 31 <sup>st</sup> March 2017	76,30,396	70,82,329	-	-
Actual Return on plan assets	3,73,383	7,86,807	-	-
Contributions	-	-	-	-
Benefits paid	(4,99,845)	(2,38,740)	-	-
Fair value of plan assets as on 31 <sup>st</sup> March 2018	75,03,934	76,30,396	-	-
Total actuarial gain (loss) recognised during the year	16,365	8,202	-	-
<b>Actuarial Assumptions</b>				
Discount rate	7.75% p.a.	8.00% p.a.	7.75% p.a.	8.00% p.a.
Expected return on plan assets	7.75% p.a.	8.00% p.a.	N/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	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
			<b>31.3.2018</b>	<b>31.3.2017</b>
<b>Note : 25 Financial Cost</b>				
Interest Expense			24,026	2,04,427
Other Borrowing costs			20,66,900	19,61,530
			<b>20,90,926</b>	<b>21,65,957</b>
<b>Note : 26 Other expenses</b>				
Consumption of Stores and spare parts			2,18,80,738	3,24,79,718
Contract labour			1,40,17,694	1,21,35,571
Power, fuel and water			51,38,108	50,82,780
Repair & Maintenance - Plant & Machinery			9,26,275	12,88,937
Repair & Maintenance - Others			36,12,312	54,31,200
Repair & Maintenance - Building			1,66,001	4,47,596
Other Manufacturing Expenses			2,80,470	5,71,150
Auditors Remuneration			4,90,000	4,75,000
Advertisement & Sales Promotion Expenses			25,23,840	57,84,279
Bad Debts			45,456	-
Commission charges			1,67,58,992	2,49,15,399

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018**

	31.3.2018	31.3.2017
Communication Expenses	49,14,513	45,47,280
Donation	58,100	-
Expenditure towards Corporate Social Responsibility	15,00,000	18,75,000
Freight, transport and distribution expenses	2,42,44,573	2,55,70,923
Insurance Expenses	29,56,106	32,07,111
Miscellaneous expenses	67,19,274	74,06,868
Professional Charges	72,10,560	80,70,109
Printing & Stationery Expenses	2,24,195	2,63,841
Discounts (net)	1,55,85,531	1,53,37,969
Rent	1,70,54,403	1,80,35,318
Rates & Taxes	1,01,62,289	95,75,348
Travelling, Conveyance & Vehicle Expenses (Including Foreign Travelling)	1,11,06,683	1,15,84,033
Loss due to fraudulent transaction	27,57,122	-
Security Charges	28,25,656	23,33,346
Electricity Charges	29,09,548	32,47,948
	<b>17,60,68,439</b>	<b>19,96,66,724</b>

**Note 26.1 Expenditure In Foreign Currency**

Commission	10,19,752	25,99,566
Foreign Travelling Expenses	18,86,469	18,27,748
Others	6,94,863	6,66,905

**Note 26.2**

During the year the fraud transaction against the subsidiary company amounting to Rs. 27,57,122, on account of payment made towards fraud committed by unknown external party, has been accounted for and the same has been shown separately in Profit & Loss A/c.

**Note 26.3 Corporate Social Responsibility**

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.

**Particulars**

	31.3.2018	31.3.2017
a) Gross amount required to be spent by the company during the year	14,43,701	18,38,296
b) Amount spent during the year (in cash)		
(i) Construction / acquisition of any asset		
(ii) On purposes other than (i) above	15,00,000	18,75,000
c) Amount unspent during the year (yet to be paid)		-

**Note : 27 Earnings Per Share (EPS)**

Profit attributable to the Shareholder (Rs. in Lakhs)	1,83,34,937	4,84,59,286
No. of Equity Shares	86,89,700	86,89,700
Nominal Value of Equity Shares (₹)	1	1
Earnings per share - Basic & Diluted (₹)	2.11	5.57

**Note : 28 Segment Information****Note 28.1 Primary Segments :**

The company has identified Organic Colorants as the only primary reportable segment. In view of the interwoven / intermix nature business and manufacturing facility other segmental information is not ascertainable.

**Note 28.2 Geographical Segments :**

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

	31.3.2018	31.3.2017
i) Domestic	49,30,02,249	51,60,80,705
ii) Export	67,51,51,480	73,17,98,624
	<b>1,16,81,53,729</b>	<b>1,24,78,79,329</b>

## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018

		31.3.2018	31.3.2017
<b>Note : 29 Earning in Foreign Currency</b>			
i )	FOB value of exports (CIF less insurance & freight)	75,03,39,027	71,39,20,477
<b>Note : 30 Related Parties Disclosure</b>			
<b>a) Name of related party and nature of relationship</b>			
<b>No.</b>	<b>Name of the Related Party</b>	<b>Description of relationship</b>	
1	Jaysynth Impex Limited	Company under same Management	
2	Jay Instruments and Systems Pvt Ltd		
3	JD Orgochem Ltd		
4	Trichromy Enterprises Pvt. Ltd.	Director are Shareholder in Company	
5	Jaysynth Polychem Pvt. Ltd.		
6	Jay Chemi Colour Industries	Proprietor Is relative of Directors	
7	R. P.Trading Co.	Partnership Firm In Which Some of The Directors are Partners	
8	Key Management Personnel of the Company		
	1. Parag Shradchandra Kothari	Chairman and Managing Director	
	2. Mangesh Narayan Patil	Chief Financial Officer	
	3. Pooja Pradip Niphadkar	Company Secretary and Compliance Officer	
		31.3.2018	31.3.2017
<b>b) Transaction with Company under same Management</b>			
<b>Sales</b>			
- Jaysynth Impex Limited		1,75,54,107	2,50,46,047
<b>Purchases</b>			
- Jaysynth Impex Limited		65,32,900	70,75,697
- Jay Instruments & Systems Pvt Ltd		37,608	10,14,000
<b>Rent</b>			
- J D Orgochem Ltd.		6,19,080	12,68,172
<b>Expenses</b>			
<b>Paid by Company</b>			
- Jaysynth Impex Limited		3,38,077	4,053
<b>Reimbursement by Company</b>			
- Jaysynth Impex Limited		2,50,508	87,176
<b>Closing Balance</b>			
<b>Receivable</b>			
- Jaysynth Impex Limited		17,36,435	-
<b>c) Transaction with company where Director are Shareholder in Company</b>			
<b>Rent</b>			
- Trichomy Enterprises Pvt. Ltd.		1,25,74,359	1,23,24,123

## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018

Expenses	31.3.2018	31.3.2017
<b>Reimbursement by Company</b>		
- Trichomy Enterprises Pvt. Ltd.	19,18,633	25,94,645
- Jaysynth Polychem Pvt. Ltd.	42,535	-
<b>Closing Balance</b>		
<b>Payable</b>		
- Trichomy Enterprises Pvt. Ltd.	23,99,345	3,92,124
<b>d) Transaction with Company where Proprietor Is Relative Of Directors</b>		
<b>Rent</b>	26,02,950	25,51,150
<b>e) Transaction with Partnership Firm In Which Some Of The Directors Are Partners</b>		
<b>Expenses</b>		
<b>Reimbursement by Company</b>	20,00,000	1,200
<b>f) Managerial Remuneration</b>		
- Parag Kothari	24,66,866	25,90,667
<b>g) Terms and Condition of Transaction with Related Party</b>		

The Transaction with related parties are made on terms equivalents to those that prevail in arm's length transactions. Outstanding balance at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31<sup>st</sup> March, 2018, the company has not recorded any impairment of receivables related to amount owned by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

### Note : 31.1 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.

		31.03.2018	31.03.2017
In respect of highly probable forecasted sales / collections			
Foreign exchange forward contracts with periodical maturity dates upto July 2018	USD	\$ 15,15,000	\$ 8,70,000
	INR	₹ 9,84,75,600	₹ 5,84,29,800
Unhedged foreign currency exposure as at the balance sheet date is as given below (₹)			
Balance with banks - In Current Account	INR	33,07,088	64,76,222
Receivables	INR	21,02,82,976	11,11,55,871
Trade payable and payable for capital goods	INR	45,94,491	28,49,360
Advance from Customer	INR	2,61,932	1,51,19,142

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

**Note : 31.2** 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 Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018

**Note : 31.3** Balance of loans & advances, sundry debtors, sundry creditors & deposits are subject to adjustments, reconciliation and confirmation by the parties.

**Note 31.4** Bank certificates are obtained for bank balances, but wherever bank certificates could not be obtained we have relied on bank statements.

### **Note 32 : Contingent liabilities not provided for :**

Claims not acknowledgement as debts

- i) Disputed Service Tax demand pending before Central Excise and Service Tax Appellate Tribunal, Mumbai West Zone amounting to Rs. 14.56 Lakhs for the year 2005-06 to 2009-10.
- ii) Disputed Service Tax demand pending before Central Excise and Service Tax Appellate Tribunal, Mumbai West Zone amounting to Rs. 7.18 Lakhs for the year 2010-11 to 2015-16.
- iii) Disputed CENVAT Credit pending before Central Excise and Service Tax Appellate Tribunal, Mumbai West Zone amounting to Rs. 15.37 Lakhs for the year 2008-09 and 2009-10.

**Note : 33** Previous year's figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

### **Note : 34 First- time Adoption of Ind AS**

These are the Company's first financial statements prepared in accordance with Ind AS.

The Company has adopted Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs with effect from 1st April, 2016, with a transition date of 1st April, 2016. Ind AS 101-First-time Adoption of Indian Accounting Standards requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements which is for the year ended 31st March, 2017 for the company, be applied retrospectively and consistently for all financial years presented. Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous IGAAP have been recognized directly in equity (retained earnings or another appropriate category of equity).

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous IGAAP to Ind AS.

#### **I. Optional Exemptions availed**

##### **A. Deemed Cost**

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the Financial Statements as at the date of transition to Ind AS, measured under IGAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for for intangible assets covered by Ind AS 38 'Intangible assets' and Investment properties covered by Ind AS 40 'Investment properties'. Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets and investment properties under IGAAP carrying value.

##### **B. Designation of previously recognised financial instruments**

Ind AS 101 allows an entity to designate investments in equity instruments at FVTPL on the basis of the facts and circumstances at the date of transition to Ind AS. The Company has elected to apply this exemption for its investment in Equity shares of companies other than long term foreign currency monetary items.

#### **II. Applicable Mandatory Exceptions**

##### **A. Estimates**

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous IGAAP (after adjustments to reflect any difference in accounting policies). Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous IGAAP. The company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous IGAAP:

- Investment in equity instruments carried at FVPL or FVOCI;
- Impairment of financial assets based on expected credit loss model.

## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018

### B. Classification and measurement of financial assets

As required under Ind AS 101 the company has assessed the classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

### III. Transition to Ind AS – Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous IGAAP to Ind AS as required under Ind AS 101:

#### I. Reconciliation of Balance Sheet as at 1<sup>st</sup> April, 2016

	Notes to first time adoption	Regrouped Previous GAAP	Ind AS Adjustment	Ind AS
<b>A ASSETS</b>				
<b>1) Non-current asset</b>				
a) Property, plant & equipment		123,249,896		123,249,896
b) Capital work-in-progress		544,202		544,202
c) Investment properties	B	12,332,339		12,332,339
d) Intangible asset		46,372,517		46,372,517
e) Financial assets		-		-
i) Investment		10,000		10,000
ii) Loan		-		-
iii) Other financial asset	D	18,142,346	(48,304)	18,094,042
f) Other Non-current assets		129,500		129,500
<b>Total non-current assets</b>		<b>200,780,800</b>	<b>-48,304</b>	<b>200,732,496</b>
<b>2) Current assets</b>				
a) Inventories		270,065,134		270,065,134
b) Financial assets				
i) Investment	A	21,089,118	1,475,200	22,564,318
ii) Trade receivables		302,784,981		302,784,981
iii) Cash and cash equivalents		38,323,780		38,323,780
iv) Bank balances other than cash and cash equivalents above		39,691,697		39,691,697
v) Loans		1,181,947		1,181,947
vi) Other financial assets		11,486,428		11,486,428
c) Other current assets	D	127,262,796	44,425	127,307,221
<b>Total current assets</b>		<b>811,885,880</b>	<b>1,519,625</b>	<b>813,405,505</b>
<b>Total assets</b>		<b>1,012,666,680</b>	<b>1,471,321</b>	<b>1,014,138,001</b>
<b>B EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
a) Equity share capital		8,689,700		8,689,700
b) Other Equity	F	677,520,062	4,608,937	682,128,999
<b>Total equity</b>		<b>686,209,762</b>	<b>4,608,937</b>	<b>690,818,699</b>
<b>Liabilities</b>				
<b>1) Non-current Liabilities</b>				
a) Financial liabilities				
i) Borrowings				
ii) Other financial liabilities				
b) Provisions		6,631,921		6,631,921
c) Deferred tax liabilities (net)		20,700,000		20,700,000
<b>Total non-current liabilities</b>		<b>27,331,921</b>	<b>-</b>	<b>27,331,921</b>



## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2018

	Notes to first time adoption	Regrouped Previous GAAP	Ind AS Adjustment	Ind AS
<b>2) Current liabilities</b>				
a) Financial liabilities				
i) Borrowings				
ii) Trade payable		217,735,868		217,735,868
iii) Other financial liabilities		23,380,176		23,380,176
b) Other current liabilities		50,904,932		50,904,932
c) Provisions		7,104,022	(3,137,616)	3,966,406
<b>Total current liabilities</b>		299,124,997	(3,137,616)	295,987,381
<b>Total liabilities</b>		326,456,918	(3,137,616)	323,319,302
<b>Total equity and liabilities</b>		<b>1,012,666,680</b>	<b>1,471,321</b>	<b>1,014,138,001</b>
<b>The accompanying Notes form an integral part of the Financial Statements</b>				

### II . A. Reconciliation of Balance Sheet as at 31<sup>st</sup> March, 2017

	Notes to first time adoption	Regrouped Previous GAAP	Ind AS Adjustment	Ind AS
<b>A ASSETS</b>				
<b>1) Non-current asset</b>				
a) Property, plant & equipment	C	122,033,746	719,151	122,752,897
b) Capital work-in-progress		5,620,267		5,620,267
c) Investment properties		11,677,254		11,677,254
d) Intangible asset		46,033,939		46,033,939
e) Financial assets		-		
i) Investment		10,000		10,000
ii) Loan				
iii) Other financial asset	D	15,143,275		15,143,275
f) Other Non-current assets		149,500		149,500
<b>Total non-current assets</b>		200,667,981	719,151	201,387,132
<b>2) Current assets</b>				
a) Inventories		257,233,989		257,233,989
b) Financial assets		-		
i) Investment	A	13,436,983	2,014,700	15,451,683
ii) Trade receivables		283,537,374		283,537,374
iii) Cash and cash equivalents		64,070,893		64,070,893
iv) Bank balances other than cash and cash equivalents above		23,192,023		23,192,023
v) Loans		1,103,156		1,103,156
vi) Other financial assets		9,139,038		9,139,038
c) Other current assets	D	120,754,536		120,754,536
<b>Total current assets</b>		772,467,993	2,014,700	774,482,693
<b>Total assets</b>		<b>973,135,975</b>	<b>2,733,851</b>	<b>975,869,826</b>

	Notes to first time adoption	Regrouped Previous GAAP	Ind AS Adjustment	Ind AS
<b>B EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
a) Equity share capital		8,689,700		8,689,700
b) Other Equity	F	704,681,063	2,994,851	707,675,914
<b>Total equity</b>		713,370,763	2,994,851	716,365,614
<b>Liabilities</b>				
<b>1) Non-current Liabilities</b>				
a) Financial liabilities				
i) Borrowings				
ii) Other financial liabilities				
b) Provisions		8,016,345		8,016,345
c) Deferred tax liabilities (net)		20,200,000	(261,000)	19,939,000
<b>Total non-current liabilities</b>		28,216,345	(261,000)	27,955,345
<b>2) Current liabilities</b>				
a) Financial liabilities				
i) Borrowings				
ii) Trade payable		161,001,902		161,001,902
iii) Other financial liabilities		18,820,180		18,820,180
b) Other current liabilities		48,333,389		48,333,389
c) Provisions		3,393,396		3,393,396
<b>Total current liabilities</b>		231,548,867	-	231,548,867
<b>Total liabilities</b>		259,765,212	(261,000)	259,504,212
<b>Total equity and liabilities</b>		<b>973,135,975</b>	<b>2,733,851</b>	<b>975,869,826</b>
<b>The accompanying Notes form an integral part of the Financial Statements</b>				

## II . B. Reconciliation of Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2017

	Note	Regrouped Previous IGAAP	Ind AS adjustment	Ind As
<b>Income</b>				
Revenue from operations		1,221,503,092		1,221,503,092
Other income	D	21,271,126	2,574,359	23,845,485
<b>Total income</b>		<b>1,242,774,218</b>	<b>2,574,359</b>	<b>1,245,348,577</b>
<b>Expenses</b>				
Cost of materials consumed		543,317,211		543,317,211
Purchase of stock-in-trade		315,568,197		315,568,197
Changes in inventories of finished goods, work-in-progress and stock-in-trade		22,586,697		22,586,697
Employee benefit expenses	E	74,966,546	(1,384,424)	73,582,122
Finance costs		2,165,957		2,165,957
Depreciation and amortisation expenses	C	18,645,883	223,224	18,869,107
Other expenses	D	199,945,409	(278,685)	199,666,724
<b>Total expenses</b>		<b>1,177,195,900</b>	<b>(1,439,885)</b>	<b>1,175,756,015</b>
<b>Profit before exceptional items and tax</b>		<b>65,578,318</b>	<b>4,014,244</b>	<b>69,592,562</b>
Exceptional items				-
<b>Profit before tax</b>		<b>65,578,318</b>	<b>4,014,244</b>	<b>69,592,562</b>
<b>Tax expense</b>				
Current tax		18,840,096	452,000	19,292,096
Deferred tax		(500,000)	197,000	(303,000)
Tax Expenses related to prior year		302,466		302,466
<b>Total tax expense</b>		<b>18,642,562</b>	<b>649,000</b>	<b>19,291,562</b>

	Note	Regrouped Previous IGAAP	Ind AS adjustment	Ind As
<b>Profit for the year</b>		<b>46,935,756</b>	<b>3,365,244</b>	<b>50,301,000</b>
<b>Other Comprehensive Income</b>				
Items that will be reclassified to profit and loss				
i) Foreign currency translation gains or losses		-	(1,367,290)	(1,367,290)
ii) Income tax related to above items		-	452,000	452,000
Items that will not be reclassified to profit and loss				
i) Remeasurement gain   (loss) on defined benefit plans	E	-	(1,384,424)	(1,384,424)
ii) Deferred tax related to above items	H	-	458,000	458,000
<b>Other Comprehensive Income, net of tax</b>	G	-	(1,841,714)	(1,841,714)
<b>Total Comprehensive Income for the year</b>		<b>46,935,756</b>	<b>1,523,530</b>	<b>48,459,286</b>

	Note	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
<b>III . A. Reconciliation of Equity</b>			
<b>Equity As per Previous IGAAP</b>		<b>713,370,761</b>	<b>686,209,761</b>
<b>Adjustment :</b>			
Changes in Fair Value of Investment	A	2,014,700	1,475,200
Reversal of proposed dividends payable		-	2,606,910
Reversal of tax on proposed dividends payable		-	530,706
Interest Income from remeasurement of security deposit	D	667,570	-
Rent Expenses from remeasurement of security deposit	D	(667,568)	(3,878)
Capitalisation of Inventory	C	719,151	-
Deffered Tax	H	261,000	-
<b>Equity As per Ind AS</b>		<b>716,365,614</b>	<b>690,818,699</b>

	Note	31 <sup>st</sup> March, 2017
<b>III . B. Reconciliation of Income Statement</b>		
<b>Profit after tax under Previous IGAAP</b>		<b>46,935,755</b>
<b>Ind AS Adjustment :</b>		
Effect of measuring investment at Fair Value through Profit or Loss	A	539,500
Interest income on Security Deposit	D	667,570
Rental Expense on Security Deposit	D	(663,690)
Expected credit Loss on trade Receivable - Considered Separately		1,367,290
Remeasurement of Defined Benefit plan	E	1,384,424
Capitalisation of Inventory	C	719,151
Tax effect on above		(649,000)
<b>Profit after tax as reported under Ind AS</b>		<b>50,301,000</b>
Other Comprehensive Income (Net of Tax)		(1,841,714)
<b>Total comprehensive income as reported under Ind AS</b>		<b>48,459,286</b>

**The following explains the material adjustments made while transition from previous accounting standards to IND AS:****A. Fair Valuation of Investments**

Under the previous IGAAP, investments in equity instruments and mutual funds were classified as long-term investments or current investments based on the intended holding period and reliability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under IND AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognised in retained earnings Rs. 20,14,700 i.e. (14,75,200+5,39,000) as at 31<sup>st</sup> March, 2017. (Rs. 14,75,200 as at 1<sup>st</sup> April, 2016).

**B. Investment property**

Under IGAAP, there was no requirement to present investment property separately, and the same was included under non-current assets and measured at cost less provision for diminution other than temporary. Under Ind AS, investment property is required to be presented separately on the face of the Balance Sheet. Accordingly, the carrying value of investment property under IGAAP has been reclassified to a separate line item on the face of the Balance Sheet.

**C. Tangible Asset**

Spares parts procured along with the Plant and Equipment or subsequently individually which meets the recognition criteria of PPE are capitalized and added to the carrying amount of such items. Under Ind AS these spares are to be considered under tangible asset due to which the increase in tangible asset by Rs. 9,42,375 and addition to depreciation is Rs. 223,224 due to which net increase in tangible asset for the year 31<sup>st</sup> March, 2017 is Rs. 7,19,151

**D. Security deposits**

Under the previous IGAAP, interest free security deposits are recorded at their transaction value. Under IND AS, all financial assets are required to be recognised at fair value. Accordingly, the Company has fair valued the security deposits under IND AS. Difference between fair value of security deposits and the carrying value (transaction value) as per Previous IGAAP has been recognised as prepaid rent. Consequently, the amount of security deposits and prepaid rent has not having any impact for the year ended 31<sup>st</sup> March, 2017 as that is the last year out of 3 years agreement of security deposit after year end the agreement is renew for further 3 years. (Rs. 48,304 as at 1<sup>st</sup> April, 2016). The prepaid rent increased by Rs. 44,436 as at 1<sup>st</sup> April, 2016. Total equity decreased by Rs. 3,879 as at 1<sup>st</sup> April, 2016. The profit for the year and total equity as at 31<sup>st</sup> March, 2017 increased by Rs. 3,879 (net).

**E. Remeasurements of post-employment benefit obligation**

Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit and loss. Under the previous IGAAP, these remeasurements were forming part of the profit and loss for the year. As a result of this change, the profit for the year ended 31<sup>st</sup> March, 2017 increase by Rs. 13,84,424. There is no impact on the total equity as at 31<sup>st</sup> March, 2017.

**F. Retained earnings**

Retained earnings as at 1<sup>st</sup> April, 2016 has been adjusted consequent to the above Ind AS transition adjustments.

**G. Other comprehensive income**

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of other comprehensive income did not exist under previous IGAAP.

**H. Deferred Tax**

Deferred Tax on aforesaid IND AS adjustments.

**I. Current Tax**

Tax component on Actuarial Gains and losses which is transferred to Other Comprehensive Income under IND AS and Tax Component on which was debited to security premium account under previous IGAAPs required under the Ind AS, the same has been debited to Profit and Loss.

**J. The Ind AS adjustments are either non cash adjustments or are regrouping among the cash flows from operating, investing and financing activities. Consequently, Ind AS adoption has no impact on the net cash flow for the year ended 31st March, 2017 as compared with the previous IGAAP.**

**As per our Report of even date**  
**For Hiren C. Sanghavi & Associates**  
Chartered Accountants

(Hiren C. Sanghavi)  
Proprietor  
Membership No. 045472  
Firm Registration No.112057W

**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: 29<sup>th</sup> May, 2018

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

**Mangesh Narayan Patil**  
Chief Financial 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, 2017 to 31 <sup>st</sup> March, 2018
<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=92.2846 INR
<b>Share capital</b>	7,39,19,168
<b>Reserves and Surplus</b>	5,18,72,763
<b>Total assets</b>	12,72,74,391
<b>Total Liabilities</b>	14,82,460
<b>Investments</b>	-
<b>Turnover</b>	14,28,01,931
<b>Profit before taxation</b>	19,52,082
<b>Provision for taxation</b>	4,05,868
<b>Profit after taxation</b>	15,46,214
<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 Hiren C. Sanghavi & Associates**  
Chartered Accountants

**(Hiren C. Sanghavi)**  
Proprietor  
Membership No. 045472  
Firm Registration No.112057W

**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: 29<sup>th</sup> May, 2018

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

**Mangesh Narayan Patil**  
Chief Financial 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.

**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, 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**

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Nomination Registration No.	Date of Registration No.	Signature of Employee with Code No.
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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

Unit: - Jaysynth Dyestuff (India) Limited

Dear Sir,

### **Subject:- PAYMENT OF DIVIDEND THROUGH NATIONAL ELECTRONIC CLEARING SYSTEM [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

NOTES





*If undelivered, please return to :*

**JAYSYNTH DYESTUFF (INDIA) LIMITED**

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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