

ANNUAL REPORT 2007-08

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JAYSYNTH DYESTUFF (INDIA) LTD.

BOARD OF DIRECTORS

Shri. Parag. S. Kothari
Chairman & Managing Directors

Shri. Nikhil. S. Kothari

Shri. Rajendra. M. Desai

Shri. Prakash. M. Kale

Shri. Dhansukh. N. Shukla

**CHIEF MANAGER ACCOUNTS
AND COMPLIANCE OFFICER**

Mr. Mangesh Patil

AUDITORS

M/S. C.J.Shah & Associates
Chartered Accountants

PRINCIPAL BANKERS

HDFC Bank Limited
Syndicate Bank

REGISTERED OFFICE

301, Sumer Kendra,
Pandurang Budhkar Marg,
Worli,
Mumbai:400 018

REGISTRAR & TRANSFER AGENTS

Sharepro Services (India) Pvt. Ltd.
Satam Estate, 3rd Floor,
Above Bank of Baroda,
Chakala, Andheri (East),
Mumbai : 400 099

912, Raheja Centre,
Free Press Journal Marg,
Nariman Point,
Mumbai: 400 021.

Plant: Plot No.A-29

MIDC Industrial Area, Patalganga,
Taluka-Khalapur, Dist.Raigad,
Maharashtra

Processing Unit:

Plot No.G-5,
MIDC Industrial Area, Taloja,
Taluka Panvel, Dist.Raigad,
Maharashtra.

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**JAYSYNTH DYESTUFF (INDIA) LIMITED
NOTICE**

NOTICE is hereby given that the Twenty - third Annual General Meeting of the shareholders of the Company will be held at its Registered Office at 301, Sumer Kendra, Pandurang Budhkar Marg, Worli, Mumbai - 400 018 on Friday, the 26th day of September, 2008 at 10.00 a.m. to transact the following business:-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at March 31st, 2008 and the Profit and Loss Account of the Company for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Shri N.S.Kothari, as a Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

BY ORDER OF THE BOARD

**P. S. Kothari
Chairman & Managing Director**

MUMBAI: 19th August, 2008

REGD.OFFICE:

301, "SUMERKENDRA" P.B.BUDHKAR MARG,
WORLI, MUMBAI - 400 018

NOTES: -

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 23rd September, 2008 to Friday, the 26th September, 2008 both days inclusive.
3. The Shares of the Company are listed on Stock Exchange at Mumbai. The Company has paid upto-date the Annual Listing fees to the Stock Exchange, Mumbai.
4. Members are requested to quote Folio Numbers/Client ID and DP ID numbers in all their correspondence.
5. Members are requested to intimate change in their address immediately to the Company's Registrar and Share Transfer Agents M/s. Sharepro Services (India) Pvt. Ltd. at any of their addresses given below.
6. Members holding Shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant Share Certificates to the Company's Registrar and Share Transfer Agents M/s. Sharepro Services (India) Pvt. Ltd. at any of their addresses given below.
7. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. In terms of Section 109A of the Companies Act, 1956, the Shareholder(s) of the Company may nominate a person. Shareholder(s) desires of availing this facility may submit nomination Form 2B to the Company's Registrar and Share Transfer Agents M/s. Sharepro Services (India) Pvt. Ltd. at any of their addresses given below.
9. In terms of Notification issued by the Security and Exchange Board of India, Equity Shares of the Company are under compulsory demat trading by all investors. Shareholders are, therefore, advised to dematerialise their shareholding to avoid inconvenience in future.
10. Members are requested to bring their copies of Balance Sheet at the Annual General Meeting.
11. The members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
12. Members are requested to quote Ledger Folio Number/ ID Number and DP Number in all their correspondence.
13. Pursuant to the recommendation of SEBI Committee on Corporate Governance for reappointment of retiring Directors, the relevant details of the concerned Director, are provided in the Report on Corporate Governance forming part of the Annual Report.

REGISTRAR & TRANSFER AGENTS:

M/S.SHAREPRO SERVICES (INDIA) PVT. LTD.

(UNIT: JAYSYNTH DYESTUFF (INDIA) LTD.)

1. SATAM ESTATE, 3RD FLOOR,
ABOVE BANK OR BARODA, CHAKALA,
ANDHERI [EAST],
MUMBAI - 400 099.

2. 912, RAHEJA CENTRE,
FREE PRESS JOURNAL MARG,
NARIMAN POINT,
MUMBAI - 400 021.

23rd Annual Report 2007 - 08
JAYSYNTH DYESTUFF (INDIA) LIMITED
DIRECTORS' REPORT

Your Directors hereby present their Twenty Third Annual Report for the year ended March 31, 2008.

1. FINANCIAL RESULTS :

The financial results of your company for the year ended March 31, 2008 as compared to the previous year ended March 31, 2007, are summarized below:-

(Rs. in lacs)

Particulars	Year ended March 31, 08	Year ended March 31, 07
Gross Sales	7835.27	1313.92
Other Income	308.09	107.23
Total Income	8143.36	1421.15
Profit (Loss) before extraordinary items & depreciation	491.62	64.70
Less: Depreciation	(10.62)	(1.11)
Profit / (Loss) for the Year	481.00	63.59
Less: Provision for Tax (Including FBT)	59.65	9.95
Add: Deferred Tax Assets	45.15	9.00
Less: Transfer To General Reserve	(250.00)	-
Add: Balance Brought Forward	138.11	75.47
Balance Carried to Balance Sheet	354.61	138.11

2. DIVIDEND :

With a view to conserve financial resources your Directors consider it prudent not to declare any dividend.

3. YEAR IN RETROSPECT:

During the year under review, production of Organic colourants was 1389 M.T. as against 274 M.T. during the previous year. The total sales for the period under review were Rs.7835.27 lacs as against Rs.1313.92 lacs registered during the previous year. Your Company has made net profit of Rs.466.65 lacs during the year under review as against profit of Rs.62.64 lacs during the previous year.

4. FUTURE PLANS & STRATEGY :

Your Company has acquired manufacturing facility in MIDC, Patalganga Industrial area, where manufacturing of speciality colourants comprising Digital Ink has commenced on small scale. Digital Ink has variety of applications in Textile and Non-textile media and having huge growth potential. Your Company has started blending and standardization of Dyes and Pigments for catering customers demand in domestic as well as international markets. Your Company will continue supply of Dyes and Pigments as per specific requirement of customers, which has yielded good profit for your Company during the year under review. Besides, the management will concentrate more on development of speciality colorants for which there is better scope in the domestic as well as international market.

5. FINANCE :

During the year under review, your Company has not borrowed from any financial institution or bank.

6. FIXED DEPOSITS :

The Company has not accepted any fixed deposits during the year under review.

7. DIRECTORS :

Shri. N.S.Kothari, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for re-appointment.

8. PARTICULARS OF EMPLOYEES :

The Company has no employees covered under provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

9. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GOINGS :

The information required under Section 217 (1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is annexed hereto and form part of this Report. Information regarding foreign exchange earnings and outgo is also given in the Annexure forming part of this Report.

**10. AUDITORS :**

The Company's Auditors, M/s. C.J.Shah & Associates, retire at the ensuing Annual General meeting and being eligible, offer themselves for re-appointment.

11. DIRECTOR'S RESPONSIBILITY STATEMENT :

In terms of Section 217 (2AA) of the Companies Act, 1956, the Directors hereby state that:

- i. in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. such accounting policies have been selected and applied them consistently and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company in the Balance Sheet as at March 31, 2008 and of the profit or loss of the Company for the year ended on that date;
- iii. the proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting the fraud and other irregularities have been taken;
- iv. the Annual Accounts have been prepared on a going concern basis.

12. CORPORATE GOVERNANCE:

As per clause 49 of the Listing Agreement with the Stock Exchange, a separate Section on Corporate Governance Practices followed by the Company together with a certificate from the Company's Auditors Conforming compliance is set out in the Annexure forming part of this Report.

13. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As per clause 49 of the listing Agreement with the Stock Exchange, a separate Section on Management Discussion and Analysis Report is appended to this Report.

14. INDUSTRIAL RELATIONS:

The Company continued to maintain harmonious and cordial relations with employees at all levels.

15. ACKNOWLEDGMENT:

Your Directors would like to express their appreciation for continued co-operation received from the Company's customers, suppliers and bankers during the year under review.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
PARAG S. KOTHARI
CHAIRMAN & MANAGING DIRECTOR

MUMBAI : 19th August, 2008

23rd Annual Report 2007 - 08**ANNEXURE I TO THE DIRECTORS' REPORT**

Information in accordance with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 & forming part of the Directors Report for the year ended March 31, 2008.

FORM A: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY.

A: POWER & FUEL CONSUMPTION :

1. ELECTRICITY :	2007-08	2006-07
a) Purchased:		
Units (in KWH)	112180	3395
Total Amount (Rs. In million)	0.75	0.02
Rate/Unit (Rs.) Average	6.66	6.09
b) Own Generation :		
Through Diesel Generator Units (in KWH)	33260	-
Units per litre of Diesel Oil	4.62	-
Cost/Unit (Rs.)	8.60	-
2. FURNACE OIL & LDO		
Quantity (K. Litres)	-	-
Total Amount	-	-
Average Rate (Rs./Litre)	-	-
3. OTHER/INTERNAL GENERATION		

B: CONSUMPTION PER UNIT OF PRODUCTION :

In view of the multi-stage, multi-product nature of production covering large number of Dyes, Dye Intermediates & Chemicals, the company is not in a position to furnish the information required.

FORM B: FORM OF DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION OF TECHNOLOGY & RE-SEARCH & DEVELOPMENT (R&D) 2005-06.

RESEARCH & DEVELOPMENT :

NIL

I. SPECIFIC AREAS IN WHICH R & D WAS CARRIED OUT BY THE COMPANY:

NIL

II. BENEFITS DERIVED AS A RESULT OF ABOVE R & D:

NIL

III. FUTURE PLAN OF ACTION:

NIL

IV. EXPENDITURE ON R & D:

NIL

V. TECHNOLOGY, ABSORPTION, ADAPTATION & INNOVATION:

NIL

VI. FOREIGN EXCHANGE EARNINGS & OUTGO :

Rs. In Million)

	2007-08	2006-07
Foreign Exchange Earned	467.43	71.28
Foreign Exchange Used	49.67	3.20



ANNEXURE-II TO THE DIRECTORS' REPORT CORPORATE GOVERNANCE REPORT

1. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :

Our philosophy of Corporate Governance is aimed at safeguarding and adding value to the interest of the various stakeholders of the Company including shareholders, lenders, employees, creditors and public at large. The management is committed to Good Corporate Governance to ensure that all functions of the Company are discharged in a professionally sound and competent manner. Given below is the requisite information relating to corporate functioning of your Company for the process of due transparency on this aspect.

2. BOARD OF DIRECTORS :

2.1 Composition of Board :

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

2.2 Number of Board Meetings and Attendance :

During the year under review, five Board Meetings were held on 27th April, 2007, 31st July, 2007, 25th September, 2007, 30th October, 2007, and 29th January, 2008.

2.3 Details of the Directors of the Company :

The composition of the Board of Directors and details of other limited companies Directorship and Committee membership/ Chairmanship*

NAME OF DIRECTOR	CATEGORY	NO.OF OTHER DIRECTORSHIP	DIRECTORSHIP & COMMITTEE MEMBERSHIPS/ CHAIRMANSHIP		NO.OF BOARD MEETING ATTENDED	ATTENDANCE AT LAST AGM
			COMMITTEE MEMBERSHIP	COMMITTEE CHAIRMANSHIP		
SHRI R.M.DESAI	NON-EXECUTIVE INDEPENDENT DIRECTOR	1	-	-	5	YES
SHRI P.S.KOTHARI	MANAGING DIRECTOR	1	-	-	4	YES
SHRI P.M.KALE	NON-EXECUTIVE INDEPENDENT DIRECTOR	1	-	-	3	YES
SHRI N.S.KOTHARI	PROMOTER NON-EXECUTIVE DIRECTOR	1	-	-	3	YES
SHRI D.N.SHUKLA	NON-EXECUTIVE INDEPENDENT DIRECTOR	5	1	-	5	YES

* This does not include Private Companies, Section 25 Companies, Membership/Chairmanship in committees referred to in Clause 49 of the Listing Agreement, viz. Audit Committee, and Investors Grievances Committee. This also includes Remuneration Committee which is not to be considered for the purpose of computing maximum limits under Clause 49 of the Listing Agreement.

2.4 Directors appointed / ceased :

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

2.5 Brief Profile of Directors seeking re-appointment :

Shri Nikhil Sharadchandra Kothari :

Shri. Nikhil Sharadchandra Kothari is a Director of the Company since 26.04.2006. He is B.E.(Electronics). He is 38 years of age and has over fifteen years experience in the trade & Industry. He has considerable experience in the field of marketing and management. He is a Whole-time Director of Jaysynth Impex Ltd.

2.6 Review of Compliance Reports by the Board of Directors :

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

2.7 Code of Conduct :

The company has framed a code of conduct for the members of the Board of Directors and Senior Management personnel, with the said code of conduct is given as Annexure I to this report.

23rd Annual Report 2007 - 08**3. COMMITTEES OF THE BOARD :****3.1 Audit Committee :**

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

Representatives of M/S.C.J. Shah & Associates, the statutory auditors are permanent invitees to the Audit Committee meetings. The Internal Auditors submit their report to the Audit Committee.

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

DIRECTORS	MEETING ATTENDED
SHRI R.M.DESAI	4
SHRI P.M.KALE	4
SHRI D.N.SHUKLA	4

3.2 Share Transfer/Investors' Grievances Committee:

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

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

DIRECTORS	NO.OF MEETING ATTENDED
SHRI P.S.KOTHARI	6
SHRI R.M.DESAI	6
SHRI N.S.KOTHARI	6

During the year under review no complaint have been received from shareholders.

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

Shri Mangesh Patil - Chief Manager Account is the Compliance Officer of the Company.

3.3 Directors' Remuneration Committee:**Composition:**

The Committee comprises of 1) Shri R.M.Desai 2) Shri P.M.Kale, and 3) Shri D.N.Shukla

The Committee has not met during the year under review.

Remuneration paid to Directors During the Year:

NAME OF DIRECTORS (Rs.)	SITTING FEES(Rs.)	Salaries & Perquisites (Rs.)	Contribution to Provident Fund (Rs.)	Other Perquisites (Rs.)	Total
SHRI R.M. DESAI	8,000	-	-	-	8,000
SHRI P.S. KOTHARI	-	11,39,976	86,400	3,600	12,29,976
SHRI P.M. KALE	9,000	-	-	-	9,000
SHRI N.S. KOTHARI	12,000	-	-	-	12,000
SHRI D.N. SHUKLA	9,000	-	-	-	9,000

* Any note on commission not paid to Shri N.S. Kothari

4. GENERAL BODY MEETINGS :

Details of last three Annual General Meetings are as under:

ANNUAL GENERAL MEETINGS :

DATE	VENUE	NO. OF SPECIAL RESOLUTION PASSED
20 TH AGM 25 TH September, 2005	301, SUMER KENDRA, PANDURANG BUDHKAR MARG, WORLI, MUMBAI – 400 018.	NIL
21 ST AGM 30 TH September, 2006	301, SUMER KENDRA, PANDURANG BUDHKAR MARG, WORLI, MUMBAI – 400 018.	NIL
22 ND AGM 25 TH September, 2007	301, SUMER KENDRA, PANDURANG BUDHKAR MARG, WORLI, MUMBAI – 400 018.	1 A Special Resolution under provisions of Section 309 of the Companies Act, 1956 to seek approval of Shareholders of the Company to make payment to non-executive Directors of the Company for a period of five years w.e.f. 1.04.07 was passed.



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

5. DISCLOSURES :

5.1 Related Party Transactions:

The Company has not entered into any transactions of a material nature with the Promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company. For discloser regarding materially significant related party transactions, please refer Schedule 'O' (Note No.6) of the notes forming part of the Accounts.

5.2 Compliances by the Company :

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

5.3 Accounting Standard :

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

5.4 Risk Management :

The Company has laid down procedure to inform the Board of Directors about the risk assessment and minimization procedure.

6. MEANS OF COMMUNICATION :

- At present, the half-yearly report is not being sent to each household of the shareholders.
- The quarterly results are usually published in the Free Press Journal (English), as well Navshakti (Marathi) daily. The information of Quarterly Results is sent to stock exchanges to enable them to put it on their websites. During the Year under review no presentation has been made to the investors/analysts.
- The Management Discussion and Analysis Report forms part of the Directors' Report.

7. CERTIFICATE BY MANAGING DIRECTOR & CEO & COMPLIANCE OFFICER :

Shri Parag S. Kothari, Managing Director & CEO and Shri Mangesh Patil, Chief Manager Accounts & Compliance Officer issued a Certificate to the Board of Directors as prescribed under sub-clause V of Clause 49 of the Listing Agreement. The said certificate was placed before the Board Meeting held on 19th August, 2008 in which the Accounts for the financial year ended March, 2008 were considered and approved.

8. SHAREHOLDERS INFORMATION:

(i) Annual General Meeting:

Date and Time : Friday the 26th September, 2008 at 10.00 a.m.
 Venue : 301, Sumer Kendra,
 Pandurang Budhkar Marg, Worli,
 Mumbai : 400 018.

(ii) Financial Calendar 2008-2009:

Annual General Meeting: 26th September, 2008.

Adoption of Unaudited Financial Results for four quarters for FY 2008 -09

Quarter ended 30th June	- by 31 st July 2008
Quarter ended 30th Sept.	- by 31 st October. 2008
Quarter ended 31st Dec.	- by 31 st January. 2009
Quarter ended 31 st March	- by 30 th April.2009

(iii) Book Closure Date:

23rd September, 2008 to 26th September, 2008 (Both days inclusive)

(iv) Dividend payment Date:

No Dividend has been recommended by the Board of Directors with the view to conserve financial resources.

(v) Listing on the Stock Exchanges:

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

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

(vi) Dematerialization of Shares:

As on March 31, 2008, 84,36,408 Equity Shares of the Company are Dematerialised i.e. 97.08% of total issued equity share capital of the Company.

Registrar & Transfer Agents:

SHAREPRO SERVICES (INDIA) PVT. LTD.

R.O.: SATAM ESTATE, 3rd Floor,
 Above Bank of Baroda, Chakala,
 Andheri (E), Mumbai - 400 099.