

# **ANNUAL REPORT 2008-09**



**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. Limited  
13AB, Samhita Warehousing Complex,  
Second Floor, Sakinaka Telephone  
Exchange Lane, Off. Andheri Kurla Rd,  
Sakinaka, Andheri (East),  
Mumbai: 400 072.

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.

CONTENTS	Page No.
Notice	1
Director's Report	4
Compliance Certificate	14
Auditor's Report	16
Balance Sheet	19
Profit & Loss Account	20
Cash Flow Statement	21
Schedules to Accounts	22
General Business Profile	32

**JAYSYNTH DYESTUFF (INDIA) LIMITED****NOTICE**

**NOTICE** is hereby given that the Twenty – fourth Annual General Meeting of the shareholders of the Company will be held at its Registered Office at 301, Sumier Kendra, Pandurang Budhkar Marg, Worli, Mumbai - 400 018 on Friday, the 07th day of August, 2009 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 31<sup>st</sup>, 2009 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 D.N. Shukla as a Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** in partial modification of the Resolution passed at the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2006 in respect of appointment of Shri Parag S. Kothari as Managing Director and pursuant to the Provisions of Sections 198, 269, 309, and 310 read with Schedule XIII and other applicable provisions, if any, and such other approvals as may be necessary, approval of the Company be and is here by accorded to the revision in the remuneration of Shri Parag S. Kothari as Managing Director of the Company, w.e.f. 1<sup>st</sup> April 2009, for the remaining tenure of his office expiring on 31.05.2011 by increasing his basic salary from Rs. 60,000/- to Rs.90,000/- per month.

**RESOLVED FURTHER THAT** save as aforesaid, all other terms and conditions relating to the appointment and remuneration of Shri Parag S. Kothari as Managing Director as approved by the Shareholders at the said Annual General Meeting shall continue to remain in force and effect in accordance with the terms thereof."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

**"RESOLVED THAT** pursuant to Section 163 of the Companies Act, 1956 (hereinafter called "the Act"), the Company hereby approves that the Registers of Members, Indices of Members, copies of all Annual Returns prepared by the Company under Section 159 of the Act together with copies of Certificates and Documents required to be annexed thereto under Section 161 of the Act or any one or more of them shall, with effect from, be kept at the offices of M/s. Sharepro Services (India) Pvt. Ltd., the Registrars and Share Transfer Agents, at 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072 instead of at the Registered Office of the Company.

**RESOLVED FURTHER THAT** the Registers, Indices, returns, Books, Certificates and Documents of the Company required to be maintained and kept open for inspection by the Members and/or any persons entitled thereto under the Act, be kept open for such inspection, at the place where they are kept, to the extent, in the manner and on payment of the fees, if any, specified in the Act between the hours of 11.00 a.m. and 1.00 p.m. on any working day (excluding Saturday) and except when the registers and books are closed under the provisions of the Act or the Articles of Association of the Company."

**BY ORDER OF THE BOARD**

sd/-

**P. S. Kothari**

**Chairman & Managing Director**

**MUMBAI: 29<sup>th</sup> June, 2009**

**REGISTERED OFFICE :**

301, "SUMERKENDRA"

PANDURANG BUDHKAR MARG,

WORLI, MUMBAI - 400 018

**NOTES: -**

1. **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 Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of the Special Business of the above Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 03<sup>rd</sup> August, 2009 to Friday, the 07<sup>th</sup> August, 2009 both days inclusive.
4. The Shares of the Company are listed on The Bombay Stock Exchange Ltd. at Mumbai. The Company has paid up-to-date the Annual Listing fees to The Bombay Stock Exchange Ltd., Mumbai.

5. Members are requested to quote Folio Numbers /Client ID and DP ID numbers in all their correspondence.
6. 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.
7. 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.
8. 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.
9. In terms of Section 109A of the Companies Act, 1956, the Shareholder(s) of the Company may nominate a person. Shareholder(s) desiring 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.
10. 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.
11. Members are requested to bring their copies of Balance Sheet at the Annual General Meeting.
12. The members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
13. Members are requested to quote Ledger Folio Number/ ID Number and DP Number in all their correspondence.
14. 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.
15. Please note that in terms of SEBI Circular No. MRD/DoP/Cir-05/2009 dated May 20, 2009, it is mandatory for the transferee(s) to submit copies of their PAN card along with request for transfer of shares of listed companies in physical form. Accordingly, all transferees are requested to submit self-attested copies of their PAN card along with their request for transfer of shares of the Corporation in physical form to the ISD in compliance with the above circular, failing which their request for transfer of shares will be returned under objection.

**REGISTRAR & TRANSFER AGENTS:**

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

(UNIT: JAYSYNTH DYESTUFF (INDIA) LTD.)

1. 13AB, SAMHITA WAREHOUSING COMPLEX,  
SECOND FLOOR, SAKINAKA TELEPHONE  
EXCHANGE LANE, OFF. ANDHERI KURLA ROAD,  
SAKINAKA, ANDHERI (EAST), MUMBAI – 400 072.

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

**Explanatory statement pursuant to Section 173 of the Companies Act, 1956.**

**Item No. 4 :**

Shri Parag S. Kothari was appointed as Managing Director of the Company w.e.f. 01/06/2006 for a period of five years. The terms and conditions relating to his appointment and remuneration payable to Shri Parag S. Kothari was approved at the Annual General Meeting held on 30<sup>th</sup> September, 2006.

The Substantial increase in the business activities of the Company resulting in an increase in the workload and responsibilities of the Managing Director as also the amount of remuneration paid to managerial personnel occupying similar position in other comparable companies, the Board of Directors has deemed fit to increase the limit of remuneration paid to Shri Parag S. Kothari as Managing Director for the remaining period of his tenure as mentioned in the resolution at item no.4 of the Notice.

All other terms and conditions relating to Shri Parag S. Kothari's appointment as approved at the said Annual General Meeting of the Company shall remain unchanged. The resolution is accordingly recommend for your acceptance.

Shri Parag S. Kothari himself and Shri Nikhil S. Kothari as a relative of Shri Parag S. Kothari are deemed to be concerned or interested in the resolution. No other Director is concerned or interested in the Resolution.

This statement read along with the respective resolutions may be treated as the respective abstracts of the variation of the terms of their respective remuneration relating to them in terms of Section 302 of the Companies Act, 1956.

**Item No. 5:**

The Shareholders of the Company at their Fifteenth Annual General Meeting held on December 30, 2000 passed special resolution for keeping the Registers of Members, Indices of Members, copies of all Annual Returns prepared by the Company under Section 159 of the Companies Act, 1956 together with copies of certificates and documents required to be annexed thereto under Section 161 of the Companies Act, 1956 or any one or more of them at Satam Industrial Estate, Cardinal Gracious Road, Above Bank of Baroda, Chakala, Andheri (East), Mumbai – 400 099 i.e. office of Registrar of Transfer agent M/s. Sharepro Services (India) Pvt. Ltd.

M/s. Sharepro Services (India) Pvt. Ltd., is the Registrar and Transfer agents of the Company. Since the building from which the operation were carried out by them is under redevelopment, they have shifted their operations to a bigger premises at 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072.

It is, therefore, proposed that the registers of members, indices of members, copies of Annual returns together with the copies of the certificates and documents requiring to be annexed thereto be kept at the office of M/s. Sharepro Services (India) Pvt. Ltd., the Registrars and Share Transfer Agents, at 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072. The approval of shareholders by special resolutions is sought to the proposed arrangement under Section 163 of the Companies Act, 1956.

M/s. Sharepro Services (India) Pvt. Ltd. Shall make arrangement for receipt of shareholders complaint and dispatch of dividend warrant at 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai – 400 021.

The Special resolution also specified the time of inspection of the books and documents of the Company by its members and others, namely, between the hours 11.00 a.m. and 1.00 p.m. on any working day (excluding Saturday) and except when the registers and books are closed under the provisions of the Act or the Articles of Association of the Company.

None of the directors of the company is concerned or interested in the above resolution.

**BY THE ORDER OF THE BOARD**

sd/-

**P. S. Kothari**

**Chairman & Managing Director**

**REGISTERED OFFICE :**

301, "SUMERKENDRA"  
PANDURANG BUDHKAR MARG,  
WORLI, MUMBAI - 400 018  
**MUMBAI: 29<sup>th</sup> June, 2009**

**ANNEXURE TO NOTICE DATED JUNE 29, 2009**

Details of the Directors seeking appointment / re-appointment at the forth coming, Annual General Meeting with pursuance of Clause 49 of the Listing Agreement.

Name of Director	<b>DHANSUKH NANALAL SHUKLA</b>
Date of Birth	<b>25<sup>th</sup> December, 1927</b>
Date of Appointment	<b>27<sup>th</sup> May, 2006</b>
Experience	He is B.Com., C.A.I.I.B. He is an Ex-Executive Director of Bank of India. He has wide and varied experience in Banking and Corporate Finance.
Directorship held in other companies	1. M/s. Shree Vindhya Paper Mills Ltd. 2. M/s. Times Guarantee Ltd. 3. M/s. Jaysynth Anthraquinones Ltd. 4. M/s. Bharti Polytex Pvt. Ltd. 5. M/s. Homi Mehta & Sons Pvt. Ltd.
Committee position held in other Companies	<b>CHAIRMAN</b> Audit Committee -- -- Jaysynth Anthraquinones Ltd., -- Times Guarantee Ltd.,  <b>MEMBERS</b> Audit Committee -- -- Shree Vindhya Paper Mills Ltd.,
No. of Shareholdership	
a) Own	NIL
b) For others on beneficial basis	NIL



## DIRECTORS' REPORT

Your Directors hereby present their Twenty Fourth Annual Report for the year ended March 31, 2009.

### 1. FINANCIAL RESULTS:

The financial results of your company for the year ended March 31, 2009 as compared to the previous year ended March 31, 2008 are summarized below:

(Rs. in Lacs)

Particulars	Year ended March 31, 2009	Year ended March 31, 2008
Gross Sales	8102.54	7835.27
Other Income	297.79	306.50
<b>Total Income</b>	<b>8400.33</b>	<b>8141.77</b>
Profit (Loss) before extraordinary items & depreciation	747.91	491.62
Depreciation	(21.42)	(10.62)
<b>Profit / (Loss) for the Year</b>	<b>726.49</b>	<b>481.00</b>
Provision for Tax (Including FBT) & Wealth Tax	(88.37)	(59.65)
Excess/Short Provision for Tax & FBT	1.60	-
Deferred Tax Assets	72.87	45.15
<b>Profit after Tax</b>	<b>712.59</b>	<b>466.50</b>
Transfer to General Reserve	(250.00)	(250.00)
Balance Brought Forward	354.61	138.11
<b>Balance Carried to Balance Sheet</b>	<b>817.20</b>	<b>354.61</b>

### 2. DIVIDEND :

The Directors do not recommend any Dividend for the year ended 31<sup>st</sup> March, 2009 with a view to plough back the profit for the growth requirement of business.

### 3. YEAR IN RETROSPECT:

The performance of your Company during the year under report registered an improvement over the previous year. The total sales for the period under review were Rs.8102.54 Lacs as against Rs.7835.27 Lacs registered during the previous year. Your Company has made profit after tax of Rs.712.59 Lacs during the year under review as against Rs.466.50 Lacs during the previous year.

During the year under review, production of Dyes & Pigments was 1383 M.T. as against 1373 M.T. during the previous year and production of Ink also increased to 10 M.T. as against 4 M.T. during the previous year.

### 4. FINANCE

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

### 5. FIXED DEPOSITS

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

### 6. DIRECTORS:

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

### 7. 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.

### 8. 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.

**9. 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.

**10. DIRECTOR' 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, 2009 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.
- iv. the Annual Accounts have been prepared on a going concern basis.

**11. 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.

**12. 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.

**13. INDUSTRIAL RELATIONS:**

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

**14. 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**

**MUMBAI : 29<sup>th</sup> June, 2009**





Jaysynth Dyestuff (I) Limited

**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, 2009.

**FORM A: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY.****A: POWER & FUEL CONSUMPTION**

<b>1. ELECTRICITY :</b>	<b>2008-09</b>	<b>2007-08</b>
<b>a) Purchased:</b>		
Units (in KWH)	114087	112180
Total Amount (Rs. In million)	0.69	0.75
Rate/Unit (Rs.) Average	6.08	6.66
<b>b) Own Generation :</b>		
Through Diesel Generator Units (in KWH)	36554	33260
Units per litre of Diesel Oil	4.57	4.62
Cost/Unit (Rs.)	8.00	8.60
<b>2. FURNACE OIL &amp; LDO</b>		
Quantity (K. Litres)	-	-
Total Amount	-	-
Average Rate (Rs./Litre)	-	-
<b>3. OTHER/INTERNAL GENERATION</b>	-	-

**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 & RESEARCH & 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)

	<b>2008-09</b>	<b>2007-08</b>
Foreign Exchange Earned	509.30	467.43
Foreign Exchange Used	75.35	49.12





## ANNEXURE-II TO THE DIRECTORS' REPORT

### CORPORATE GOVERNANCE REPORT

#### 1. THE COMPANY'S PHYLLOSOPHY 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, six Board Meetings were held on 30<sup>th</sup> April, 2008, 29<sup>th</sup> July, 2008, 19<sup>th</sup> August, 2008, 26<sup>th</sup> September, 2008, 24<sup>th</sup> October, 2008, and 30<sup>th</sup> January, 2009.

##### 2.3 Details of the Directors of the Company :

The composition of the Board of Directors and details of the directors with regards to their category, other Indian directorships (other than Section 25 Companies), positions in either Audit Committee and/or Shareholders'/Investors' Grievance Committee as well as attendance at Board Meeting/Annual General Meeting are as follows :

NAME OF DIRECTOR	CATEGORY	NO.OF OTHER DIRECTORSHIP		DIRECTORSHIP & COMMITTEE MEMBERSHIPS / CHAIRMANSHIP		NO.OF BOARD MEETING ATTENDED	ATTENDANCE AT LAST AGM
		PUBLIC	PRIVATE	COMMITTEE MEMBER-SHIP	COMMITTEE CHAIRMANSHIP		
SHRI R.M. DESAI	NON-EXECUTIVE INDEPENDENT DIRECTOR	1	-	-	-	6	YES
SHRI P.S. KOTHARI	MANAGING DIRECTOR	1	9	-	-	5	YES
SHRI P.M. KALE	NON-EXECUTIVE INDEPENDENT DIRECTOR	-	1	-	-	6	YES
SHRI N.S. KOTHARI	PROMOTER NON-EXECUTIVE DIRECTOR	1	10	-	-	5	YES
SHRI D.N. SHUKLA	NON-EXECUTIVE INDEPENDENT DIRECTOR	3	2	3	2	6	YES

**Note :** Shri Parag S. Kothari and Shri Nikhil S. Kothari are being brothers related to each other. Non of the other Directors are related to any of the Director of the Company.

##### 2.4 Directors appointed / ceased :

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

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

**Shri Dhansukh Nanalal Shukla :** Shri. Dhansukh Nanalal Shukla is a Director of the Company since 27.05.2006. He is B.Com., C.A.I.I.B. He is an Ex-Executive Director of Bank of India. He has wide and varied experience in Banking and Corporate Finance. He is a Director in M/s. Homi Mehta & Sons Pvt. Ltd., Shree Vindhya Paper Mills Ltd., Times Guarantee Ltd., Bharti Polytex Pvt. Ltd., and Jaysynth Anthraquinones 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.

## 3. COMMITTEES OF THE BOARD :

### 3.1 Audit Committee :

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

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.

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

DIRECTORS	MEETING ATTENDED
SHRI R.M.DESAI	5
SHRI P.M.KALE	5
SHRI D.N.SHUKLA	5

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

#### Term of Reference :

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

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

DIRECTORS	NO.OF MEETING ATTENDED
SHRI P.S.KOTHARI	4
SHRI R.M.DESAI	4
SHRI N.S.KOTHARI	4

During the year under review no complaint has 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 R.M. Desai – Non-Executive Independent Director is a Chairman of the Committee.

### 3.3 Directors' Remuneration Committee:

#### Terms of Reference :

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

#### Composition:

The 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: