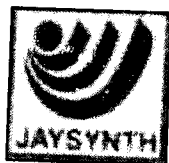


28th
ANNUAL REPORT
2012-2013



JAYSYNTH DYE STUFF (INDIA) LTD.

BOARD OF DIRECTORS

Shri. Parag. S. Kothari
Chairman & Managing Directors

Shri. Nikhil. S. Kothari

Shri. Dhansukh. N. Shukla
(Expired on 30/06/2013)

Shri Rajendra M. Desai

Shri Prakash M. Kale

Shri Bhavesh V. Panjuani

Shri Kulinkant N. Manek
(Additional Director
w.e.f. 27/05/2013)

**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 AGENT

Sharepro Services (India) Pvt. Ltd.
13AB, Samhita Warehousing Comple
Second Floor, Sakinaka Telephone
Exchange Lane, Off. Andheri Kurla R
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: 410 220

Processing Unit:

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

JAYSYNTH DYESTUFF (INDIA) LIMITED

NOTICE

NOTICE is hereby given that the Twenty-Eighth 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 Wednesday the 25th day of September, 2013 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, 2013 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 Rajendra M. Desai, as a Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Shri Bhavesh Virsen Panjuani, as a Director who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT Shri Kulinant Nathubhai Manek who was appointed as an Additional Director by the Board of Directors of the Company and holds office till the date of Annual General Meeting and being eligible for re-appointment, be and is hereby appointed as director of the Company, liable to retire by rotation."

BY ORDER OF THE BOARD


P. S. Kothari
Chairman & Managing Director

Mumbai, 12th August, 2013

NOTES: -

01. **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.**
02. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 19th September, 2013 to Wednesday, the 25th September, 2013 (both days inclusive).

03. The Shares of the Company are listed on The Bombay Stock Exchange Ltd. The Company has paid up-to-date Annual Listing fees to The Bombay Stock Exchange Ltd., Mumbai.
04. Members are requested to quote Folio Numbers /Client ID and DP ID numbers in all their correspondence.
05. Members are requested to send all their documents and communications pertaining to shares to the Company's Registrar and Share Transfer Agents M/s. Sharepro Services (India) Pvt. Ltd. at any of their addresses given below.
06. Members are requested to intimate change in their address immediately to the Company's Registrar and Share Transfer Agents at any of their addresses given herein below.
07. 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.
08. 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.
09. 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.
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 dematerialize 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. Pursuant to the recommendation of SEBI Committee on Corporate Governance for re-appointment of retiring Directors, the relevant details of the concerned Director, are provided in the Report on Corporate Governance forming part of the Annual Report.
14. The Securities and Exchange Board of India("SEBI") has vide its circulars Ref. No. MRD/DoP/Cir-05/2009 dated 20th May, 2009 and Ref.No.SEBI/MRD/ DoP/ SE/RTA/Cir-03/2010 dated 7th January, 2010 specified that for securities market transactions and off-market/private transactions involving transfer/transmission of shares, deletion of name of deceased shareholders(s) and transposition of names in respect of shares held in physical form of listed companies, it shall be mandatory for the transferee(s) /shareholder(s) to furnish copy of PAN card to the Company/Registered Transfer Agent (RTA) for registration of such transfer/

transmission of shares or other requests, as aforesaid. All shareholder(s) desirous of lodging physical shares for any of the aforesaid should therefore invariably furnish copy of their PAN card at the time of lodging requests for such matters together with all requisite documents to the Company/RTA for necessary action, to avoid inconvenience.

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
Nariman Point,
Mumbai - 400 021.

BY THE ORDER OF THE BOARD



P. S. Kothari

Chairman & Managing Director

MUMBAI: 12th August, 2013

Registered Office :

301, "Sumer Kendra"

Pandurang Budhkar Marg,

Worli, Mumbai - 400 018

Explanatory Statement Pursuant To Section 173 of The Companies Act, 1956.

Item No. 5:

Shri Kulinkant Nathubhai Manek was appointed as an Additional Director on 27th May, 2013, pursuant to Section 260 of the Companies Act, 1956 read with Article 20(a) of Articles of Association of the Company, and holds office of director up to the date of ensuing Annual General Meeting. The Company has received a notice in writing from a member along with required deposit, proposing the candidature of Shri Kulinkant Nathubhai Manek for the office of director under the provisions of Section 257 of the Companies Act, 1956. Brief profile of the Director is given in the Annexure to the Notice in pursuance of Clause 49 of the Listing Agreement. None of the Directors except Shri Kulinkant Nathubhai Manek himself is concerned or interested in the Ordinary Resolution at Item No. 5 of the Notice.

REGD.OFFICE:
301, Sumer Kendra,
P.B. Marg, Worli,
Mumbai - 400 018.

MUMBAI: 12th August, 2013

BY THE ORDER OF THE BOARD :

P. S. Kothari
Chairman & Managing Director

Annexure To The Notice

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

Name Of Director	Rajendra Maganlal Desai	Bhavesh Virsen Panjuani	Kulinkant Nathubhai Manek
Date of Birth	16 th February, 1952	06 th February, 1967	2 nd December, 1944
Date of Appointment on the Board	27 th June, 2000	14 th November, 2011	27 th May, 2013
Qualification	B.Com, FCA	Advocate & Solicitor	B.Sc. LTC
Experience	He has served with ICICI Bank Ltd., for over twenty years at various Management levels. He has wide and varied experience in the field of financial management and is a Finance Consultant.	He is a Practicing advocate and Solicitor and Partner in Mulla & Mulla & Craigie Blunt & Caroe.	He has wide and varied experience of Trade and Industry. He is a Partner in Nathubhai Cooverji & Company, Nathubhai Cooverji & Sons, Aditi Enterprises and Jai Agro Industries.
Directorship held in other Public Companies (excluding Foreign, Private and Section 25 Companies)	M/s. Aban Investments Ltd.,	1.Hindoostan Mills Ltd., 2. M/s. Bhishma Realty Ltd	NIL
Membership/ Chairmanship of Committee across Public Company	<u>Chairman</u> Audit Committee – Remuneration Committee - Jaysynth Dyestuff (India) Ltd.	<u>Chairman</u> Remuneration Committee- Hindoostan Mills Ltd.	NIL
No. of Shareholdership			
a) Own	NIL	400	200
b) For others on beneficial basis	NIL	NIL	NIL

Directors' Report

Your Directors hereby present their Twenty Eighth Annual Report for the year ended March 31, 2013.

1. Financial Results :

The financial results of your company for the year ended March 31, 2013 as compared to the previous year ended March 31, 2012 are summarized below:

(₹ in Lacs)

Particulars	Year ended March 31, 2013	Year ended March 31, 2012
Revenue from Operation	12246.56	9172.68
Other Income	90.63	25.14
Total Income	12337.19	9197.82
Profit before extraordinary items & depreciation	1105.01	689.31
Depreciation	(80.03)	(64.94)
Profit before Tax	1024.98	624.37
Provision for Tax & Wealth Tax	(218.46)	(126.57)
Deferred Tax	(98.00)	(41.70)
Tax expenses	(6.69)	-
Profit after Tax	701.83	456.10
Deferred Tax Liability	(30.00)	(140.00)
Transfer to General Reserve	(200.00)	(200.00)
Preference Dividend including Dividend Distribution Tax	-	(1.69)
Balance Brought Forward	1448.79	1334.38
Balance Carried to Balance Sheet	1920.61	1448.79

2. Dividend :

Considering present economic environment & prevailing business opportunity, directors consider it prudent to conserve financial resources hence, do not recommend any dividend for the year ended March 31, 2013.

3. Review of operations :

During the year under review revenue from operation is ₹12,246.56 lacs as against ₹9,172.68 lacs registered during previous accounting year. Net Profit during the year was ₹1,024.98 lacs as against ₹624.37 lacs registered during previous accounting year. Net profit after tax for the year under review was ₹701.83 lacs as against ₹456.10 lacs an increase of 53.87%.

4. Finance :

During the year under review, your Company has not borrowed any funds from any financial institution or bank, this makes your Company a zero debt company.

5. Fixed Deposits :

Your Company has not accepted any fixed deposits from public during the year under review. Hence, it is not required to furnish information in respect of outstanding deposits under Non-Banking Financial Companies (Reserve Bank) Directions, 1966 and Companies (Acceptance of Deposits) Rules, 1955.

6. Directors :

Shri Rajendra M. Desai & Shri. Bhavesh Virsen Panjuani retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, have offered themselves for re-appointment.

The Board of Directors at its meeting held on 27th May, 2013, appointed Shri Kulinkant Nathubhai Manek as an Additional Director, who will hold office as Director up to the date of the forthcoming Annual General Meeting. A notice in writing has been received from a member of the Company under Section 257 of the Companies Act, 1956 signifying his intention to propose Shri Kulinkant Nathubhai Manek as a candidate for the office of Director of the Company.

7. Particulars of Employees :

There are no employees covered under Section 217(2A) of the Companies Act, 1956.

8. Conservation of Energy, Technology, Absorption and Foreign Exchange Earnings and Outgoings:

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'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, 2013 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.

12. Cost Accounting Records :

Cost accounting records for the year ended March 31, 2013 were maintained as per Cost Accounting Records Rules. Subject to approval of the Central Government, the Company has appointed Mr. S. D. Shenoy, Cost Accountants, as Cost Auditors to audit the cost accounts of the Company for the financial year 2013-14. Your Company has filed the Cost Audit Report and Cost Audit Compliance Report in respect of financial year 2011-12. The Cost Audit Report for the financial year ended March 31, 2013 will be filed within 180 days from the end of the financial year.

13. 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 confirming compliance is set out in the Annexure forming part of this report.

14. 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.

15. Industrial Relations :

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

16. Acknowledgment :

The Board of Directors places on record it's sincere appreciation for the dedicated services rendered by employees at all levels. Your Directors also wish to place on record their grateful appreciation for assistance and support extended by Syndicate Bank, and HDFC Bank Ltd., all shareholders, customers, suppliers, government authorities and other business associates.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS



**PARAG S. KOTHARI
CHAIRMAN & MANAGING DIRECTOR**

Mumbai: 27th May, 2013