

**29TH
ANNUAL REPORT
2013-2014**



JAYSYNTH DYESTUFF (INDIA) LIMITED



BOARD OF DIRECTORS

Shri. Sharadchandra S. Kothari
Managing Director

Shri. Parag S. Kothari
Jt. Managing Director

Shri. Nikhil S. Kothari

Shri. Rajendra M. Desai

Shri. Prakash M. Kale

Shri. Bhavesh V. Panjuani

Shri. Kulinkant N. Manek

Shri. Dhansukh N. Shukla
(Expired on June 30, 2013)

COMPANY SECRETARY

Shri. Chandrakant C. Bhagwat

AUDITORS

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

PRINCIPAL BANKERS

HDFC Bank Limited
Syndicate Bank
Kotak Mahindra Bank Limited

REGISTERED OFFICE

301, "Sumer Kendra",
Pandurang Budhkar Marg,
Worli, Mumbai - 400 018

REGISTRAR & TRANSFER AGENTS

Sharepro Services (India) Pvt. Ltd.
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 - 410 220

Processing Unit:

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

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NOTICE

NOTICE is hereby given that the Twenty-Ninth 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, September 19, 2014 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, 2014 and the Statement of Profit and Loss of the Company for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To re-appoint Shri. Nikhil S. Kothari (DIN: 00184152), as a Director who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company and fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, M/s. C.J. Shah & Associates, Chartered Accountants, having Firm Registration No. 109522W, the retiring Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period in addition to the reimbursement of actual out of pocket expenses as may be incurred by them in the performance of their duties.”

SPECIAL BUSINESS:

5. Appointment of Shri. Rajendra M. Desai as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Rajendra M. Desai (DIN: 00403784), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from September 19, 2014 to September 18, 2019.”

6. Appointment of Shri. Prakash M. Kale as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Prakash M. Kale (DIN: 00151379), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from September 19, 2014 to September 18, 2019.”

7. Appointment of Shri. Bhavesh V. Panjuani as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Bhavesh V. Panjuani (DIN: 03188032), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from September 19, 2014 to September 18, 2019.”



8. Appointment of Shri. Kulinkant N. Manek as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Kulinkant N. Manek (DIN: 06374052), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from September 19, 2014 to September 18, 2019."

9. Appointment of Shri. Sharadchandra S. Kothari as the Managing Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the approval of Company be and is hereby accorded to the appointment of Shri. Sharadchandra S. Kothari (DIN: 00184421) as the Managing Director of the Company, for a period of 5 (five) consecutive years commencing from November 13, 2013 to November 12, 2018 upon principal terms and conditions set out in the explanatory statement annexed to the notice convening this meeting with liberty and power to the Board of Directors (hereinafter referred to as "the Board" which expression shall also include the Nomination and Remuneration Committee), in the exercise of its discretion, to grant increment and to alter and vary from time to time the terms and conditions of the said appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable or expedient for the purpose of giving effect to this resolution."

10. To adopt new set of Articles of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Articles of Association of the Company, as available for inspection at the registered office of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable or expedient for the purpose of giving effect to this resolution."

11. To appoint Cost Auditors of the Company for the financial year 2014-15.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable or expedient for the purpose of giving effect to this resolution."

BY ORDER OF THE BOARD

Mumbai : August 13, 2014

Registered Office :

301, "Sumer Kendra",
Pandurang Budhkar Marg,
Worli, Mumbai - 400 018.

Chandrakant Bhagwat
Company Secretary

NOTES:-

- (a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses under Item Nos. 5 to 11 of the accompanying Notice and the details in respect of the Directors proposed to be appointed / re-appointed at the Annual General Meeting to be provided under Clause 49 of the Listing Agreement with Stock Exchange(s) where the shares of the Company are listed, are annexed hereto.

- (b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

- (c) Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will be closed from Monday, September 08, 2014 to Wednesday, September 19, 2014 (both days inclusive).

- (d) The dividend as recommended by the Board of Directors if approved by the Members at the ensuing Annual General Meeting will be paid on or after September 19, 2014 as under:

- (i) To the Members holding shares in physical form, whose names appear in the Company's Register of Members as on September 06, 2014.
- (ii) To the Beneficial Owners, whose names appear in the beneficial owners list to be furnished for this purpose by the National Securities Depository Limited and the Central Depository Services (India) Limited as on the close of business hours on September 06, 2014.

- (e) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the Company's Registrar and Share Transfer Agent, Sharepro Services (India) Pvt. Ltd., (Unit - Jaysynth Dyestuff (India) Limited), 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072, Tel. No.: +91-22-67720300/67720334, Fax No.: +91-22-28375646.

- (f) Electronic copy of the Annual Report for the year 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the Annual Report for the year 2013-14 is being sent in the permitted mode.

- (g) Members are requested to notify immediately, any change in their address registered with the Company to Sharepro Services (India) Pvt. Ltd., (Unit - Jaysynth Dyestuff (India) Limited), 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072, Tel. No.: +91-22-67720300/67720334, Fax No.: +91-22-28375646, the Registrar and Share Transfer Agent of the Company, in respect of equity shares held in physical form and to their respective Depository Participants (DPs) in respect of equity shares held in electronic form.

- (h) Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is/are entitled to nominate in the prescribed manner, a person to whom his/her/their share(s) in the Company, shall vest after his/ her/their lifetime. Members who are holding share(s) in physical form and are interested in availing this nomination facility are requested to write to the Company or the Company's Registrar and Share Transfer Agent, Sharepro Services (India) Pvt. Ltd., (Unit - Jaysynth Dyestuff (India) Limited), 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072, Tel. No.: +91-22-67720300/67720334, Fax No.: +91-22-28375646 and those Members who are holding share(s) in electronic form, are requested to write to their respective Depository Participants (DPs).

- (i) In order to render better and efficient services, Members are requested to consolidate the multiple folios which are in the same names and in identical order. Consolidation of folios does not amount to transfer of shares and therefore no stamp duty or other expenses are payable for the same. In case any Member(s) decide to consolidate his/her/their folios, he/she/they is/are requested to forward his/her/their share certificates, along with a request letter, to the Company or the Company's Registrar and Share Transfer Agent, Sharepro Services (India) Pvt. Ltd., (Unit - Jaysynth Dyestuff (India)



Limited), 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072, Tel. No.: +91-22-67720300/67720334, Fax No.: +91-22-28375646.

- (j) Electronic copy of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

- (k) Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2013–14 will also be available on the Company's website www.jaysynthdyestuff.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on any working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: jsec@jaysynth.com.

- (l) Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:

- (i) Open email and open PDF file viz: " JAYSYNTH DYESTUFF (INDIA) LIMITED e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Jaysynth Dyestuff (India) Limited
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.,) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to keyulmdedhia@gmail.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the covering letter annexed to the Annual Report:
EVEN (E Voting Event Number) USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- D. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- E. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- F. The e-voting period commences from September 13, 2014 (9:00 a.m.) and ends on September 15, 2014 (6:00 p.m.).
- During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 01, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- G. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 01, 2014.
- H. Mr. Keyul M. Dedhia, Company Secretary in practice (Membership No. 22761) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- I. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- J. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jaysynthdyestuff.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- (m) As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their own copies to the Meeting.
- (n) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days except Sundays, up to and including the date of the Annual General Meeting of the Company.

BY ORDER OF THE BOARD

Mumbai : August 13, 2014

Registered Office :

301, "Sumer Kendra",
Pandurang Budhkar Marg,
Worli, Mumbai - 400 018.

**Chandrakant Bhagwat
Company Secretary**



Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item Nos. 5 to 8:

Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek are the Independent Directors of the Company. The Securities and Exchange Board of India (SEBI) has amended clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a listed Company. The Company have received notices from members under Section 160 of the Companies Act, 2013 signifying their intention to propose their candidature for appointment as Directors of the Company. However, it is proposed to appoint Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek as an Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for a period of 5 (five) years commencing from September 19, 2014 up to September 18, 2019.

Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek are not disqualified from being appointed as Directors in terms of Section 164 and 184 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek fulfill the conditions for appointment as an Independent Directors as specified in the Act and the Listing Agreement. Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek are independent of the management of the Company.

Brief resume/profile of Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek along with the nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are annexed to this Notice and /or provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek as an Independent Directors setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek are interested in passing of the resolutions set out at Item Nos. 5 to 8 of the Notice with regard to their respective appointments. The relatives of Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 to 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except as above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in passing of these resolutions.

The Board recommends the Ordinary Resolution set out at Item Nos. 5 to 8 of the Notice for approval by the shareholders.

Item No. 9:

The Board of Directors of the Company at its meeting held on September 25, 2013 has appointed Shri. Sharadchandra S. Kothari, as an Additional Director of the Company. Subsequently, the Board of Directors at its meeting held on November 13, 2013 has appointed him as the Managing Director of the Company for a period of 5 (five) years with effect from November 13, 2013 to November 12, 2018 pursuant to the recommendation of the Nomination and Remuneration Committee (formerly known as Remuneration Committee). Shri Sharadchandra S. Kothari is B.A., B.Com, LL.B from the University of Bombay. Shri Sharadchandra S. Kothari has wide and varied experience in Dyes and Chemical Industry. He is also Managing Director of JD Orgochem Limited, an associate Company.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Shri. Sharadchandra S. Kothari as the Managing Director and the remuneration payable to him.

The material terms of appointment and remuneration are given below: -

- A) Basic Salary: ₹ 1,75,000/- per month plus annual Bonus/Ex-gratia as may be decided by the Board. Performance bonus may be paid for each of the financial year based on profit of the Company and other relevant factors and having regard to his performance as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
Reimbursement of expenses: Reimbursement of actual out-of- pocket expenses incurred in connection with the business of the Company, expenses on travelling including for spouse on any domestic and overseas trip, provision for use of car on the Company's business and expenses on communication facilities at residence shall be reimbursed and not considered as perquisites.
- B) Benefits, perquisites and allowances, include Company's owned/ hired / leased accommodation or house rent allowance at 50% of the basic salary in lieu of Company provided accommodation along with benefits of gas, fuel, water electricity, telephones as also upkeep of maintenance of such accommodation; leave travel allowance for self and family, subject to one month salary; travelling-spouse accompanying on any domestic or overseas trip governed by the policy of the Company; reimbursement of domiciliary medical expenses incurred in India for self

and family at actual and reimbursement of medical insurance premium up to ₹ 15,000/- per annum for self and family; hospitalization expenses not covered under the insurance policy for self & family at actual; club fees of one club in India (including admission and membership fee); leave encashment as per the rules of the Company; Gratuity as per the Gratuity Act; Personnel accident insurance coverage ₹ 10,00,000/- for self as per the Company's rules; Car for the use of Company's business as per the Company's policy; education allowances to be paid as may be decided by the Board of Directors; Reimbursement of entertainment expenses on actual basis incurred properly in the course of the Company's business;

C) General:

- (i) The total remuneration inclusive of salary, benefits, perquisites allowances, commission, etc. payable to Shri Sharadchandra S. Kothari shall not exceed maximum limits laid down in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Shri. Sharadchandra S. Kothari.
- (ii) The terms and conditions set out and payment of remuneration may be altered and varied by the Board as it may, from time to time, deem fit.
- (iii) The office of Managing Director may be terminated in writing by giving six months' prior notice in writing by the either side or the Company by paying six month's remuneration in lieu thereof.

Notwithstanding the foregoing, where in any financial year during the currency of the present tenure, the Company has no profit or inadequate profits the remuneration will be paid as Minimum Remuneration, as per the provisions of Schedule V to the Companies Act, 2013.

The draft of the agreement to be entered into by the Company with Shri Sharadchandra S. Kothari is available for inspection by the members of the Company at the registered office of the Company between 11.00 a.m. to 1.00 p.m. on any working day of the Company excluding public holiday.

In compliance with the requirements of Section 190 of the Companies Act, 2013 (corresponding to Section 302 of the Companies Act, 1956), an abstract of the terms of appointment of Shri Sharadchandra S. Kothari, together with Memorandum of Interest was circulated to shareholders in November, 2013.

Shri Sharadchandra S. Kothari is deemed to be interested in the resolution. Shri Parag S. Kothari and Shri Nikhil S. Kothari, Directors being relative of Shri Sharadchandra S. Kothari are interested or concerned in the resolution.

Save and except as above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in passing of this resolution.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

Item No. 10:

The management of your Company proposes to alter the Articles of Association of the Company to bring it in consonance with the provisions of Companies Act, 2013 and the Rules made thereunder as notified by the Ministry of Corporate Affairs.

In terms of Section 14 and other applicable provisions of the Companies Act, 2013 approval of members of the Company by Special Resolution is required for adoption of new draft of Articles of Association of the Company.

Accordingly the proposed resolution is to seek the approval of the members for the same. A copy of the new draft of Articles of Association shall be available for inspection of members during the working hours at the Registered Office of the Company and also at the Annual General Meeting.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in passing of this resolution.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

Item No. 11:

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. S.D. Shenoy as a Cost Auditor of the Company and has proposed to pay ₹ 50,000/- plus out of pocket expenses as remuneration of the Cost Auditors subject to the approval of Members to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be determined by the shareholders of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in passing of this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

BY ORDER OF THE BOARD

Mumbai : August 13, 2014

Registered Office :

301, "Sumer Kendra",
Pandurang Budhkar Marg,
Worli, Mumbai - 400 018.

Chandrakant Bhagwat
Company Secretary



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	Shri. Rajendra Maganlal Desai	Shri. Bhavesh Virsen Panjuani	Shri. Kulinkant Nathubhai Manek
Date of Birth	February 16, 1952	February 06, 1967	December 02, 1944
Date of Appointment	June 27, 2000	November 14, 2011	May 27, 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 & Solicitor & partner in Mulla & Mulla & Craigie Blunt & Caroe.	He has wide and varied experience of Trade & Industry. He is a Partner in Nathubhai Cooverji & Company, Nathubhai Cooverji & Sons, Aditi Enterprises and Jai Agro Industries.
Directorship held in other Public Companies as on March 31, 2014 (excluding Foreign, Private and Section 25 Companies)	NIL	M/s.Hindoostan Mills Ltd., M/s Bhishma Realty Ltd.,	NIL
Membership/ Chairmanship of Committee across Public Company as on March 31, 2014	NIL	Chairman Hindoostan Mills Ltd., Remuneration Committee Member Bhishma Realty Ltd., Remuneration Committee	NIL
No. of Shares held in the Company as on March 31, 2014	NIL	400	200