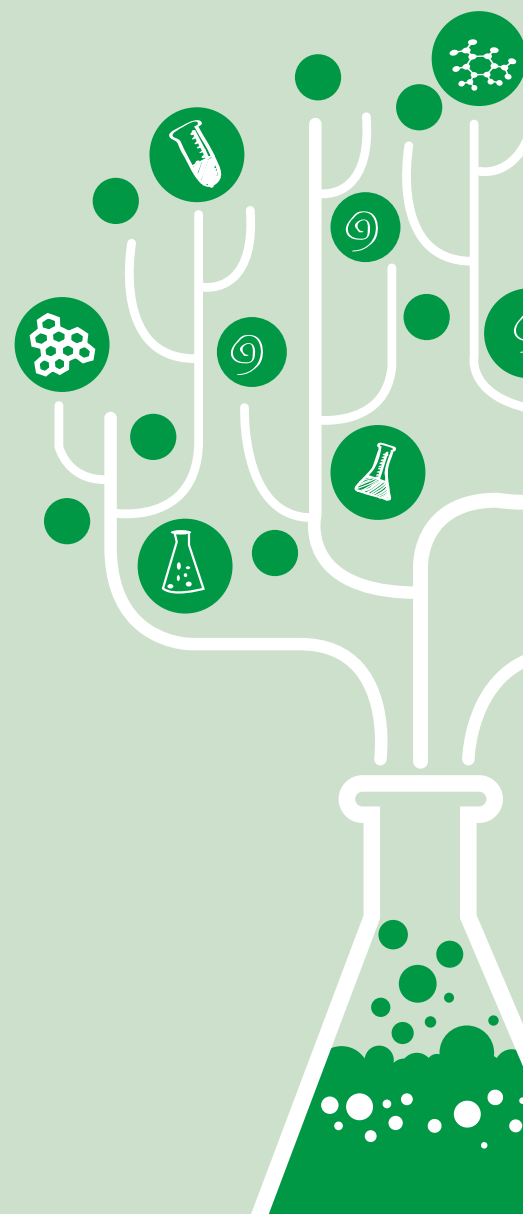




JAYSYNTH DYESTUFF (INDIA) LIMITED

32nd
Annual Report
2016 - 17



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Corporate Information

EXECUTIVE DIRECTOR

Parag Sharadchandra Kothari
Chairman and Managing Director
(DIN: 00184852)

NON-EXECUTIVE DIRECTORS

Nikhil Sharadchandra Kothari
(DIN: 00184152)

Jyoti Nirav Kothari
Woman Director
(DIN: 07143429)

KEY MANAGERIAL PERSONNEL

Parag Sharadchandra Kothari
Chairman and Managing Director
(DIN: 00184852)

Mangesh Narayan Patil
Chief Financial Officer

Pooja Pradip Niphadkar
Company Secretary and Compliance Officer

BANKERS

HDFC Bank Limited
Syndicate Bank

LISTED AT

BSE Limited
25th Floor, P. J. Towers,
Dalal Street,
Mumbai- 400 001
Tel No.: 022 - 2272 1233
Fax No.: 022 -2272 1919

REGISTERED OFFICE

301, Sumer Kendra, P. B. Marg, Worli,
Mumbai - 400 018
Tel. No.: 022-3042 3048
Fax No.: 022-3042 3434
E-mail Id: jsec@jaysynth.com

FACTORY ADDRESS/PLANT LOCATIONS

PATALGANGA PLANT

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

INDEPENDENT DIRECTORS

Bhavesh Virsen Panjuani
(DIN: 03188032)
Kulinkant Nathubhai Manek
(DIN: 06374052)
Prakash Mahadeo Kale
(DIN: 00151379)
Rajendra Maganlal Desai
(DIN: 00403784)

STATUTORY AUDITOR

M/s. C.J. Shah & Associates
Chartered Accountants
26, Vraj Manek No. 1, Jai Ambe Mandir Road,
Bhayander (West), Thane - 401 101

INTERNAL AUDITOR

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

SECRETARIAL AUDITOR

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

REGISTRAR AND TRANSFER AGENT (UPTO 5TH JUNE, 2016)

Sharepro Services (India) Private Limited
13AB, Samhita Warehousing Complex,
Second Floor, Sakinaka Telephone Exchange Lane,
Off Andheri Kurla Road, Sakinaka, Andheri (East),
Mumbai - 400 072
Tel No.: 022-6772 0300/6772 0334
Fax No.: 022-2837 5646
E-mail Id: sharepro@shareproservices.com
Website: www.shareproservices.com

REGISTRAR AND TRANSFER AGENT (W.E.F. 6TH JUNE, 2016)

Link Intime India Private Limited
C-101, 247 Park, L.B.S Marg, Vikhroli (West),
Mumbai - 400 083
Tel. No.: 022 -4918 6270
Fax No.: 022 - 4918 6060
E-mail Id: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

TALOJA PLANT

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

NOTICE OF 32nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of Jaysynth Dyestuff (India) Limited will be held on Tuesday, the 29th August, 2017 at 10.00 a.m at Textile Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, together with Board's Report and the Auditor's Report thereon.
2. To declare dividend @ 30% i.e ₹ 0.30/- paise per Equity Share for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Jyoti Nirav Kothari (DIN: 07143429), who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint Statutory Auditor in place of retiring Statutory Auditor and to determine his remuneration. For this purpose, to consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the recommendation of the Audit Committee and the Board of Directors, Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates, Chartered Accountants, (Firm Registration No. 112057W) holding valid peer review certificate be and is hereby appointed as Statutory Auditor of the Company in place of M/s. C.J Shah & Associates, Chartered Accountants (Firm Registration No. 109522W), retiring Statutory Auditor to hold office for a term of 5 years commencing from conclusion of 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting of the Company subject to ratification of his appointment by the Members at every subsequent Annual General Meeting."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix his remuneration as may be mutually agreed upon and do all such acts, deeds, matters and things as may be considered necessary and desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. Payment of remuneration to Parag Sharadchandra Kothari (DIN: 00184852), Managing Director of the Company, in case of loss or inadequate profits.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of the Members be and is hereby accorded that Parag Sharadchandra Kothari (DIN: 00184852), Managing Director of the Company be paid remuneration by way of Salary, Perquisites and Allowances as approved by the Members at the 31st Annual General Meeting held on 31st August, 2016 (with the terms and conditions regarding his appointment and remuneration remaining unchanged) as minimum remuneration with effect from 1st April, 2017 for the remaining period of his tenure ending on 31st May, 2019, in case where in any financial year, during the currency of his tenure of Parag Sharadchandra Kothari (DIN: 00184852), Managing Director, the Company has losses or its profits are inadequate, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT Pooja Pradip Niphadkar, Company Secretary and Compliance Officer or Mangesh Narayan Patil, Chief Financial Officer be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

6. Service of Documents

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, whereby, a document may be served to any Member by the Company by sending it to him/her by ordinary post, by registered post, by speed post, by courier, by electronic mode or any other modes as may be prescribed, consent of the Members be and is hereby accorded to charge the Member such fees in advance, equivalent to estimated actual expenses of delivery of the documents delivered through ordinary post, registered post, speed post, by courier, by electronic mode or any other modes as may be

prescribed for delivery of documents pursuant to any request by the Member for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the Member.

RESOLVED FURTHER THAT any of the Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds or things, as may be necessary and expedient, to give effect to this resolution."

7. Change in place of keeping and maintaining of Registers, Returns etc.

To consider, and if though fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 88, 94 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession to the earlier resolution passed in this regard at 31st Annual General Meeting of the Company, the approval of the Members be and is hereby accorded to shift and maintain the Registers and Index of Members, as required to be maintained under Section 88 and copies of Annual Return filed under Section 92 of the Companies Act, 2013, to the Registered Office of Link Intime India Private Limited, Registrar and Transfer Agent of the Company from C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai - 400 078 to C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083 or at such other places where the Registrar and Transfer Agent may shift its office from time to time within the city limits of Registered Office of the Company."

RESOLVED FURTHER THAT any of the Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds or things, as may be necessary and expedient, to give effect to this resolution."

Place: Mumbai

Date: 30th May, 2017

Registered Office:

301, Sumer Kendra,

P.B. Marg, Worli,

Mumbai – 400 018

CIN: L24114MH1985PLC035564

Website : www.jaysynth.com

E-mail Id: jsec@jaysynth.com

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

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

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Item nos. 5, 6 and 7 set out in the Notice is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE DEPOSITED/LODGED WITH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE COMMENCEMENT OF MEETING.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
3. Corporate Members intending to send their authorised representatives to attend and vote at the 32nd Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote on their behalf at the 32nd Annual General Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorised Representatives are requested to bring the Attendance Slip, duly filled in, for attending the 32nd Annual General Meeting, alongwith their copy of Annual Report.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, 23rd August, 2017 to Tuesday, 29th August, 2017 (both days inclusive) for the purpose of 32nd Annual General Meeting.
7. (i) The Company has fixed Tuesday, 22nd August, 2017 as the 'Record date' for the purpose of determining the Members who are entitled to dividend for the financial year ended 31st March, 2017.

- (ii) The dividend on equity shares, as recommended by the Board of Directors of the Company, if approved at the 32nd Annual General Meeting will be paid on or before Thursday, 28th September, 2017 in respect of equity shares held in dematerialized form, the dividend will be paid to those Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners on the Record Date and to those Members who hold equity shares in physical form and whose names appear on the Register of Members of the Company as on that Date.
8. Route Map to the venue of the 32nd Annual General Meeting of the Company forms part of this Notice.
 9. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form are advised to file Nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in dematerialised form, the Members may please contact their respective Depository Participants. Further, Form SH-13 for Nomination is annexed to the Annual Report.
 10. Members are requested to send all communications relating to Transfer, Transmission, Transposition of shares, issue of Duplicate Share Certificate, change of address or any other changes as the Members as may be required etc. to the Registrar and Transfer Agent at the following address:

Link Intime India Private Limited
 (Unit: Jaysynth Dyestuff (India) Limited)
 C-101, 247 Park, L.B.S. Marg,
 Vikhroli (West),
 Mumbai – 400 083.
 Tel. No.: 022- 4918 6270
 Fax No.: 022- 4918 6060
 E-mail Id: rnt.helpdesk@linkintime.co.in
 Website: www.linkintime.co.in

 If the shares are held in electronic form, then change of address and change in the Bank Account Mandate etc should be furnished to their respective Depository Participants.
 11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail Ids either with the Company or with the Depository Participants. Members holding shares in physical mode are requested to register their E-mail Ids with the Company or its Registrar and Transfer Agent. If there is any change in the E-mail Id already registered with the Company, Members are requested to immediately notify such change to the Company or its Registrar and Transfer Agent in respect of shares held in physical form and to Depository Participants in respect of shares held in electronic form.
 12. In terms of circular issued by Securities and Exchange Board of India (SEBI), it is mandatory to quote Permanent Account Number ("PAN") for participating in the securities market. Therefore, Members holding shares in dematerialised form are requested to submit the PAN details to their Depository Participants, whereas Members holding shares in physical form are requested to submit the PAN details to the Registrar and Transfer Agent of the Company.
 13. Statutory Registers and documents referred to in the Notice and Explanatory Statement are open for inspection by the Members at the Registered office of the Company on all days (excluding Saturdays and Sundays) between 11.00 a.m to 1.00 p.m upto the date of the 32nd Annual General Meeting and will also be available for inspection at the meeting.
 14. Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), with respect to Directors seeking appointment/re-appointment at the 32nd Annual General Meeting is annexed to this Notice.
 15. The Annual Report of the Company for the financial year 2016-17, circulated to the Members of the Company is also uploaded on the website of the Company at **www.jaysynth.com**.
 16. The Ministry of Corporate Affairs vide its Circular No. 17/2012 dated 23rd July, 2012 have directed the companies to upload information regarding unpaid and unclaimed dividend on the Company's website. In terms of the Circular, the Company has uploaded the details of unpaid and unclaimed dividend and the same can be viewed on the website of the Company at **www.jaysynth.com**. Members having unclaimed dividends and who have not encashed their dividend are advised to write to the Company or to the Registrar and Transfer Agent immediately claiming dividend by the Company from time to time.
 17. The Members are requested to send their queries, if any on the Annual Report to the Company Secretary and Compliance Officer by sending an Email at **jsec@jaysynth.com** or to the Registrar and Transfer Agent by sending an Email at **rnt.helpdesk@linkintime.co.in** not less than seven days before the meeting, so that requisite information/explanation can be provided in time.
 18. Members holding shares in dematerialized form may note that the Bank Account Mandate registered against their respective Depository Participants will be used by the Company for payment of Dividend. Members who wish to change their Bank Account

Mandate may advise their Depository Participants about such change. The Company or Registrar and Transfer Agent cannot act on any direct request from such Members for change/deletion of such Bank particulars.

Members holding shares in physical form are requested to send their NECS Mandate Form in the format available at the Company's website at **www.jaysynth.com** duly filled in to the Registrar and Transfer Agent of the Company i.e. Link Intime India Private Limited. In order to provide protection against fraudulent encashment of dividend warrants, Members holding shares in physical form are requested to intimate the Company under the signature of the sole/first joint holder, the following information which will be used by the Company for dividend payments:

- i. Name of Sole / First joint holder and Folio No.
- ii. Particulars of Bank account viz:
 - Name of the Bank
 - Name of Branch
 - Bank Account number allotted by the Bank.
 - Nine Digits MICR code of Bank
 - Account Type, whether Savings Bank (SB) or Current Account (CA).
 - Complete address of the Bank with Pin Code Number.
 - Cancelled cheque leaf of the aforesaid Bank Account.

19. E-voting

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to provisions under Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the 32nd Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by Central Depository Services (India) Limited. The Members may cast their votes using an electronic voting system from a place other than the venue of the 32nd Annual General Meeting ("remote E-voting").
- ii. The facility for voting through electronic voting system or polling paper shall be made available at the 32nd Annual General Meeting and the Members attending the 32nd Annual General Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the 32nd Annual General Meeting.
- iii. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through remote e-voting. If a member casts votes by all the three modes, then the vote casted through remote e-voting shall prevail and the vote casted through other means shall be treated as invalid.
- iv. The Members who have cast their vote by remote e-voting may also attend the 32nd Annual General Meeting but shall not be entitled to cast their vote again.
- v. The remote E-voting period commences on Friday, 25th August, 2017 (9.00 a.m. IST) and ends on Monday, 28th August, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Tuesday, 22nd August, 2017, may cast their vote by remote E-voting. The remote E-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- vi. The Company has appointed Kaushal Dalal of M/s. Kaushal Dalal & Associates (Membership Number: F7141, Certificate of Practice Number: 7512), Practicing Company Secretary, to act as a Scrutiniser to scrutinise remote e-voting process and voting at the 32nd Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- vii. The Consolidated Results of remote e-voting and voting at the 32nd Annual General Meeting shall be declared within 48 hours after the conclusion of 32nd Annual General Meeting of the Company. The results declared along with the Scrutiniser's Report shall be placed on the Company's website **www.jaysynth.com** and on the website of Central Depository Services (India) Limited **www.evotingindia.com** and the same shall also be communicated to BSE Limited where the shares of the Company are listed.
- viii. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of 32nd Annual General Meeting alongwith Annual Report as on the Cut-off Date i.e. Friday, 21st July, 2017 but before e-voting cut - off date i.e. Tuesday, 22nd August, 2017 may obtain the login ID and password by sending a request at **helpdesk.evoting@cdslindia.com** or at **rnt.helpdesk@linkintime.co.in**. However, if he/she is already registered with CDSL for remote e-Voting then he/she can use his/ her existing User ID and password for casting vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on **www.evotingindia.com** or contact CDSL at the **Toll Free No.: 1800-200-5533**.

ix. The results shall also be displayed on the notice board of Company at the Registered Office of the Company.

A. The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Friday, 25th August, 2017 (9.00 a.m. IST) and ends on Monday, 28th August, 2017 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 22nd August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website **www.evotingindia.com**.
- iii. Click on Shareholders/Members.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the Member Id / Folio Number in the Dividend Bank details field as mentioned in instruction (iv).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for Jaysynth Dyestuff (India) Limited.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xviii. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**.

STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

In compliance with the provisions of Section 139 of the Companies Act, 2013 and the Rules thereunder M/s. C.J. Shah & Associates, Chartered Accountants (Firm Registration No.109522W) who is present Statutory Auditor of the Company completes his term as Statutory Auditor of the Company at the conclusion of 32nd Annual General Meeting.

In view of the above, the Board of Directors of the Company on recommendation of its Audit Committee has recommended to its Members the appointment of Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates, Chartered Accountants, (Firm Registration No. 112057W) in place of M/s. C.J. Shah & Associates, Chartered Accountants (Firm Registration No.109522W) from conclusion of this 32nd Annual General Meeting to the conclusion of 37th Annual General Meeting and to fix his remuneration in consultation with the Board of Directors of the Company. Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates, Chartered Accountants, (Firm Registration No. 112057W) has confirmed that his appointment if made will be within the limits prescribed under the Companies Act, 2013.

The Board of Directors recommends the resolution for approval of Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the said resolution.

ITEM NO. 5

Parag Sharadchandra Kothari (DIN: 00184852) was re-appointed as Managing Director of the Company for a period of 3 (Three) years with effect from 01st June, 2016 to 31st May, 2019 at the 31st Annual General Meeting of the Members held on 31st August, 2016. He is also entitled to perquisites and allowances including Contribution to Provident Fund, Gratuity provided that the aggregate of the remuneration shall be within the maximum limits as laid down under Sections 196, 197, 198 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act as amended from time to time.

Parag Sharadchandra Kothari, aged 50 years, is a Bachelor in Electrical Engineering from Moore School and Bachelor in Economics from Wharton School, University of Pennsylvania, USA. He was appointed as Director since 26th April, 2006. He was re-appointed as Managing Director of the Company for a period of 3 (three) years with effect from 01st June, 2016 to 31st May, 2019. He has wide and varied experience in textile dyes and digital inks business.

Minimum Remuneration: In terms of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year, during the currency of the tenure of managerial personnel, the Company has losses or its profits are inadequate, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Board.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) A special resolution has been passed at a general meeting of the Company.

The Company has no inadequate profits in the previous year 2016-17. However, out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

The Board of Directors and Nomination and Remuneration Committee at their meeting held on 30th May, 2017 respectively, have already approved the payment to Parag Sharadchandra Kothari, Managing Director of the Company as minimum remuneration in events of inadequate profit or losses set out in the resolution at Item No. 5 of the Notice.

Except for the aforesaid, all other terms and conditions of his appointment as Managing Director of the Company as approved by the Members of the Company shall remain unchanged.

Parag Sharadchandra Kothari and Nikhil Sharadchandra Kothari, Director and their relatives are interested in the resolution set out at Item No. 5 of the Notice. Save and except the 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 the said resolution.

STATEMENT CONTAINING THE INFORMATION AS REQUIRED UNDER SECTION-II OF PART-II OF SCHEDULE V TO THE COMPANIES ACT, 2013

I. GENERAL INFORMATION:	
1.	Nature of industry
2.	Date or expected date of commencement of commercial production
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus
4.	Financial performance based on given indicators
5.	Foreign investments or collaborators, if any
II. INFORMATION ABOUT THE APPOINTEE	
1.	Background details
2.	Recognition or awards
3.	Past Remuneration
4.	Job profile and his suitability

The Company is in the business of manufacturing dyes, pigments and digital inks.		
Commercial operations commenced in the year 1985.		
Not Applicable.		
(₹ in lakhs)		
Particulars	As At 31 st March, 2017	As At 31 st March, 2016
Share Capital	86.90	86.90
Reserves and Surplus	6,731.60	6,369.94
Total Revenue from Operations	11,970.09	11,923.26
Total Expenses	11,554.91	11,256.59
Profit before Tax	534.69	871.50
Profit after Tax	361.66	619.50

The Company has made 100% investment in foreign Company which has become its Wholly Owned Subsidiary named Jaysynth (Europe) Limited. Foreign investors, mainly comprising NRIs and Foreign Nationals are investors in the Company on accounts of past issuance of securities /secondary market purchase.	
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Parag Sharadchandra Kothari, aged 50 is one of the Promoters of the Company. His expertise and experience has been very valuable and has been a guiding force for the Company. He is also on Board of various other group companies.	
Company was conferred with second award for the financial year 2015-16 for outstanding export performance of Dyes and Dye Intermediates by CHEMEXCIL (Basic Chemicals, Pharmaceuticals & Cosmetics Export Promotion Council) on 24 th March, 2017 under the strong and dynamic leadership of Parag Sharadchandra Kothari.	
Parag Sharadchandra Kothari was paid ₹ 25.91 Lakhs as remuneration for the financial year ended 31 st March, 2017. Detailed break-up of Remuneration is provided in Form No. MGT 9.	
Parag Sharadchandra Kothari devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board. Parag Sharadchandra Kothari has invaluable experience and expertise in the line of the business of the Company which is compatible with the organisational requirements and the Company would definitely benefit under his leadership and valuable guidance. He is also Member of your Company's Stakeholders' Relationship Committee and Corporate Social Responsibility Committee.	