



**JAYSYNTH DYESTUFF (INDIA) LTD.**

301, Sumer Kendra, Pandurang Budhkar Marg,

Worli, Mumbai - 400 018. India

Tel. : +91-22-3042 3048 (12 Lines)

Fax : +91-22-3042 3434 (2 Lines)

E-mail : jsec@jaysynth.com

Web : www.jaysynthdyestuff.com

CIN No. L24114MH1985PLC035564

JDIL/61025080/25

5<sup>th</sup> August, 2016

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI - 400 001.

Dear Sirs,

**Sub:- Intimation of 31<sup>st</sup> Annual General Meeting , Remote e-voting and Notice of Book Closure of the Company**

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This is to inform you that the 31<sup>st</sup> Annual General Meeting (AGM) of the Company for the financial year ended 31<sup>st</sup> March, 2016, is scheduled to be held on Wednesday, 31<sup>st</sup> August, 2016 at 10:00 a.m. at Hotel Kohinoor Park, Kohinoor Corner, Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025.

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the e-voting facility to its Members, to exercise their right to vote on resolutions proposed to be passed at the 31<sup>st</sup> AGM. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility.

Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is also offering the facility to its Members attending the AGM, who are entitled to vote but have not cast their vote by Remote e-voting, to cast their vote by way of Tab Voting/Ballot Paper at the AGM.

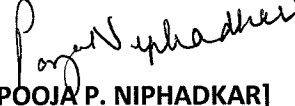
The Company has fixed Wednesday, 24<sup>th</sup> August, 2016 as Cut-off date for determining the eligibility of the Members to vote either through remote e-voting as well as voting at the ensuing AGM.

Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company shall remain closed from Thursday, 25<sup>th</sup> August, 2016 to Wednesday, 31<sup>st</sup> August, 2016 (both days inclusive) for ascertaining the list of Shareholders who would be entitled to receive dividend for the year ended 31<sup>st</sup> March, 2016, that may be declared at the 31<sup>st</sup> AGM of the Company.

Thanking you,

Yours faithfully,

For JAYSYNTH DYESTUFF (INDIA) LTD.

  
[POOJA P. NIPHADKAR]

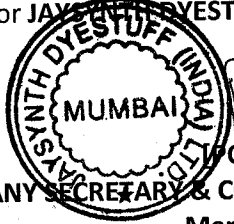
COMPANY SECRETARY & COMPLIANCE OFFICER  
Membership No. A28458



**CALENDAR OF EVENTS FOR E-VOTING ON THE RESOLUTIONS TO BE PLACED AT THE 31<sup>ST</sup> ANNUAL GENERAL MEETING SCHEDULE TO BE HELD ON WEDNESDAY, 31<sup>ST</sup> AUGUST, 2016**

Sr. No	Particulars	Event Dates
1.	Cut- off date for indentifying the eligibility of members holding shares (physical/demat form), for Remote e-voting.	Wednesday 24 <sup>th</sup> August, 2016
2.	Date of completion of dispatch of Annual Report for the financial year 2015-16 along with the Notice (Physical and through e-mail).	On or after Thursday 4 <sup>th</sup> August, 2016
3.	Remote e-voting period will commence on	Saturday, 27 <sup>th</sup> August, 2016 (9:00 a.m)
4.	Remote e-voting period will end on	Tuesday, 30 <sup>th</sup> August, 2016 (5:00 p.m)
5.	Date of Annual General Meeting	Wednesday, 31 <sup>st</sup> August, 2016
6.	Announcement of Results of Remote e-voting together with voting done at the AGM	Not later than Friday 2 <sup>nd</sup> September, 2016
7.	Book Closure commences on	Thursday, 25 <sup>th</sup> August, 2016
8.	Book Closure ends on	Wednesday, 31 <sup>st</sup> August, 2016

For JAYSYNTH DYESTUFF (INDIA) LIMITED

  
*[Signature]*  
**POOJA P. NIPHADKAR]**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
**Membership No. A28458**

## NOTICE

**Notice** is hereby given that 31<sup>st</sup> Annual General Meeting of the members of Jaysynth Dyestuff (India) Limited will be held on Wednesday, 31<sup>st</sup> August, 2016 at 10.00 a.m. at Hotel Kohinoor Park, Kohinoor Corner, Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt :
  - a) the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 and the Reports of the Board of Directors and the Auditor's thereon;
  - b) the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 and the Report of the Auditor's thereon.
2. To declare dividend @ 30% (i.e 0.30 paise per equity share) for the financial year 2015-16.
3. To appoint a Director in place of Mr. Nikhil S. Kothari (DIN: 00184152) who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint Statutory Auditor of the Company and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 and Rules made thereunder, as amended from time to time, M/s. C.J. Shah & Associates, Chartered Accountants (ICAI Firm Registration No.109522W) be and is hereby re-appointed as Statutory Auditor of the Company, to hold office from conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company in consultation with the said Statutory Auditor."

### SPECIAL BUSINESS:

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 the recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Article 108 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Parag S. Kothari (DIN :00184852), as Managing Director of the Company for the period of 3 (three) years with effect from 1<sup>st</sup> June, 2016 to 31<sup>st</sup> May, 2019, as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Parag S. Kothari.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Parag S. Kothari, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** notwithstanding anything herein above stated where in any financial year closing on or after 31<sup>st</sup> March, 2017, during the tenure of Mr. Parag S. Kothari as Managing Director of the Company, the Company incurs any loss or its profits are inadequate in any financial year, the Company shall pay to Mr. Parag S. Kothari, the remuneration as mentioned in the Agreement stated above by way of Basic salary, perquisites and other allowances as a minimum remuneration subject to approval, not exceeding as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration;

**RESOLVED FURTHER THAT** the Board of Directors or any Committee or Ms. Pooja Niphadkar, Company Secretary and Compliance Officer or Mr. Mangesh N. Patil, Chief Financial Officer thereof be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to above resolution and matters related thereto."

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

**"RESOLVED THAT** pursuant to provisions of Sections 88 and 94 and other applicable provisions of the Companies Act,



2013 ("the Act"), the Companies (Management and Administration) Rules, 2014 and any other applicable Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for keeping the Register of Members of the Company, maintained under Section 88 of the Act together with the Index of Members and copies of Annual Returns of the Company filed under Section 92 of the Act with effect from 6<sup>th</sup> June, 2016, at the office of the Registrar and Transfer Agents of the Company, viz., Link Intime India Private Limited having its registered office located at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Ms. Pooja Niphadkar, Company Secretary and Compliance Officer or Mr. Mangesh N. Patil, Chief Financial Officer be and is hereby authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution."

**By Order of the Board of Directors  
For JAYSYNTH DYESTUFF (INDIA) LIMITED**

**Place : Mumbai  
Date : 11<sup>th</sup> July, 2016**

**Registered Office:  
301, Sumer Kendra,  
P. B. Marg, Worli,  
Mumbai - 400 018.**

**sd/-  
Pooja Niphadkar  
Company Secretary and Compliance Officer  
Membership No.A28458**

**NOTES: -**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for other shareholder. The instrument 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.

2. Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
3. Corporate members intending to send their authorised representatives to attend and vote at the meeting are requested to send a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 25<sup>th</sup> August, 2016 to Wednesday, 31<sup>st</sup> August, 2016 (both days inclusive) for determining the shareholders who are entitled to receive dividend on equity shares. In respect of shares held in electronic form, dividend will be paid on the basis of beneficial ownership as of end-of-the-day on 24<sup>th</sup> August, 2016 i.e. Wednesday as per details furnished by the Depositories for this purpose. Further in respect of members owning physical shares, dividend will be paid to those members whose name appear in the Register of Members as on 24<sup>th</sup> August, 2016 i.e. Wednesday.
5. All the correspondences relating to transfer of shares, change of address, dividend mandates etc quoting their folio should be sent to the Registrar & Transfer Agent (R&TA) only at their following address:

**LINK INTIME INDIA PRIVATE LIMITED**

C-13 Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup(West),  
Mumbai - 400078.  
Tel No.: 022-25946970  
Fax No.: 022-25946969  
Website:www.linkintime.co.in  
E-mail id:rnt.helpdesk@linkintime.co.in

6. Members who hold shares in Physical Form:
  - a) are requested to inform R&T Agents of the Company, their email address, Income Tax Permanent Account Number (PAN), if any, allotted to them by the Income Tax Authorities.
  - b) can avail the facility of nomination in the prescribed form. The nominee shall be the person in whom all rights of transfer shall vest in the event of the death of the shareholder(s). A minor can be a nominee provided the name of the guardian is mentioned in the nomination form. The facility of nomination is not available to non-individual shareholders such as Societies, Trusts, Bodies Corporates, Partnership Firms, Kartas of Hindu Undivided Families and holders of Powers of Attorney. For further details members may please contact the Company's Secretarial Department at the Registered Office or the R&T Agents of the Company.
  - c) are requested to notify to the R&T Agents of the Company, any change in their addresses, quoting their folio numbers.
  - d) are requested to note that, in order to avoid any loss / interception in postal transit and also to get prompt credit of dividend through Electronic Clearing Services (ECS), they should submit their ECS details. Alternatively, members may provide details of their bank account quoting their folio numbers to the R&T Agents to enable them to print such details on the dividend warrants.
  - e) under multiple folios are requested to submit their application to R&T Agents for consolidation of folios into a single folio.
7. Members holding shares in dematerialised form:
  - a) may contact their Depository Participant(s) for recording nomination in respect of their shares.
  - b) may please note that their bank details as furnished by the respective depositories to the Company will be printed on their dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change / deletion in such bank details. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may therefore give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants.
  - c) 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts.
8. Members are requested to bring their copies of the Annual Report and attendance slip to the Annual General Meeting.
9. Route Map showing directions to reach the venue of the 31<sup>st</sup> Annual General Meeting is given at the end of this Notice.
10. All Documents referred to in this Notice and Statement setting out material facts are open for inspection at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, Sunday and Public Holidays upto and including the date of the Annual General Meeting.
11. 31<sup>st</sup> Annual Report for FY 2015-16 of the Company circulated to the Members of the Company, will be made available on the Company's website [www.jaysynth.com](http://www.jaysynth.com) and also on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com)

In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies Management and Administration) Rules, 2014, all businesses to be transacted at the Annual General Meeting can be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) platform to provide e-voting facilities and enabling the members to cast their vote in a secure manner. The procedure to be followed by the members for e-voting is as follows:

- A. The instructions for shareholders voting electronically are as under:
  - (i) The voting period begins on 27<sup>th</sup> August, 2016, i.e. Saturday (9.00 a.m.) and ends on 30<sup>th</sup> August, 2016, i.e. Tuesday (5.00 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 24<sup>th</sup> August, 2016, i.e. Wednesday 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](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (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.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the 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.
- (xviii) **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 on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

In case a Member receives physical copy of the Notice of Annual General Meeting (for Members whose e-mail addresses are not registered with the Company/Depositories or requesting physical copy).

(xxi) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- B. The voting period begins on 27<sup>th</sup> August, 2016, i.e. Saturday at 9.00 a.m. and ends on 30<sup>th</sup> August, 2016, i.e. Tuesday at 5.00 p.m.
- C. 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. 24<sup>th</sup> August, 2016, i.e. Wednesday may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting, thereafter.
- D. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- E. General Information on e-voting:
- 1) Any person, who acquires shares of the Company and becomes member of the Company on or after 4<sup>th</sup> August, 2016 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date but before i.e. 24<sup>th</sup> August, 2016, i.e. Wednesday cut-off date for e-voting, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or (company/ RTA email id).
  - 2) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper / Polling Paper/Tab Voting” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility / ballot form/ Tab Voting. The Facility for Voting at meeting venue shall be decided by the company i.e. “remote e-voting” or “Ballot Paper / Polling Paper/Tab Voting”.
  - 3) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - 4) The “ remote e-voting ” end time shall be 5:00 p.m. on the date preceding the date of AGM and the cut-off date shall not be earlier than 7 days before the date of AGM.
  - 5) The Company has appointed Mr. Kaushal Dalal of M/s. Kaushal Dalal & Associates, Practising Company Secretary (Membership Number: F7141, Certificate of Practice Number: 7512) as Scrutinizer to scrutinize the remote e-voting process and the voting at the AGM in a fair and transparent manner.
  - 6) The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
  - 7) The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
  - 8) The consolidated results of remote e-voting and voting at the meeting declared along with the Scrutinizers Report shall be placed on the Company's website [www.jaysynth.com](http://www.jaysynth.com) and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.
  - 9) The results shall also be displayed on the notice board at the Registered Office of the Company.





**STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ITEM NO.5**

Members will recall the appointment of Mr. Parag S. Kothari (DIN:00184852), as Managing Director of the Company with effect from 1<sup>st</sup> June, 2011 for a period of 5 years at their meeting held on 10<sup>th</sup> August, 2011. As the term of appointment of Mr. Parag S. Kothari has expired on 31<sup>st</sup> May, 2016, the Board of Directors have, subject to the approval of the shareholders, re-appointed Mr. Parag S. Kothari as Managing Director of the Company with effect from 1<sup>st</sup> June, 2016 for a period of 3 years on the remuneration, terms and conditions recommended by the Nomination and Remuneration Committee as set out herein.

While re-appointing Mr. Parag S. Kothari as Managing Director of the Company, the Board of Directors considered his contribution to the overall progress of the Company. His knowledge, expertise and wide experience in dyestuff, pigment industry and digital inks have helped the Company immensely. He has been a pioneer and a driving force behind growth of the Company.

The Board is of the opinion that his services should continue to be available to the Company to achieve more greater heights, by re-appointing him as Managing Director as mentioned in the resolution, subject to the approval of shareholders.

Taking into consideration the duties and responsibilities of the Chairman and Managing Director, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and Remuneration Committee, the Board at their meeting held on 30<sup>th</sup> May, 2016 approved the remuneration, terms and conditions of the re-appointment of Mr. Parag S. Kothari, subject to approval of the shareholders on remuneration including minimum remuneration and on terms and conditions given hereunder:

Basic Salary: ₹ 1,50,000/- per month

Commission shall be decided by the Board of Directors based on the net profits of the Company each year subject to the condition that the aggregate remuneration of the Managing Director shall not exceed 5% of the net profits of the Company, in accordance with Sections 196, 197 and Schedule V to the Companies Act, 2013.

Perquisites: In addition to Salary and Commission, the following perquisites shall be allowed to him.

**CATEGORY A**

Housing:

The House Rent Allowance will be paid as per the rules of the Company but subject to maximum 50% of the Basic Salary Gas, Electricity, Water and Furniture:

The expenses on Gas, Electricity, Water and Furnishing will be as per rules of the Company but subject to maximum 10% of Basic Salary.

Medical Reimbursement:

Expenses incurred for him and the family subject to ceiling of one month's salary in a year or three month's salary over a period of three years.

Leave Travel Concession:

For him and his family once in a year incurred in accordance with any rules specified by the Company.

Club Fees:

Fees of club subject to a maximum of two clubs. This will not include Admission and life membership fees.

Personal Accident Insurance:

Personal Accident Insurance Premium for self.

Medical Insurance Premium:

For him, his spouse and children in a year, Premium not to exceed ₹. 30,000/- per annum.

**CATEGORY B:**

Contribution to Provident Fund and Superannuation Fund:

Contribution to Provident Fund, Superannuation fund or annuity fund will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

Gratuity:

Gratuity payable should not exceed half a month's salary for each completed year of service.

Leave Encashment:

Leave encashment equivalent to one month's salary calculated on the basis of one month's leave over eleven month's services. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.



**CATEGORY C:**

Car with Driver and Telephone: Provision of car with Driver for use on Company's business and telephone including Mobile phone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car with driver for private purpose shall be billed by the Company to him.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Parag S. Kothari.

Copy of the Draft Agreement referred above is available for inspection on payment of requisite fee prescribed under the Act by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, Sunday and Public Holidays upto and including the date of the AGM.

He is a member of Corporate Social Responsibility Committee and Stakeholders' Relationship Committee in the Company.

Except Mr. Nikhil S. Kothari and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at item no. 5.

The Board of Directors recommends the Special Resolution in relation to the re-appointment of Managing Director, for the approval of the shareholders of the Company.

**ITEM NO.6**

As per provisions of the Section 94 the Companies Act, 2013, read along with the Companies (Management and Administration) Rules, 2013, thereunder certain documents such as the Register of Members, Index thereof and certain other registers, certificates, documents etc., as provided under Section 88 of the Companies Act, 2013 are required to be kept at the registered office of the Company.

Register/Index of Members were maintained at the office of the Company's erstwhile Registrar & Transfer Agents ("RTA"), Sharepro Services (India) Private Limited ("Sharepro") having its office at 13AB Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072 till 5<sup>th</sup> June, 2016.

Members are informed that SEBI vide its Order dated 22<sup>nd</sup> March, 2016 has directed all client Companies to carry out/switch over their share related activities/RTA, either In-house or to through another RTA, registered with SEBI.

In view of such directives, Board of Directors at its meeting held on 30<sup>th</sup> May, 2016 approved the appointment of M/s. Link Intime India Private Limited having their registered office at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078 as their Registrar and Transfer Agent and changed the place of keeping/maintaining the aforesaid Registers/returns with effect from 6<sup>th</sup> June, 2016.

The Board recommends the Special Resolution at Item No. 6 of the Notice for approval of the members of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution.

**By Order of the Board of Directors  
For JAYSYNTH DYESTUFF (INDIA) LIMITED**

**Place : Mumbai  
Date : 11<sup>th</sup> July, 2016**

**Registered Office:  
301, Sumer Kendra,  
P. B. Marg, Worli,  
Mumbai - 400 018.**

**sd/-  
Pooja Niphadkar  
Company Secretary and Compliance Officer  
Membership No.A28458**



**ANNEXURE**

Profiles of the Directors being appointed/re-appointed as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Directors	Mr. Parag S. Kothari	Mr. Nikhil S. Kothari
Director Identification Number (DIN)	00184852	00184152
Date of Birth	31.01.1967	15.07.1970
Age	49 years	46 years
Date of appointment	26.04.2006 as a Director 1.06.2011 as a Managing Director for a period of five years upto 31.05.2016	26.04.2006
Expertise in Specific Field	Mr. Parag S. Kothari has wide and rich experience in textile dyes and digital inks business.	Mr. Nikhil S. Kothari is experienced and has expertise in business and administration related matters.
Qualifications	B.E in Electronics and Bachelor in Economics	B.E in Electronics
Remuneration drawn in the FY 2015 -16	₹. 28,19,670/-	₹. 42,000/- as sitting fees
Name of other companies in which he holds Directorship*	1. Jaysynth Impex Limited	1. JD Orgochem Limited 2. Jaysynth Impex Limited
Name of other companies in which he holds Chairmanship/ Membership of Committees of Board**	NIL	NIL
No. of shares held in Jaysynth Dyestuff (India) Limited***	32,62,565	21,72,704
Relationship with other Directors	Brother of Mr. Nikhil S. Kothari	Brother of Mr. Parag S. Kothari

\* excludes directorships held in private limited companies which are not subsidiaries or holding companies of public limited companies, unlimited companies, foreign companies and Companies under Section 8 of Companies Act, 2013

\*\* includes Chairmanship/ membership of the Audit Committee and the Stakeholders' Relationship Committee of only public limited companies, whether listed or not.

\*\*\* Shares held by them individually and held in joint name being first holder.

**By Order of the Board of Directors  
For JAYSYNTH DYESTUFF (INDIA) LIMITED**

**Place : Mumbai  
Date : 11<sup>th</sup> July, 2016**

**Registered Office:  
301, Sumer Kendra,  
P. B. Marg, Worli,  
Mumbai - 400 018.**

**sd/-  
Pooja Niphadkar  
Company Secretary and Compliance Officer  
Membership No.A28458**



### ROUTE MAP FOR THE AGM VENUE

Address: Hotel Kohinoor Park, Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025  
Landmark: Opp. Siddhivinayak Temple

