

NOTICE OF 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Jaysynth Dyestuff (India) Limited will be held on Tuesday, 11th September, 2018 at 10.00 a.m at Hotel Kohinoor Park, Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 to transact the following business:

ORDINARY BUSINESS**1) To receive, consider, approve and adopt :**

- (a) **The audited standalone financial statements of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditor thereon and in this regard, pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditor thereon laid before this meeting, be and are hereby received, considered, approved and adopted."

- (b) **The audited consolidated financial statements of the Company for the financial year ended 31st March, 2018 and the report of Auditor thereon and in this regard, pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended 31st March, 2018 and the report of Auditor thereon laid before this meeting, be and are hereby received, considered, approved and adopted."

- 2) To declare dividend @15% i.e., ₹ 0.15 paise (Rupee Fifteen paise only) per equity share having face value of ₹ 1/- (One rupee) each for the financial year ended 31st March, 2018 and in this regard, if thought fit, pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend @15% i.e ₹ 0.15 paise (Rupee Fifteen paise only) per equity share having face value of ₹ 1/- (One rupee) each be and is hereby declared out of the profits of the financial year ended 31st March, 2018."

- 3) To appoint a Director in place of Nikhil Sharadchandra Kothari (DIN: 00184152), who retires by rotation and being eligible offers himself for reappointment as a Director and in this regard, if thought fit, pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Articles of Association of the Company, Nikhil Sharadchandra Kothari (DIN: 00184152), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Place: Mumbai
Date: 29th May, 2018

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

Registered Office:
301, Sumer Kendra,
P. B. Marg, Worli,
Mumbai – 400 018
CIN: L24114MH1985PLC035564
Website: www.jaysynth.com
E-mail: jsec@jaysynth.com
Tel No. : 022-3042 3048
Fax No.: 022-3042 3434

Pooja Pradip Niphadkar
Company Secretary and Compliance Officer
A28458

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO 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 THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) 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 A PROXY FOR ANY OTHER MEMBER.**
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend and vote at the 33rd 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 33rd Annual General Meeting.
4. In case of joint shareholders attending the 33rd Annual General 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 33rd Annual General Meeting, along with their copy of Annual Report. Members are also requested to bring their Client ID and DP ID numbers for easy identification for attendance at the meeting.
6. Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, 5th September, 2018 to Tuesday, 11th September, 2018 (both days inclusive) for the purpose of 33rd Annual General Meeting.
7. (i) The Company has fixed Tuesday, 4th September, 2018 as the 'Record Date' for the purpose of determining the Members who are entitled for dividend for the financial year ended 31st March, 2018.
(ii) The dividend on equity shares, as recommended by the Board of Directors of the Company, if approved at the 33rd Annual General Meeting will be paid on or before Wednesday, 10th October, 2018 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 33rd 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 forms part of this 33rd 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 may require 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. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the **Share Transfer Form SH-4** for this purpose.

12. 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 the Depository Participants in respect of shares held in electronic form.
13. In terms of circular issued by the 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.
14. 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 33rd Annual General Meeting and will also be available for inspection at the meeting.
15. 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/reappointment at the 33rd Annual General Meeting is annexed to this Notice.

The Annual Report of the Company for the financial year 2017-18, circulated to the Members of the Company is also uploaded on the website of the Company at www.jaysynth.com.

16. Members are requested to note that pursuant to the provision of Section 124 of the Companies Act, 2013, the dividend remaining unclaimed/unpaid for a period of 7 (Seven) years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund (IEPF) set up by the Central Government, Members who have so far not claimed their dividends are requested to make claim with the Company immediately as no claim shall lie against the Company in respect of individual amounts once credited to the said IEPF.

Due dates for transferring the unclaimed and unpaid dividends to the Investor Education and Protection Fund (IEPF) set up by the Central Government are as under:

Financial Year	Date of Declaration of Dividend	Due date of Transfer of unclaimed and unpaid dividend to IEPF
2013-14	19 th September, 2014	24 th October, 2021
2014-15	14 th September, 2015	19 th October, 2022
2015-16	31 st August, 2016	06 th October, 2023
2016-17	29 th August, 2017	04 th October, 2024

Attention of the Members is also invited towards the provisions of Section 125 of the Companies Act, 2013 read with IEPF (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 which requires the Company also to transfer the Equity Shares corresponding to the dividend which has remained unclaimed and consequently unpaid for a period of 7 (Seven) consecutive years or more.

17. At the 32nd Annual General Meeting of the Company held on 29th August, 2017, the Members approved appointment of Hiren C. Sanghavi of M/s Hiren C. Sanghavi & Associates (Firm Registration No. 112057W) as Statutory Auditor of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 37th Annual General Meeting, subject to ratification of his appointment by Members at every Annual General Meeting if so required under the Companies Act, 2013. Vide notification dated 7th May, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of Members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditor at the 33rd Annual General Meeting.
18. 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 7 (Seven) days before the meeting, so that requisite information/explanation can be provided in time.
19. 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 National Electronic Clearing System (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 the Branch
 - Bank account number allotted by the Bank.
 - Nine digits MICR code of the Bank
 - Account Type, whether Savings bank account (SB) or Current account (CA).
 - Complete address of the Bank with Pin Code Number.
 - Cancelled cheque leaf of the aforesaid Bank Account.

20. 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 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the 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 33rd Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by Central Depository Services (India) Limited. Members may cast their votes using an electronic voting system from a place other than the venue of the 33rd Annual General Meeting ("remote E-voting").
- ii. The facility for voting through electronic voting system or polling paper shall be made available at the 33rd Annual General Meeting and the Members attending the 33rd Annual General Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the 33rd 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 modes, then the vote casted through remote e-voting shall prevail and the vote casted through other means shall be treated as invalid.
- iv. Members who have cast their vote by remote e-voting can also attend the 33rd Annual General Meeting but shall not be entitled to cast their vote again.
- v. The remote E-voting period commences on Friday, 7th September, 2018 (9.00 a.m. IST) and ends on Monday, 10th September, 2018 (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, 4th September, 2018, 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 Shilpa Mishra of M/s. KDT & Associates (Membership Number: A30141, Certificate of Practice Number: 15443), Practicing Company Secretary, to act as a Scrutiniser to scrutinise remote e-voting process and voting at the 33rd Annual General Meeting in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the same purpose.
- vii. The Consolidated Results of remote e-voting and voting at the 33rd Annual General Meeting shall be declared within 48 hours after the conclusion of the 33rd 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 33rd Annual General Meeting alongwith Annual Report as on the Cut-off Date i.e. Friday, 3rd August, 2018 but before e-voting cut - off date i.e., Tuesday, 4th September, 2018 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 the 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, 7th September, 2018 (9.00 a.m. IST) and ends on Monday, 10th September, 2018 (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, 4th September, 2018, 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.
- vi. 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.
- vii. 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).

- 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 Jaysynth Dyestuff (India) Limited.
- 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 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.

- 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. 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** 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**.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to certain ordinary business mentioned in the accompanying Notice:

Item No. 3

Though not statutorily required, the following is being provided as an additional information to the Members. Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Company's Articles of Association, not less than 2/3rd of the total number of Directors of the Company shall be liable to retire by rotation. One third of these Directors must retire from office at each Annual General Meeting, but each retiring director is eligible for reappointment at such meeting.

Independent Directors are not subject to retirement by rotation. Further, Parag Sharadchandra Kothari (DIN: 00184852), being Chairman and Managing Director is not liable to retire by rotation. In 32nd Annual General Meeting held on 29th August, 2017, Jyoti Nirav Kothari (DIN: 07143429) was subject to retirement by rotation and was reappointed by the Members. Accordingly, Nikhil Sharadchandra Kothari (DIN: 00184152) is required to retire by rotation at this 33rd Annual General Meeting and being eligible, has offered himself for reappointment.

Nikhil Sharadchandra Kothari is the brother of Parag Sharadchandra Kothari, Chairman and Managing Director.

Except Parag Sharadchandra Kothari, Chairman and Managing Director, Nikhil Sharadchandra Kothari or his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3.

Place: Mumbai
Date: 29th May, 2018

Registered Office:
301, Sumer Kendra,
P.B Marg, Worli,
Mumbai – 400 018
CIN: L24114MH1985PLC035564
Website: www.jaysynth.com
E-mail: jsec@jaysynth.com
Tel No. : 022-3042 3048
Fax No.: 022-3042 3434

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

Pooja Pradip Niphadkar
Company Secretary and Compliance Officer
A28458

ANNEXURE TO THE NOTICE

Particulars of the Director seeking appointment or reappointment at the ensuing 33rd Annual General Meeting as required under the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).

Name of Director	Nikhil Sharadchandra Kothari
Director Identification Number (DIN)	00184152
Date of Birth	15 th July, 1970
Age	48 years
Qualification	B.E in Electronics
Experience	Vast experience in field of management and administration.
Nature of Expertise	Expertise in business and administration related matters.
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Not Applicable
Remuneration last drawn	₹ 90,000/- towards Sitting Fees for the Financial Year ended 31 st March, 2018
Date of appointment on the Board	26 th April, 2006
No of shares held	2172704 Equity Shares
Relationship with other Directors and Key Managerial Personnel	Brother of Parag Sharadchandra Kothari who is Chairman and Managing Director of the Company.
No of Board Meeting attended during the financial year 2017-18	5
Name of other Companies in which he holds directorships*	1. JD Orgochem Limited 2. Jaysynth Impex Limited
Membership/Chairmanship of Committees in other Companies*	1. Jaysynth Impex Limited – Corporate Social Responsibility Committee (Member)

*Excludes directorship in Private Companies.

**Excludes Membership/Chairmanship of Committees in Private Companies.

Place: Mumbai
Date: 29th May, 2018

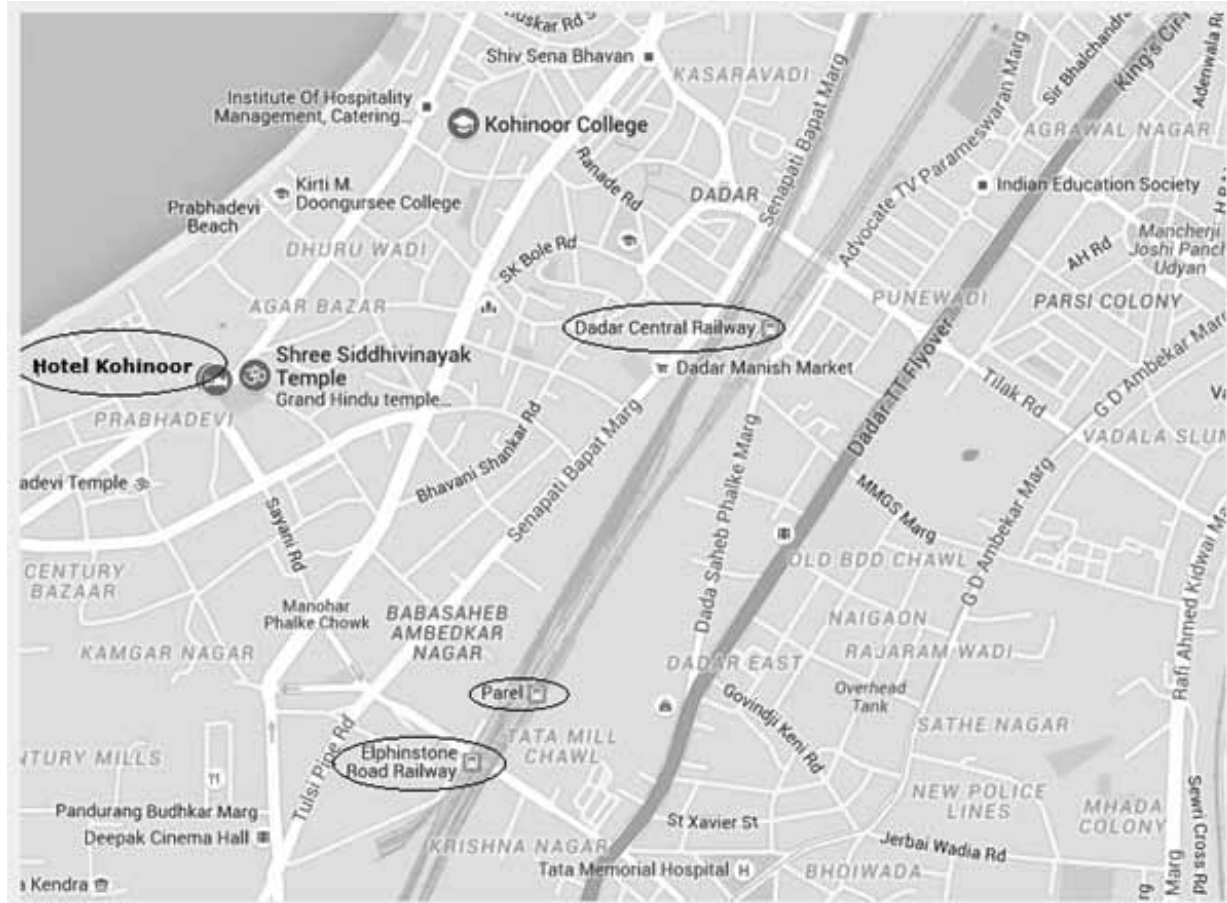
By Order of the Board
For: Jaysynth Dyestuff (India) Limited

Registered Office:
301, Sumer Kendra,
P.B Marg, Worli,
Mumbai – 400 018
CIN: L24114MH1985PLC035564
Website: www.jaysynth.com
E-mail: jsec@jaysynth.com
Tel No. : 022-3042 3048
Fax No. : 022-3042 3434

Pooja Pradip Niphadkar
Company Secretary and Compliance Officer
A28458

ROUTE MAP FOR THE 33RD ANNUAL GENERAL MEETING VENUE

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



**JAYSYNTH DYESTUFF (INDIA) LIMITED**

CIN: L24114MH1985PLC035564

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 | Website: www.jaysynth.com

ATTENDANCE SLIP33rd Annual General Meeting to be held on Tuesday, 11th September, 2018

Folio No./DP ID/Client ID No.	
Name and address of the Registered Shareholder	
Name of the Proxy/Authorised Representative and their address	
Name of First Joint Holder Name of Second Joint Holder	
No. of Shares held	

I/We certify that I/We am/are Member(s)/Proxy/Authorised Representative for the Member(s).

I/We hereby record my/our presence at the 33rd Annual General Meeting to be held on Tuesday, 11th September, 2018 at 10.00 a.m at Hotel Kohinoor Park, Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025.

Signature of First Named Member/Proxy/Authorised Representative	
Signature of First Joint Holder	
Signature of Second Joint Holder	

Note(s):

1. Please sign this Attendance Slip and hand it over at the attendance verification counter at the meeting venue.
2. Only Members of the Company and/or their Proxy/Authorised Representative will be allowed to attend the meeting.



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**JAYSYNTH DYESTUFF (INDIA) LIMITED**

CIN: L24114MH1985PLC035564

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 | Website: www.jaysynth.com

Form No. MGT-11**PROXY FORM***[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN:	L24114MH1985PLC035564
Name of the Company:	Jaysynth Dyestuff (India) Limited
Registered Office:	301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018
Name of the Member(s):	
Address of the Member:	
E-mail ID:	
Folio No./Client ID/ DP ID:	

I/We, being the Member(s) of _____, holding _____ shares of the above named Company, hereby appoint
Name: _____

Address: _____

E-mail Id: _____ Signature: _____ or failing him/her

Name: _____

Address: _____

E-mail Id: _____ Signature: _____ or failing him/her

Name: _____

Address: _____

E-mail Id: _____ Signature: _____

as my/our Proxy to attend and vote (on a poll/tab) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Members of the Company being held on Tuesday, 11th September, 2018 at 10.00 a.m at Hotel Kohinoor Park, Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No	Resolutions	For	Against
	Ordinary Business:		
1	To receive, consider, approve and adopt (a) The audited standalone financial statements of the Company for the financial year ended 31 st March, 2018 and the reports of the Board of Directors and Auditor thereon. (b) The audited consolidated financial statements of the Company for the financial year ended 31 st March, 2018 and the report of Auditor thereon.		
2	To declare dividend @15% i.e. ₹ 0.15 paise (Rupee Fifteen paise only) per equity share having face value of ₹ 1/- (One rupee) each for the financial year ended 31 st March, 2018.		
3	To appoint a Director in place of Nikhil Sharadchandra Kothari (DIN: 00184152), who retires by rotation and being eligible offers himself for reappointment as a Director.		

Signed this on _____ day of _____, 2018

Signature of Member(s)

Signature of the Proxy Holder(s)

Affix ₹.1/-
Revenue
Stamp

Note:

This form of Proxy in order to be effective should be duly completed and deposited/lodged with the Registered Office of the Company, not less than 48 (Forty Eight) hours before the commencement of the Meeting. Proxy need not be Member of the Company.

E-VOTING INSTRUCTIONS

1. 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 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the 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 33rd 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 33rd Annual General Meeting ("remote E-voting").
2. The remote E-voting period commences on Friday, 07th September, 2018 (9.00 a.m. IST) and ends on Monday, 10th September, 2018 (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, 04th September, 2018 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.
3. The Company has appointed Shilpa Mishra of M/s. KDT & Associates (Membership Number A30141, Certificate of Practice Number 15443), Practicing Company Secretary, to act as a Scrutinizer to scrutinize remote e-voting process and voting at the 33rd Annual General Meeting in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the same purpose.
4. The consolidated Results of remote e-voting and voting at the 33rd Annual General Meeting shall be declared within 48 hours after the conclusion of the 33rd Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at **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.
5. **The instructions for shareholders voting electronically are as under:**
 - i. The voting period begins on Friday, 7th September, 2018 (9.00 a.m. IST) and ends on Monday, 10th September, 2018 (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, 4th September, 2018, 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.
 - vi. 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.
 - vii. 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).

- viii. After entering these details appropriately, click on "SUBMIT" tab.

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- 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 Jaysynth Dyestuff (India) Limited.
 - xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES/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 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.
 - 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. 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** 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**.