

NOTICE OF 34th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting of the Members of Jaysynth Dyestuff (India) Limited will be held on Wednesday, 18th September, 2019 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 and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of Board of Directors and Auditor thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Report of the 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 only) each for the financial year ended 31st March, 2019.
- 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.

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification(s), the following resolutions:

As an Ordinary Resolution:

4) Re-appointment of Parag Sharadchandra Kothari (DIN: 00184852) as Managing Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee, consent of the Members of the Company be and is hereby accorded for re-appointment of Parag Sharadchandra Kothari (DIN: 00184852), as Managing Director of the Company for a period of three (3) years w.e.f. 01st June, 2019 up to 31st May, 2022, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) be and is hereby authorized to alter and/or vary the terms and conditions of the said re-appointment in accordance with the provisions of the Act including remuneration within the overall limits prescribed under Section 197 read with Schedule V to the Act or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT where in any financial year during the currency of tenure of Parag Sharadchandra Kothari as Managing Director, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay to Parag Sharadchandra Kothari, the remuneration as set out in the Explanatory Statement, by way of salary, perquisites, incentives and other allowances, as a "minimum remuneration" subject to the limits and conditions specified in Schedule V of the Companies Act, 2013 and rules made thereunder as amended from time to time;

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary and Compliance Officer and / or Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

As a Special Resolution:

5) Re-appointment of Bhavesh Virsen Panjuani (DIN: 03188032) as a Non-Executive Independent Director of the Company.

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee, Bhavesh Virsen Panjuani (DIN: 03188032), Non-Executive Independent Director of the Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a second term of five (5) consecutive years w.e.f. 19th September, 2019 up to 18th September, 2024, who shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

As a Special Resolution:**6) Re-appointment of Kulinkant Nathubhai Manek (DIN: 06374052) as a Non-Executive Independent Director of the Company.**

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee, Kulinkant Nathubhai Manek (DIN: 06374052), Non-Executive Independent Director of the Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a second term of five (5) consecutive years w.e.f. 19th September, 2019 up to 18th September, 2024 as well as to continue to hold the position of Non-Executive Independent Director on attainment of age of seventy five (75) years during his second term of office, who shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

As a Special Resolution:**7) Re-appointment of Prakash Mahadeo Kale (DIN: 00151379) as a Non-Executive Independent Director of the Company.**

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee, Prakash Mahadeo Kale (DIN: 00151379), Non-Executive Independent Director of the Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a second term of five (5) consecutive years w.e.f. 19th September, 2019 up to 18th September, 2024, who shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

As a Special Resolution:**8) Re-appointment of Rajendra Maganlal Desai (DIN: 00403784) as a Non-Executive Independent Director of the Company.**

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee, Rajendra Maganlal Desai (DIN: 00403784), Non-Executive Independent Director of the Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a second term of five (5) consecutive years w.e.f. 19th September, 2019 up to 18th September, 2024, who shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Place: Mumbai

Date: 29th May, 2019

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

**Riddhi Manoj Patel
Company Secretary and Compliance Officer
ACS-50707**

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 FORTY EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) 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.

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 34th 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 34th Annual General Meeting.
4. In case of joint shareholders attending the 34th 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 34th Annual General Meeting, alongwith 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. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, 12th September, 2019 to Wednesday, 18th September, 2019 (both days inclusive) for the purpose of 34th Annual General Meeting.
7. (i) The Company has fixed Wednesday, 11th September, 2019 as the 'Record date' for the purpose of determining the Members who are entitled to dividend for the financial year ended 31st March, 2019.
(ii) The dividend on equity shares, as recommended by the Board of Directors of the Company, if approved at the 34th Annual General Meeting will be paid on or before Thursday, 17th October, 2019 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 34th 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 34th 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. 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 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.

Vide SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated 08th June, 2018 and further amendment through Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, any request for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 01st April, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Members are requested to dematerialize the Equity Shares of the Company held by them, promptly.

14. During the period beginning Twenty four (24) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.

15. 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 34th Annual General Meeting and will also be available for inspection at the meeting.

16. 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 34th Annual General Meeting is annexed to this Notice.

The Annual Report of the Company for the financial year 2018-19, circulated to the Members of the Company is also uploaded on the website of the Company at www.jaysynth.com.

17. 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 Seven (7) 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
2017-18	11 th September, 2018	16 th October, 2025

Attention of the Members 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 Seven (7) consecutive years or more.

18. At the 32nd Annual General Meeting of the Company held on 29th August, 2017, 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 (5) 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 by the Companies Act 2013.

Vide notification dated 07th 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 34th Annual General Meeting.

19. 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 (7) days before the meeting, so that requisite information/explanation can be provided in time.

20. 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 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 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

21. 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 34th 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 34th Annual General Meeting ("remote E-voting").
- ii. The facility for voting through electronic voting system or polling paper shall be made available at the 34th Annual General Meeting and the Members attending the 34th Annual General Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the 34th 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 may also attend the 34th Annual General Meeting but shall not be entitled to cast their vote again.
- v. The remote E-voting period commences on Saturday, 14th September, 2019 (9.00 a.m. IST) and ends on Tuesday, 17th September, 2019 (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. Wednesday, 11th September, 2019, 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 M/s. KDT & Associates, Practicing Company Secretaries, to act as a Scrutiniser to scrutinise remote e-voting process and voting at the 34th Annual General Meeting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
- vii. The Consolidated Results of remote e-voting and voting at the 34th Annual General Meeting shall be declared within 48 hours after the conclusion of 34th 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 34th Annual General Meeting alongwith Annual Report as on the Cut-off Date i.e. Friday, 16th August, 2019 but before e-voting cut - off date i.e. Wednesday, 11th September, 2019 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.: 1800-22-5533**.
- 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 Saturday, 14th September, 2019 (9.00 a.m. IST) and ends on Tuesday, 17th September, 2019 (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. Wednesday, 11th September, 2019, 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	<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"> 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)	<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"> 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 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

Item No. 4

The Board of Directors of the Company ("the Board"), at its meeting held on 29th May, 2019 has, subject to approval of Members, re-appointed Parag Sharadchandra Kothari (DIN: 00184852) as Managing Director of the Company, for a period of Three (3) years w.e.f. 01st June, 2019, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board.

While re-appointing Parag Sharadchandra Kothari as Managing Director of the Company, the Board 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 of the Company.

Taking into consideration the duties and responsibilities of the Chairman and Managing Director, it is proposed to seek Members' approval for the re-appointment of and remuneration payable to Parag Sharadchandra Kothari, in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

Broad particulars of the terms of re-appointment and remuneration payable to Parag Sharadchandra Kothari are as under:

- 1) **Basic Salary:** ₹ 1,50,000/- per month. The annual increments which shall be effective 01st April each year, will be decided by the Board and will be merit-based and taking into account the Company's performance as well.
- 2) **Commission:** Commission shall be decided by the Board of Directors of the Company based on the net profit of the Company each year subject to the condition that the aggregate remuneration of the Managing Director shall be in accordance with the provisions of Sections 196, 197 and Schedule V to the Companies Act, 2013.
- 3) **Perquisites:** In addition to Salary and Commission, the following perquisites shall be allowed to him.

CATEGORY A

Housing:

The House Rent Allowance shall 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 shall be reimbursed subject to maximum 10% of Basic Salary.

Medical Reimbursement:

Expenses incurred shall be reimbursed for self and 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 self and family once in a year incurred in accordance with any rules specified by the Company.

Club Fees:

Fees/Expenses of club shall be reimbursed 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 shall be borne by the Company.

Medical Insurance Premium:

Medical Insurance Premium for self, spouse and children in a year shall be borne by the Company, Premium not to exceed ₹ 50,000/- per annum.

CATEGORY B:
Contribution to Provident Fund and Superannuation Fund:

Contribution to Provident Fund, Superannuation fund or annuity fund shall be as per the rules of the Company.

Gratuity:

Payment of Gratuity shall be as per the rules of the Company.

Leave Encashment:

Leave encashment shall be as per the rules of the Company.

CATEGORY C:
Conveyance facilities:

He shall be entitled to use the Company's car, all the expenses for maintenance and running of the same including salary of the driver shall be borne/reimbursed by the Company.

Communication facilities:

All the expenses and charges incurred towards telephone, cellular phone, telefax, internet and other communication facilities shall be borne by the Company.

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

I. GENERAL INFORMATION:																										
1.	Nature of industry	The Company is in the business of manufacturing dyes, pigments and digital inks.																								
2.	Date or expected date of commencement of commercial production	Commercial operations commenced in the year 1985.																								
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable.																								
4.	Financial performance based on given indicators	<table> <tr> <th colspan="3">(Amt in ₹)</th></tr> <tr> <th>Particulars</th><th>FY 2018-19</th><th>FY 2017-18</th></tr> <tr> <td>Share Capital</td><td>86,89,700</td><td>86,89,700</td></tr> <tr> <td>Reserves and Surplus</td><td>72,38,08,253</td><td>69,15,88,413</td></tr> <tr> <td>Total Revenue from Operations</td><td>1,18,27,95,087</td><td>1,17,65,40,395</td></tr> <tr> <td>Total Expenses</td><td>1,14,89,23,158</td><td>1,15,79,37,479</td></tr> <tr> <td>Profit before Tax</td><td>4,68,17,133</td><td>2,49,26,277</td></tr> <tr> <td>Profit after Tax</td><td>3,53,02,974</td><td>1,69,96,713</td></tr> </table>	(Amt in ₹)			Particulars	FY 2018-19	FY 2017-18	Share Capital	86,89,700	86,89,700	Reserves and Surplus	72,38,08,253	69,15,88,413	Total Revenue from Operations	1,18,27,95,087	1,17,65,40,395	Total Expenses	1,14,89,23,158	1,15,79,37,479	Profit before Tax	4,68,17,133	2,49,26,277	Profit after Tax	3,53,02,974	1,69,96,713
(Amt in ₹)																										
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Profit before Tax	4,68,17,133	2,49,26,277																								
Profit after Tax	3,53,02,974	1,69,96,713																								
5.	Foreign investments or collaborators, if any	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 account of past issuance/secondary market purchase.																								

II. INFORMATION ABOUT THE APPOINTEE

1. Background details	Parag Sharadchandra Kothari, aged 52 is one of the Promoter 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.
2. Recognition or awards	Nil
3. Past Remuneration	Parag Sharadchandra Kothari was paid ₹ 34.96 Lakhs as remuneration for the financial year ended 31 st March, 2019. Detailed break-up of Remuneration is provided in Form No. MGT-9.
4. Job profile and his suitability	<p>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.</p> <p>Parag Sharadchandra Kothari has invaluable experience and expertise in the line of the business of the Company which is compatible with the organizational requirements and the Company would definitely benefit under his leadership and valuable guidance.</p> <p>He is also Member of your Company's Stakeholders' Relationship Committee and Corporate Social Responsibility Committee.</p>
5. Remuneration proposed	As mentioned above
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	<p>The remuneration paid to Parag Sharadchandra Kothari, Managing Director is purely based on merit.</p> <p>Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other Companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Parag Sharadchandra Kothari before recommending the remuneration as proposed hereinabove.</p>
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides remuneration proposed, Parag Sharadchandra Kothari also holds 3262565 equity shares in the Company. Nikhil Sharadchandra Kothari being relative may be deemed to be interested in the resolution relating to the remuneration of Parag Sharadchandra Kothari.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits	<p>The Company does not envisage any loss or inadequate profits. However changes in the taxation regime and challenging business environment may affect the profitability of the Company in future.</p> <p>The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as mentioned above.</p>
2. Steps taken or proposed to be taken for improvement	<p>The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company.</p> <p>Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.</p>
3. Expected increase in productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present situation and changes in the economy and with regulatory reforms to predict profits in measurable terms.

IV. DISCLOSURE

1. The information, as required, is provided under Corporate Governance Report (ANNEXURE-VII) of the Annual Report.
--

Details as required pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards-2 on General Meetings, as applicable are provided as an Annexure to the Notice.

Parag Sharadchandra Kothari satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

A copy of the Agreement entered into between the Company and Parag Sharadchandra Kothari is open for inspection 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 Annual General Meeting.

Parag Sharadchandra Kothari and his relative Nikhil Sharadchandra Kothari are interested in the Resolution set out at Item No. 4 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.

The Board recommends the resolution set out at Item No. 4 of the Notice before the Members for their approval by way of Ordinary Resolution.

Item Nos. 5 to 8

Pursuant to the requirement of the Companies Act, 2013 ("the Act") and Clause 49 of erstwhile Listing Agreement, Bhavesh Virsen Panjuani, Kulinkant Nathubhai Manek, Prakash Mahadeo Kale and Rajendra Maganlal Desai were appointed as Non-Executive Independent Directors of the Company at the 29th Annual General Meeting of the Company held on 19th September, 2014 for a term of five (5) consecutive years up to 18th September, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five (5) consecutive years on the Board of a Company but shall be eligible for re-appointment for another term up to five (5) consecutive years, with the approval of the Members of the Company by way of Special Resolution.

The Board of Directors at its meeting held on 29th May, 2019, inter alia, upon the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given their background and experience and contributions made by them during their tenure, the association of Bhavesh Virsen Panjuani, Kulinkant Nathubhai Manek, Prakash Mahadeo Kale and Rajendra Maganlal Desai would be beneficial to the Company and it is desirable to appoint them as Non-Executive Independent Directors for another term of five (5) consecutive years w.e.f. 19th September, 2019, who shall not be liable to retire by rotation.

The Company has received the consents from aforementioned directors and also their declaration confirming that they are not disqualified from being appointed as a Director in terms of Section 164 of the Act and meet the criteria of independence as prescribed under Section 149(6) of the Act as well as Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Copies of the draft letters of appointment of Independent Directors setting out the terms and conditions of their appointments are available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

In terms of Regulation 17(1A) of the Listing Regulations as amended and as duly recommended by the Nomination and Remuneration Committee, the re-appointment of Kulinkant Nathubhai Manek, who is currently at the age of seventy four (74) years is proposed by the Board of Directors seeking Members' approval by way of Special Resolution for his continuation as a Non-Executive Independent Director, even after attaining age of seventy five (75) years.

The Board of Directors at its meeting held on 29th May, 2019, inter alia, upon the recommendation of the Nomination and Remuneration Committee, approved continuation of Kulinkant Nathubhai Manek directorship on the Board, after attaining the age of seventy five (75) years and further proposed to seek the approval of the Members, in terms of the provisions of the Listing Regulations, as amended and such other rules, regulations, provisions as may be applicable, for continuation of directorship of Kulinkant Nathubhai Manek as a Non-Executive Independent Director, not liable to retire by rotation, till expiry of his second term up to 18th September, 2024.

The Board of Directors is of the opinion that the above-mentioned Non-Executive Independent Directors possess requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to have their association with the Company as Independent Directors.

In the opinion of the Board, the aforesaid Directors fulfil the conditions specified in the Act read with the Rules made thereunder and the Listing Regulations for being appointed as Independent Directors of the Company and are independent of the management.

Details as required pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards-2 on General Meetings, as applicable are provided as an Annexure to the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Bhavesh Virsen Panjuani, Kulinkant Nathubhai Manek, Prakash Mahadeo Kale and Rajendra Maganlal Desai is, in any way, concerned with or interested, financially or otherwise, in the respective resolutions set out at Item No. 5 to Item No. 8 of the Notice.

The Board recommends the resolutions set out at Item No. 5 to Item No. 8 of the Notice before the Members for their approval by way of Special Resolution.

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

Place: Mumbai

Date: 29th May, 2019

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

**Riddhi Manoj Patel
Company Secretary and Compliance Officer
ACS-50707**

ANNEXURE TO THE NOTICE

Particulars of the Director seeking appointment or re-appointment at the ensuing 34th 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 Meeting (SS-2)

Name of the Director	Jyoti Nirav Kothari	Parag Sharadchandra Kothari
Director Identification Number (DIN)	07143429	00184852
Date of Birth	03 rd February, 1973	31 st January, 1967
Age	46 Years	52 Years
Qualifications	B.E. in Computer Science from Mumbai University and Post Graduate Diploma in Financial Management.	Bachelor in Electrical Engineering from Moore School and Bachelor in Economics from Wharton School, University of Pennsylvania, USA.
Expertise in specific functional areas	Training and General Administration.	Wide and rich experience in Textile dyes and Digital inks Business .
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Not Applicable	As detailed in the Explanatory Statement of Item No. 4
Remuneration last drawn	₹ 36,000/- received towards sitting fees	₹ 34,95,805/-
Date of first Appointment on the Board	30 th March, 2015	26 th April, 2006
Shareholding in the Company as on 31 st March, 2019	Nil	32,62,565 Equity Shares
Relationship with other Directors/ Key Managerial Personnel	None	Brother of Nikhil Sharadchandra Kothari
Number of meetings of the Board attended during the financial year 2018-19	3	4
Directorship in other Companies as on 31 st March, 2019*	None	Listed Companies 1. JD Orgochem Limited Unlisted Public Companies 1. Jaysynth Impex Limited
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2019**	None	Stakeholder's Relationship Committee JD Orgochem Limited- Member Corporate Social Responsibility Committee Jaysynth Impex Limited- Chairman

*Excludes directorship in Private Companies.

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

Name of the Director	Bhavesh Virsen Panjuani	Kulinkant Nathubhai Manek
Director Identification Number (DIN)	03188032	06374052
Date of Birth	06 th February, 1967	02 nd December, 1944
Age	52 Years	74 Years
Qualifications	B.Com, L.L.B, Advocate & Solicitor, AOR (SC)	B.SC (Chemistry) and LTC (Food and Drugs)
Expertise in specific functional areas	He has a wide and varied experience in the areas of legal practice which includes commercial and corporate law, litigation, arbitrations, commercial dispute resolution, contract documentation, negotiations and claims besides other general civil practice. He has extensively worked on matters of construction and infrastructural projects, petroleum, electricity, power and energy industries and acquisition/transfer of business, machinery/ equipment and technology transfers.	He has a wide and varied experience in Trade and Industry.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per draft letter of appointment available for inspection by the Members at the Registered Office of the Company.	As per draft letter of appointment available for inspection by the Members at the Registered Office of the Company.
Remuneration last drawn	₹ 85,500/- received towards sitting fees	₹ 1,08,000/- received towards sitting fees
Date of first Appointment on the Board	14 th November, 2011	27 th May, 2013
Shareholding in the Company as on 31st March, 2019	400 Equity Shares	200 Equity Shares
Relationship with other Directors/ Key Managerial Personnel	None	None
Number of meetings of the Board attended during the financial year 2018-19	4	4
Directorship of other Boards as on 31st March, 2019*	Listed Companies 1. Hindoostan Mills Limited Unlisted Public Companies 1. Bhishma Realty Limited	None
Membership/ Chairmanship of Committees of other Boards as on 31st March, 2019**	Audit Committee Hindoostan Mills Limited- Member Nomination and Remuneration Committee Hindoostan Mills Limited- Member Corporate Social Responsibility Committee Hindoostan Mills Limited- Member	None

*Excludes directorship in Private Companies.

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



Name of the Director	Prakash Mahadeo Kale	Rajendra Maganlal Desai
Director Identification Number (DIN)	00151379	00403784
Date of Birth	08 th December, 1948	16 th February, 1952
Age	70 Years	67 Years
Qualifications	B.Tech (Chemical Engineer)	B Com and CA
Expertise in specific functional areas	He has a wide and varied experience in the field of Corporate Finance and Management. He is a Business Consultant and Advisor.	He has a wide and varied experience in the field of financial management and is a Finance Consultant.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per draft letter of appointment available for inspection by the Members at the Registered Office of the Company	As per draft letter of appointment available for inspection by the Members at the Registered Office of the Company
Remuneration last drawn	₹ 1,75,500/- received towards sitting fees	₹ 1,03,500/- received towards sitting fees
Date of first Appointment on the Board	28 th January, 2006	27 th June, 2006
Shareholding in the Company as on 31st March, 2019	Nil	Nil
Relationship with other Directors/ Key Managerial Personnel	None	None
Number of meetings of the Board attended during the financial year 2018-19	4	3
Directorship of other Boards as on 31st March, 2019*	None	Unlisted Public Companies <ol style="list-style-type: none"> 1. Urjankur Shree Tatyasaheb Kore Waranapower Company Limited 2. Urjankur Shree Datta Power Company Limited 3. Gujarat Road and Infrastructure Company Limited
Membership/Chairmanship of Committees of other Boards as on 31st March, 2019**	None	Audit Committee Urjankur Shree Tatyasaheb Kore Waranapower Company Limited- Member Urjankur Shree Datta Power Company Limited-Member Gujarat Road and Infrastructure Company Limited- Member Nomination and Remuneration and Committee Urjankur Shree Tatyasaheb Kore Waranapower Company Limited- Member Urjankur Shree Datta Power Company Limited-Member Gujarat Road and Infrastructure Company Limited- Member Corporate Social Responsibility Committee Gujarat Road and Infrastructure Company Limited- Member

*Excludes directorship in Private Companies.

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

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

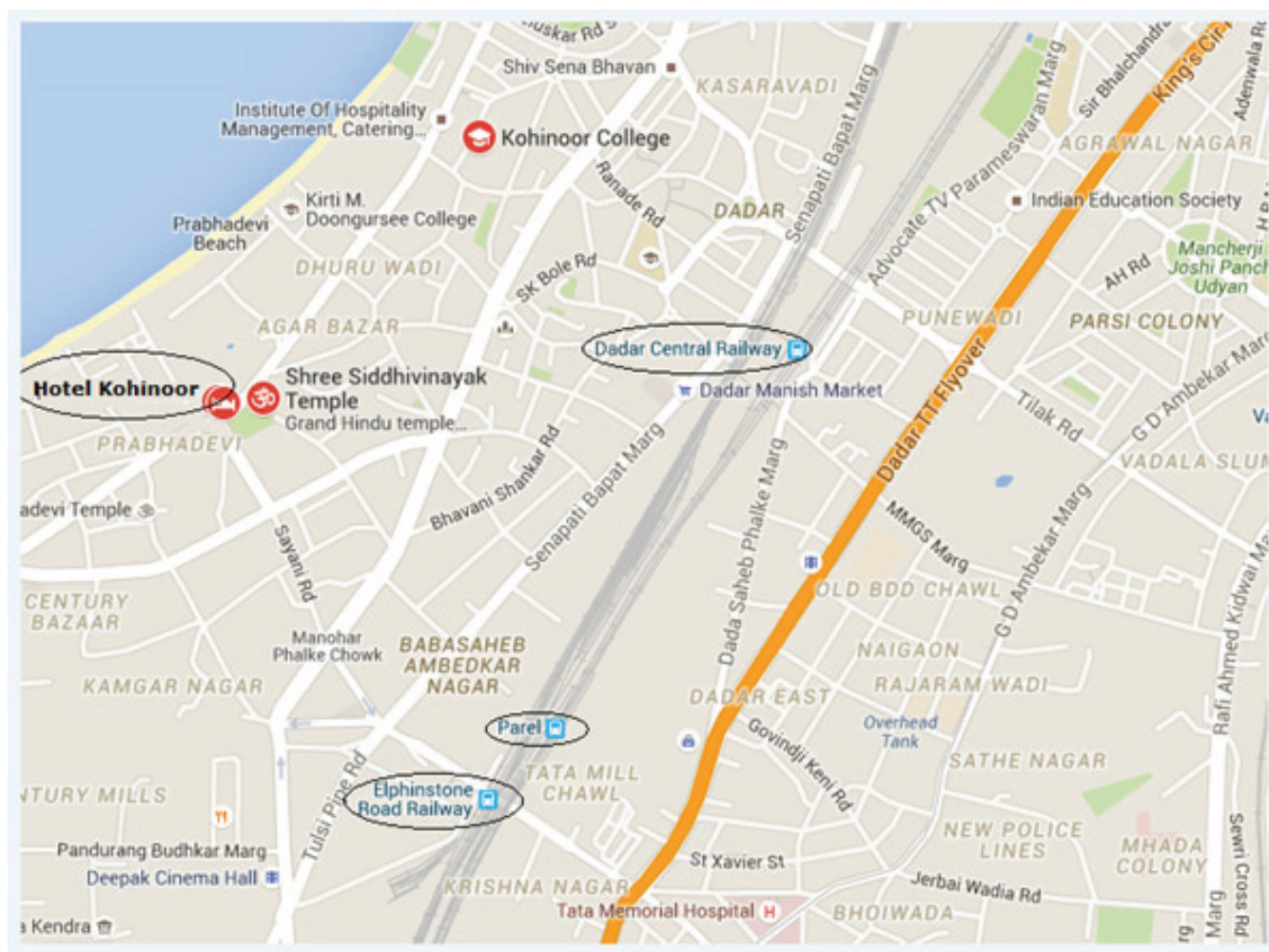
Place: Mumbai
Date: 29th May, 2019
Registered Office:
 301, Sumer Kendra, P.B. Marg, Worli,
 Mumbai – 400 018
 CIN: L24114MH1985PLC035564
 Website: www.jaysynth.com
 E-mail: jsec@jaysynth.com
 Tel No. : 022-3042 3048
 Fax No.: 022-3042 3434

Riddhi Manoj Patel
Company Secretary and Compliance Officer
ACS-50707

ROUTE MAP FOR THE 34TH ANNUAL GENERAL MEETING VENUE

Address: Hotel Kohinoor Park, Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Mumbai- 400 025

Landmark: Opp. Siddhivinayak Temple





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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

ATTENDANCE SLIP34th Annual General Meeting, Wednesday, 18th September, 2019

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 34th Annual General Meeting of the Company on Wednesday, 18th September, 2019 at 10.00 a.m. at Hotel Kohinoor Park, Kohinoor Corner, Veer Savarkar Marg, Parbhadevi, 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 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

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

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

as my/our Proxy to attend and vote (on a poll/tab) for me/us and on my/our behalf at the 34th Annual General Meeting of the Members of the Company to be held on Wednesday, 18th September, 2019 at 10.00 a.m. at Hotel Kohinoor Park, Kohinoor Corner, Veer Savarkar Marg, Parbhadevi, Mumbai- 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Resolution	For	Against
	Ordinary Business:		
1	To receive, consider and adopt a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2019, together with the Reports of Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2019, together with the Report of the Auditors 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 only) each for the financial year ended 31 st March, 2019.		
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.		
	Special Business:		
4	Re-appointment of Parag Sharadchandra Kothari (DIN: 00184852) as Managing Director of the Company.		
5	Re-appointment of Bhavesh Viren Panjuani (DIN: 03188032) as a Non-Executive Independent Director of the Company.		
6	Re-appointment of Kulinkant Nathubhai Manek (DIN: 06374052) as a Non-Executive Independent Director of the Company.		
7	Re-appointment of Prakash Mahadeo Kale (DIN: 00151379) as a Non-Executive Independent Director of the Company.		
8	Re-appointment of Rajendra Maganlal Desai (DIN: 00403784) as a Non-Executive Independent Director of the Company.		

Signed this on _____ day of _____, 2019

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 Company at its Registered Office, not less than Forty Eight (48) 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) (Amendment) Regulations, 2018 and pursuant to provisions under revised 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 34th 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 34th Annual General Meeting ("remote E-voting").
2. The remote E-voting period commences on Saturday, 14th September, 2019 (9.00 a.m. IST) and ends on Tuesday, 17th September, 2019 (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. Wednesday, 11th September, 2019 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 M/s. KDT & Associates, Practicing Company Secretaries, to act as a Scrutiniser to scrutinise remote e-voting process and voting at the 34th Annual General Meeting in a fair and transparent manner and has communicated their willingness to be appointed and will be available for the same purpose.
4. The consolidated Results of remote e-voting and voting at the 34th Annual General Meeting shall be declared within 48 hours after the conclusion of 34th Annual General Meeting of the Company. The results declared along with the Scrutiniser'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 Saturday, 14th September, 2019 (9.00 a.m. IST) and ends on Tuesday, 17th September, 2019 (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. Wednesday, 11th September, 2019, 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	<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"> 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)	<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"> 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 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**.