

25TH
ANNUAL REPORT
2009-2010



JAYSYNTH DYESTUFF (INDIA) LTD.

BOARD OF DIRECTORS

Shri. Parag. S. Kothari
Chairman & Managing Director
Shri. Nikhil. S. Kothari
Shri. Rajendra. M. Desai
Shri. Prakash. M. Kale
Shri. Dhansukh. N. Shukla

**CHIEF MANAGER ACCOUNTS
AND COMPLIANCE OFFICER**

Mr. Mangesh Patil

AUDITORS

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

PRINCIPAL BANKERS

HDFC Bank Limited
Syndicate Bank

REGISTERED OFFICE

301, Sumer Kendra,
Pandurang Budhkar Marg,
Worli, Mumbai:400 018

REGISTRAR & TRANSFER AGENTS

Sharepro Services (India) Pvt. Ltd.
13AB, Samhita Warehousing Complex,
Second Floor, Sakinaka Telephone
Exchange Lane, Off. Andheri Kurla Rd,
Sakinaka, Andheri (East),
Mumbai: 400 072.

912,Raheja Centre,
Free Press Journal Marg,
Nariman Point, Mumbai: 400 021.

Plant: Plot No.A-29

MIDC Industrial Area, Patalganga,
Taluka-Khalapur, Dist.Raigad,
Maharashtra

Processing Unit:

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

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NOTICE is hereby given that the Twenty-fifth Annual General Meeting of the Shareholders of the Company will be held at its Registered Office at 301, Sumer Kendra, Pandurang Budhkar Marg, Worli, Mumbai - 400 018 on Monday, the 20th day of September, 2010 at 10.00 a.m. to transact the following business:-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at March 31st, 2010 and the Profit and Loss Account of the Company for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Shri R.M. Desai, as a Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

BY ORDER OF THE BOARD

sd/-

P. S. Kothari

Chairman & Managing Director

MUMBAI: 9th August, 2010
REGISTERED OFFICE :
301,"SUMERKENDRA"
PANDURANG BUDHKAR MARG,
WORLI, MUMBAI - 400 018.

NOTES: -

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday the 15th September, 2010 to Monday the 20th September, 2010 (both days inclusive).
3. The Shares of the Company are listed on The Bombay Stock Exchange Ltd., at Mumbai. The Company has paid up-to-date the Annual Listing fees to The Bombay Stock Exchange Ltd., Mumbai.
4. Members are requested to quote Folio Numbers /Client ID and DP ID numbers in all their correspondence.
5. Members are requested to send all their documents and communications pertaining to shares to the Company's Registrar and Share Transfer Agents Sharepro Services (India) Pvt. Ltd. at any of their addresses given herein below.
6. Members holding Shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant Share Certificates to the Company's Registrar and Share Transfer Agents M/s. Sharepro Services (India) Pvt. Ltd. at any of their addresses given herein below.
7. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. In terms of Section 109A of the Companies Act, 1956, the Shareholder(s) of the Company may nominate a person. Shareholder(s) desires of availing this facility may submit nomination Form 2B to the Company's Registrar and Share Transfer Agents at any of their addresses given herein below.
9. In terms of Notification issued by the Security and Exchange Board of India, Equity Shares of the Company are under compulsory demat trading by all investors. Shareholders are, therefore, advised to dematerialize their shareholding to avoid inconvenience in future.
10. Members are requested to bring their copies of Balance Sheet at the Annual General Meeting.
11. The members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
12. Members are requested to quote Ledger Folio Number/ ID Number and DP Number in all their correspondence.

13. Pursuant to the recommendation of SEBI Committee on Corporate Governance for re-appointment of retiring Directors, the relevant details of the concerned Director, are provided in the Report on Corporate Governance forming part of the Annual Report.
14. Please note that in terms of SEBI Circular No. MRD/DoP/Cir-05/2009 dated May 20, 2009, it is mandatory for the transferee(s) to submit copies of their PAN card along with request for transfer of shares of listed companies in physical form. Accordingly, all transferees are requested to submit self-attested copies of their PAN card along with their request for transfer of shares of the Corporation in physical form to the
ISD in compliance with the above circular, failing which their request for transfer of shares will be returned under objection.

REGISTRAR & TRANSFER AGENTS:

SHAREPRO SERVICES (INDIA) PVT. LTD.

(UNIT: JAYSYNTH DYESTUFF (INDIA) LTD.)

1. 13AB, SAMHITA WAREHOUSING COMPLEX,
 SECOND FLOOR, SAKINAKA TELEPHONE
 EXCHANGE LANE, OFF. ANDHERI KURLA ROAD,
 SAKINAKA, ANDHERI (EAST), MUMBAI – 400 072.

2. 912, RAHEJA CENTRE,
 FREE PRESS JOURNAL ROAD,
 NARIMAN POINT,
 MUMBAI - 400 021.

BY ORDER OF THE BOARD

sd/-

P. S. Kothari

Chairman & Managing Director

REGISTERED OFFICE :

301, "SUMERKENDRA"
 PANDURANG BUDHKAR MARG,
 WORLI, MUMBAI - 400 018
MUMBAI: 9th August, 2010

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment / re-appointment at the forth coming Annual General Meeting with pursuance of Clause 49 of the Listing Agreement.

Name of Director	RAJENDRA MAGANLAL DESAI
Date of Birth	16th February, 1952
Date of Appointment	27th June, 2000
Experience	He is B.Com., FCA. He has worked in ICICI Bank Ltd. at various management levels for more than 20 years. He is having wide and varied experience in the field of Financial Management and is a Business Consultant.
Directorship held in other companies	Aban Investments Ltd.
Committee position held in other Companies	NIL
No. of Shareholdership	
a) Own	NIL
b) For others on beneficial basis	NIL

DIRECTORS' REPORT

Your Directors hereby present their Twenty Fifth Annual Report for the year ended March 31, 2010.

1. FINANCIAL RESULTS:

The financial results of your company for the year ended March 31, 2010 as compared to the previous year ended March 31, 2009 are summarized below:

Particulars	(Rs. in Lacs)	
	Year ended March 31, 2010	Year ended March 31, 2009
Gross Sales	8641.61	8102.54
Other Income	276.59	240.13
Total Income	8918.20	8342.67
Profit before extraordinary items & depreciation	655.07	747.91
Depreciation	(37.57)	(21.42)
Profit for the Year	617.50	726.49
Provision for Tax (Including FBT) & Wealth Tax	(106.42)	(88.37)
Excess/Short Provision for Tax & FBT	0.10	1.60
Deferred Tax Assets	79.25	72.87
Profit after Tax	590.43	712.59
Transfer to General Reserve	(250.00)	(250.00)
Balance Brought Forward	817.20	354.61
Balance Carried to Balance Sheet	1157.63	817.20

2. DIVIDEND:

The Directors do not recommend any Dividend for the year ended March 31, 2010 with a view to plough back the profit for the growth requirement of business.

3. YEAR IN RETROSPECT:

The performance of your Company during the year under report registered an improvement over the previous year. The total sales for the period under review were Rs.8641.61 Lacs as against Rs. 8102.54 Lacs registered during the previous year. Your Company has made profit after tax of Rs. 590.43 Lacs during the year under review as against Rs.712.59 Lacs during the previous year.

During the year under review, production of Dyes, Pigments and Inks was 1705 M.T. as against 1393 M.T. during the previous year.

4. FINANCE:

During the year under review, your Company has not borrowed from any financial institution or bank.

5. FIXED DEPOSITS :

Your Company has not accepted any fixed deposits from public during deposit the year under review. Hence, it is not required to furnish information in respect of outstanding deposits under Non-Banking Financial Companies (Reserve Bank) Directions, 1966 and Companies (Acceptance of Deposits) Rules, 1955.

6. DIRECTORS:

Shri. R.M Desai retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for re-appointment.

7. PARTICULARS OF EMPLOYEES:

As required under the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended the names and other particulars of employees forms a part of this report. However, having regard to the provisions of Section 219(1)(b)(iv) of the said Act, the Annual Report excluding the aforesaid statement is being sent to all the members of the Company. Any member interested in obtaining the copy of this statement

may write to Shri. Mangesh Patil, Chief Manager Accounts and Compliance Officer at the Registered Office of the Company.

8. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GOINGS:

The information required under Section 217 (1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is annexed hereto and form part of this Report. Information regarding foreign exchange earnings and outgo is also given in the Annexure forming part of this Report.

9. AUDITORS:

The Company's Auditors, M/s.C.J.Shah & Associates, retire at the ensuing Annual General meeting and being eligible, offer themselves for re-appointment.

10. DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 217 (2AA) of the Companies Act, 1956, the Directors hereby state that:

- i. in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. such accounting policies have been selected and applied them consistently and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company in the Balance Sheet as at March 31, 2010 and of the profit or loss account of the Company for the year ended on that date.
- iii. the proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting the fraud and other irregularities.
- iv. the Annual Accounts have been prepared on a going concern basis.

11. COST ACCOUNTING RECORDS:

Cost accounting records for the year ended March 31, 2010 were maintained as per Cost Accounting Records Rules. M/s. S.D.Shenoy & Company, Cost Accountants were appointed as Cost Auditors of the Company with the approval of Central Government to audit the cost accounts for the year ended 31st March, 2010.

12. AWARDS AND ACCOLADES:

Basic Chemicals, Pharmaceuticals & Cosmetics Export Promotion Council (CHEMEXIL) has bestowed on your Company "FIRST AWARD" under 'Dyes and Intermediate Panel' – LSM, for the outstanding Export Performance for the year 2005-2006.

13. CORPORATE GOVERNANCE:

As per clause 49 of the Listing Agreement with the Stock Exchange, a separate Section on Corporate Governance Practices followed by the Company together with a certificate from the Company's Auditors Conforming compliance is set out in the Annexure forming part of this Report.

14. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As per clause 49 of the listing Agreement with the Stock Exchange, a separate Section on Management Discussion and Analysis Report is appended to this Report.

15. INDUSTRIAL RELATIONS:

The Company continued to maintain harmonious and cordial relations with employees at all levels.

16. ACKNOWLEDGEMENT:

Your Directors wish to place on record their gratitude to the Syndicate Bank, HDFC Bank Ltd. for their continued support during the year. Your Directors, also wish to convey their thanks to the valued customers, dealers and agents for their continued patronage during the year. Your Directors, also place on record their appreciation of the contribution made by all employees during the year under review.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Parag S. Kothari
Chairman

Mumbai : 9th August, 2010

ANNEXURE-I TO THE DIRECTORS' REPORT

Information in accordance with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 & forming part of the Directors Report for the year ended March 31, 2010.

FORM A: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY.

A: POWER & FUEL CONSUMPTION :

1. ELECTRICITY :	2009-10	2008-09
a) Purchased:		
Units (in KWH)	139361	114087
Total Amount (Rs. In million)	1.03	0.69
Rate/Unit (Rs.) Average	7.39	6.08
b) Own Generation :		
Through Diesel Generator Units (in KWH)	22814	36554
Units per litre of Diesel Oil	4.03	4.57
Cost/Unit (Rs.)	9.24	8.00
2. FURNACE OIL & LDO		
Quantity (K. Litres)	-	-
Total Amount	-	-
Average Rate (Rs./Litre)	-	-
3. OTHER/INTERNAL GENERATION	-	-

B: CONSUMPTION PER UNIT OF PRODUCTION :

In view of the multi-stage, multi-product nature of production covering large number of Dyes, Dye Intermediates & Chemicals, the company is not in a position to furnish the information required.

FORM B : FORM OF DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION OF TECHNOLOGY & RESEARCH & DEVELOPMENT (R&D).

RESEARCH & DEVELOPMENT :

NIL

I. SPECIFIC AREAS IN WHICH R & D WAS CARRIED OUT BY THE COMPANY:

NIL

II. BENEFITS DERIVED AS A RESULT OF ABOVE R & D:

NIL

III. FUTURE PLAN OF ACTION:

NIL

IV. EXPENDITURE ON R & D:

NIL

V. TECHNOLOGY, ABSORPTION, ADAPTATION & INNOVATION:

NIL

VI. FOREIGN EXCHANGE EARNINGS & OUTGO :

(Rs. In Million)

	2009-10	2008-09
Foreign Exchange Earned	540.46	509.30
Foreign Exchange Used	86.72	75.35

**ANNEXURE-II TO THE DIRECTORS' REPORT
CORPORATE GOVERNANCE REPORT**

1. THE COMPANY'S PHYLOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the Company. Good Corporate Governance leads to long term shareholder value and enhances interest of the other stakeholders. It brings into focus the fiduciary and trusteeship role of the Board of Directors

to co-ordinate and direct the actions of the organization towards creating wealth and shareholder value.

2. BOARD OF DIRECTORS :

2.1 Composition of Board :

The Board of Directors comprised of five Directors of which one is Executive Director and four are non-executive Directors during the financial year under review.

2.2 Number of Board Meetings and Attendance :

During the year under review, six Board Meetings were held on 27th May, 2009, 29th June, 2009, 31st July, 2009, 7th August, 2009, 29th October, 2009 and 29th January, 2010.

2.3 Details of the Directors of the Company :

The composition of the Board of Directors and details of the directors with regards to their category, other Indian directorships (other than Section 25 Companies), positions in either Audit Committee and/or Shareholders'/Investors' Grievance Committee as well as attendance at Board Meeting/Annual General Meeting are as follows :

NAME OF DIRECTOR	CATEGORY	NO. OF OTHER DIRECTORSHIP		DIRECTORSHIP & COMMITTEE MEMBERSHIPS / CHAIRMANSHIP		NO. OF BOARD MEETING ATTENDED	ATTENDED LAST AGM
		PUBLIC	PRIVATE	COMMITTEE MEMBER-SHIP	COMMITTEE CHAIRMANSHIP		
SHRI RAJENDRA M. DESAI	NON-EXECUTIVE INDEPENDENT DIRECTOR	1	-	-	-	6	YES
SHRI PARAG S. KOTHARI	MANAGING DIRECTOR	1	9	-	-	5	YES
SHRI PRAKASH M. KALE	NON-EXECUTIVE INDEPENDENT DIRECTOR	-	1	-	-	6	YES
SHRI NIKHIL S. KOTHARI	PROMOTER NON-EXECUTIVE DIRECTOR	1	10	-	-	6	YES
SHRI DHANSUKH N. SHUKLA	NON-EXECUTIVE INDEPENDENT DIRECTOR	4	2	5	2	6	YES

Note : Shri Parag S. Kothari and Shri Nikhil S. Kothari are being brothers related to each other. None of the other Directors are related to any of the Director of the Company.

2.4 Directors appointed / ceased :

No Director is appointed or ceased during the year under review.

2.5 Brief Profile of Directors seeking re-appointment :

Shri. Rajendra Maganlal Desai :

Shri. Rajendra Maganlal Desai, a Director of the Company since 27.06.2000. He is B.Com., FCA. He has served with ICICI Bank Ltd. for over twenty years at a various management levels. Mr. R. M. Desai has wide and varied experience in the field of Financial Management. He is a Financial Consultant. He is on the Board of M/s. Aban Investments Ltd.

2.6 Review of Compliance Reports by the Board of Directors :

A Compliance Certificate confirming the due compliance with the statutory requirements is placed at the Board meeting for the review by the Board of Directors instances of non-compliance, if any, are also separately reported to the Board.

2.7 Code of Conduct :

The Board of Directors has laid down the Code of Conduct for the Board members and members of senior management. A certificate from the Managing Director affirming the compliance of the said Code by all the Board Members and members of the senior management, to whom the Code is applicable is annexed separately to this Report.

2.8 Information to the Board:

In addition to the specific matters which are taken at the Board Meetings, the following information is also placed before the Board for its' review :

- Annual Operating Plans and Capital budgets and any updates in connection there with.
- Quarterly results of the Company.
- Minutes of the meetings of the Audit Committees of the Board.
- Terms of reference of the Committee of the Board.
- Statutory Compliance Certificate.
- Information on appointment and resignation of senior officer of the Company.
- Significant labour problems, if any, at any of the plant locations of the Company.
- Information on strikes, lockouts, retrenchment, fatal accidents, dangerous occurrences, any material effluent or pollution problems or any other materially important incident, if any.
- Show cause, demand, prosecution notices and penalty notices of material importance.
- Any material default in financial obligations to and by the Company, or substantial non recovery for sale of goods by the Company.
- Non-compliance of any regulatory, statutory, or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
- Details of any joint venture or collaboration agreement.
- Sale of a material nature, of investments and/or assets, which are not in the normal course of business.
- Any issue involving possible public or product liability claims of substantial nature, including any judgment or order which may have passed stricture on the conduct of the Company.

3. COMMITTEES OF THE BOARD :

3.1 Audit Committee :

Terms of reference of Audit Committee are as per the guidelines set out in the listing agreements with the Stock Exchanges that inter alia include the overview of the Company's financial reporting process, review of the half-yearly and annual financial statements, the adequacy of internal control systems, the financial and risk management policies and the significant findings and adequacy of internal audit function etc. The Committee acts as a link between the management, the statutory and internal auditors and the Board of Directors. All members of the Company's Audit Committee are Independent Directors.

The Audit Committee comprises of three non-executive independent directors. viz Shri Rajendra M.Desai, Shri Prakash M. Kale and Shri Dhansukh N. Shukla.

Representatives of the Management, Finance Department, Compliance Officer, Statutory Auditors, Cost Auditors, Internal Audit Department, are invitees to the meetings of the Audit Committee.

Five meetings of the Audit Committee were held during the year under report..

DIRECTORS	DESIGNATION	CATEGORY	AUDIT COMMITTEE MEETING	
			HELD	ATTENDED
Shri Rajendra M. Desai	Chairman	Independent Director	5	5
Shri Prakash M. Kale	Member	Independent Director	5	5
Shri Dhansukh N. Shukla	Member	Independent Director	5	5

3.2 Share Transfer/Investors' Grievances Committee:

Share Transfer/Investors' Grievances Committee comprises of three directors. Viz Shri Parag S. Kothari, Shri Rajendra M.Desai and Shri Nikhil S. Kothari.

Term of Reference :

Terms of reference of the re-designated Investors' Grievances Committee are approval and registration of transfer and/or transmissions of shares of the Company, issue of duplicate share/security certificates in lieu of lost/misplaced/mutilated share certificates, and splitting and consolidation of share certificates, also include looking into the Investors complaints on transfer of shares, non-receipt of Company's Balance Sheet, non-receipt of declared dividends etc. and redress thereof.

During the Year under review, Share Transfer/ Investors' Grievances Committee met three times and the attendance of the members at the meetings was as under:

DIRECTORS	DESIGNATION	CATEGORY	SHARE TRANSFER / INVESTORS' GRIEVANCES MEETING	
			HELD	ATTENDED
Shri Rajendra M. Desai	Chairman	Independent Director	3	3
Shri Parag S. Kothari	Member	Executive Director	3	3
Shri Nikhil S. Kothari	Member	Non-executive Promoter Group	3	3

During the year under review two complaints were received from shareholders.

All valid share transfers received during the year under review have been acted upon and no such transfer is pending.

3.3 Directors' Remuneration Committee:

Terms of Reference :

To determine the remuneration, including commission payable to Managing Director / Whole-time Director, and to determine Board Meeting and Committee Meeting attendance fees to the Directors, subject to the provisions of the Companies Act, 1956 and the notifications, if any, issued by the Central Government thereunder.

Composition:

The Remuneration Committee comprises of three non-executive independent directors.viz Shri Rajendra M.Desai, Shri Prakash M. Kale and Shri Dhansukhlal N. Shukla.

The Committee met 29th June, 2009 to approve revision of salary of Shri Parag S. Kothari, Managing Director of the Company.

NAME OF DIRECTORS	SITTING FEES (Rs.)	Salaries & Perquisites (Rs.)	Contribution to Provident Fund (Rs.)	Other Perquisites (Rs.)	Total (Rs.)
Shri Rajendra M. Desai	12,000	-	-	-	12,000
Shri Parag S. Kothari	-	16,79,976	129,600	-	18,27,990
Shri Prakash M. Kale	12,000	-	-	-	12,000
Shri Nikhil S. Kothari	6,000	-	-	-	6,000
Shri Dhansukh N. Shukla	12,000	-	-	-	12,000

4. GENERAL BODY MEETINGS :

Details of last three Annual General Meetings are as under:

ANNUAL GENERAL MEETINGS :

	DATE	VENUE	NO. OF SPECIAL RESOLUTION PASSED
22 nd AGM	25 TH September, 2007	301, SUMER KENDRA, PANDURANG BUDHKAR MARG, WORLI, MUMBAI – 400 018.	1. A Special Resolution under provisions of Section 309 of the Companies Act, 1956 to seek approval of Shareholders of the Company to make payment to non-executive Directors of the Company for a period of five years w.e.f. 1.04.07 was passed.
23 rd AGM	26 TH September, 2008	301, SUMER KENDRA, PANDURANG BUDHKAR MARG, WORLI, MUMBAI – 400 018.	NIL
24 th AGM	7 TH August, 2009	301, SUMER KENDRA, PANDURANG BUDHKAR MARG, WORLI, MUMBAI – 400 018.	1. A Special Resolution under provisions of Sections 198, 269, 309 and 310 of the Companies Act, 1956 read with Schedule XIII to seek approval of Shareholders of the Company to the revision of salary of Shri Parag S. Kothari w.e.f. 1 st April, 2009, for the remaining tenure of the office expiring on 31.05. 2011 by increasing his basic salary from Rs. 60,000 to Rs. 90,000/- per month was passed. 2. A Special Resolution under provisions of Section 163 of the Companies Act, 1956 to keep the Registers, indices, Annual Returns and documents annexed thereto as required under Sec.161 of the Companies Act, 1956 kept at new office premises of M/s.Sharepro Services (India) Private Ltd. at 13AB Samhita Warehousing Complex, 2 nd Floor, Sakinaka Telephone Exchange Lane off Andheri Kurla Road. Sakinaka, Andheri (East), Mumbai - 400 072 in place their present Office premises at Satam Industrial Estate, Cardinal Gracious Rd. above Bank of Baroda, Chakala, Andheri (E), Mumbai 400099.

No Special Resolution was put through postal ballot at any of the above Annual General Meetings, Special Resolution is propose to be passed at the ensuing Annual General Meeting.

5. DISCLOSURES :

5.1 Related Party Transactions:

The Company has not entered into any transactions of a material nature with the Promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company. For disclosure regarding materially significant related party transactions, please refer Schedule 'O' (Note No. 5) of the notes forming part of the Accounts.

5.2 Compliances by the Company :

The Company has complied with the requirements of the Stock Exchange, SEBI and other Statutory Authorities on all matters related to capital markets during last three years. There are no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority relating to the above. There were no instance of non-compliance of any matter related to the capital market during the last three years.

5.3 Accounting Standard :

The Company has followed the Accounting Standard issued by the Institute of Chartered Accountant of India, to the extent applicable in preparation of the financial statement.

5.4 Risk Management :

The Company has laid down procedure to inform the Board of Directors about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risks by means of a properly defined framework.

6. MEANS OF COMMUNICATION :

- (a) At present, the half-yearly report is not being sent to each household of the shareholders.
- (b) The quarterly results are usually published in the Free Press Journal (English), as well as Navshakti (Marathi) daily. The information of Quarterly Results is sent to The Bombay stock exchange to enable them to put it on their websites. During the Year under review no presentation has been made to the investors/analysts.
- (c) The Management Discussion and Analysis Report forms part of the Directors' Report.

7. CERTIFICATE BY MANAGING DIRECTOR & CEO & COMPLIANCE OFFICER :

Shri Parag S. Kothari, Managing Director & CEO and Shri Mangesh Patil, Chief Manager Accounts & Compliance Officer issued a Certificate to the Board of Directors as prescribed under sub-clause V of Clause 49 of the Listing Agreement. The said certificate was placed before the Board Meeting held on 9th August, 2010 in which the Accounts for the financial year ended March, 2010 were considered and approved.

8. SHAREHOLDERS INFORMATION:

(i) Annual General Meeting :

Date and Time : Monday 20th September, 2010 at 10.00 a.m.
Venue : 301, Sumer Kendra, Pandurang Budhkar Marg,
Worli, Mumbai : 400 018.

(ii) Financial Calendar 2010-2011 :

Annual General Meeting: 20th September, 2010.
Adoption of Unaudited Financial Results for four quarters for FY 2010-11
Quarter ended 30th June - by 15th August, 2010
Quarter ended 30th Sept. - by 15th November, 2010
Quarter ended 31st Dec. - by 15th February, 2011
Quarter ended 31st March - by 15th May, 2011

(iii) Book Closure Date :

15th September, 2010 to 20th September, 2010 (Both days inclusive)

(iv) Dividend payment Date:

No Dividend has been recommended by the Board of Directors with a view to plough back the profit for the growth requirement of business.

(v) Listing on the Stock Exchanges:

Shares of the Company are listed on The Stock Exchange, Mumbai **Code No 506910**. The **ISIN** No of the Company's share is **INE703C01025**

Up-to date Listing Fees has been paid to The Bombay Stock Exchange Ltd.

(vi) Dematerialization of Shares:

As on March 31, 2010, 84,45,553 Equity Shares of the Company are Dematerialised i.e. 97.19% of total issued equity share capital of the Company.

Registrar & Transfer Agents:

SHAREPRO SERVICES (INDIA) PVT. LTD.

R.O.: 13AB, Samhita Warehousing Complex,
Second floor, Sakinaka Telephone Exchange Lane,
Off. Andheri Kurla Road, Sakinaka,
Andheri (E), Mumbai - 400 072.

Investor Relation Centre:

912, Raheja Centre,
Free Press Journal Road,
Nariman Point, Mumbai - 400 021.

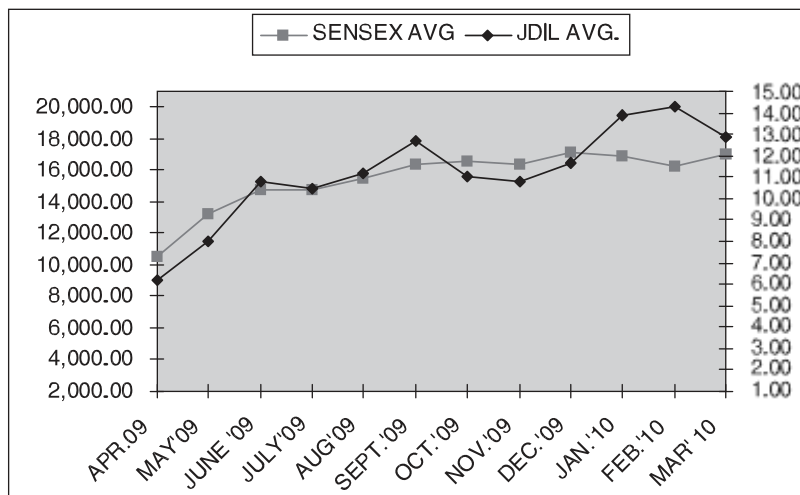


(vii) Stock Price Performance - Jaysynth Dyestuff (India) Ltd. Vs. BSE Sensex April, 2009 to March, 2010 :

Note: Based on the monthly average of High and Low price of Jaysynth Dyestuff (India) Ltd. and BSE Sensex.

Market Price Data :

MONTH	HIGH	LOW
APRIL'09	6.50	5.77
MAY'09	9.83	6.20
JUNE'09	12.00	9.59
JULY'09	12.60	8.51
AUG.'09	13.55	8.57
SEPT.'09	13.74	11.37
OCT.'09	12.25	9.81
NOV.'09	12.25	9.50
DEC.'09	12.74	10.52
JAN.'10	19.61	10.22
FEB.'10	16.25	12.20
MAR.'10	14.50	11.56



(viii) Share Transfer System:

The Board of Directors has Constituted Share Transfer/Investors Grievances committee as already mentioned earlier and has delegated the power of share transfer to this Committee. The Committee holds its meetings as and when required to consider all matters concerning transfer & transmission of shares. The company's shares are in compulsory Demat Mode and they are available for trading in the depository systems of both the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd.(CDSL). As on March 31, 2010, 84,45,553 Equity Shares of the Company stand dematerialized forming 97.19% of Company's issued and subscribed Equity Capital. The Company's International Security Identification Number is: **INE703C01025**.

(ix) Shareholding pattern as on March 31, 2010:

PARTICULARS	NO.OF SHARES HELD	% OF SHARES HELD
1. *Promoters	52,89,710	60.87
2. Mutual Funds & UTI	5,100	0.06
3. Banks Financial Institutions & Insurance Companies	2,949	0.03
4. Foreign Institutional Investors	-	-
5. Private Corporate Bodies	3,93,307	4.53
6. Indian Public	29,84,443	34.34
7. *NRIs/OCBs	14,191	0.17
TOTAL	86,89,700	100.00

* 720064 shareholdings of Shri S.S. Kothari and 1675757 shareholdings of Smt. J.S. Kothari are included in Promoters.



(x) Distribution of Shareholding as on March 31, 2010 :

NO. OF SHARES	NO. OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	TOTAL NO. OF SHARES	% OF TOTAL SHARES
UPTO – 500	1073	66.48	2,45,395	2.82
501 – 1,000	204	12.64	1,83,280	2.11
1,001 – 2,000	109	6.75	1,69,941	1.96
2 001 – 3,000	76	4.71	1,86,500	2.15
3,001 – 4,000	46	2.85	1,64,934	1.90
4,001 – 5,000	35	2.17	1,63,050	1.88
5,001 – 10,000	32	1.98	2,34,800	2.70
10,001 – above	39	2.42	73,41,800	84.48
TOTAL	1614	100.00	86,89,700	100.00

(xi) Following Non-Executive Directors held shares of the Company as under :

SR.NO.	NAME	NO.OF SHARES
1.	Shri Nikhil S. Kothari	14,43,451
2.	Shri R. M. Desai	NIL
3.	Shri P.M. Kale	NIL
4.	Shri D.N. Shukla	NIL

(xii) Plant:

Plot No.A-29, MIDC Industrial Area,
Patalganga, Taluka-Khalapur,
Dist.Raigad, MAHARASHTRA.

Processing Unit:

Plot No. G-5, MIDC Industrial Area,
Taloja, Taluka-Panvel,
Dist.Raigad, MAHARASHTRA.

(xiii) Address for Correspondence :

The Shareholders may address their communications/grievances/querries to:

CONTACT PERSON :

MS. INDIRA KARKERA – GENERAL MANAGER

M/S. SHAREPRO SERVICES (INDIA) PVT.LTD.

UNIT : JAYSYNTH DYESTUFF (INDIA) LTD.

1) 13AB, Samhita Warehousing Complex,
Second Floor, Sakinaka Telephone Exchange Lane,
Off. Andheri Kurla Road, Sakinaka,
Andheri (East), Mumbai – 400 072.
Tele.: 67720300/67720334 • Fax No. 28375646
E-MAIL : shareproservices@vsnl.com

2) Investor Relation Centre:
912, Raheja Centre,
Free Press Journal Marg,
Nariman Point,
Mumbai – 400 021

OR

The Compliance Officer,
Jaysynth Dyestuff (India) Ltd.,
301, Sumerkendra, P. B. Marg, Worli, Mumbai 400 018.
Tel. No. 022-30423048-49, Fax No. 022-30423433/34
E-Mail : jaysynth@bom3.vsnl.net.in • Investors' Complaint : jsec@jaysynth.com

Details of Compliance with mandatory requirements and extents of Compliance with non-mandatory requirements:

1. Compliance with mandatory requirements:

The Company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with The Bombay Stock Exchange Ltd.

2. Extent of Compliance with non-mandatory requirements:

The Company has complied with the following non-mandatory requirements:

- i) Remuneration Committee.
- ii) Moving towards unqualified financial statements.

The Company does not comply with other non-mandatory requirements.

3. Certificate from Statutory Auditors :

Certificate from Statutory Auditors, M/s. C. J. Shah & Associates, Chartered Accountants, Mumbai, regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement is attached.

Declaration of compliance with the Code of Conduct:

I hereby confirm that as required under Clause 49 of the Listing Agreement with The Bombay Stock Exchange Ltd., all Directors and Senior Management Personnel have affirmed compliance with Jaysynth Dyestuff (India) Ltd. Code of Conduct for the year ended March, 31, 2010.

P. S. Kothari
Chairman & Managing Director

MUMBAI: 9th August, 2010

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF JAYSYNTH DYESTUFF (INDIA) LIMITED

We have examined the compliance of the conditions of Corporate Governance by Jaysynth Dyestuff (India) Limited for the year ended on March 31, 2010 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For C.J. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS

sd/-

(Chandrakant J. Shah)
Proprietor

Membership No. 33802

Place : Mumbai
Date : 9th August, 2010

ANNEXURE-III TO THE DIRECTORS' REPORT
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW :-

ECONOMY OVERVIEW:-

The global economy continues to recover amidst ongoing policy support and improving market conditions. The recovery process is mainly led by "Emerging Market Economies" especially India and China, as growth remains still weak in advance economies. The recovery is largely driven by government spending by way of stimulus packages, increasing global liquidity resulted in steep increase in commodity prices; emerging market economies are likely to face increased inflationary pressures and developed economies are facing large budget deficits. The global economy continues to face several challenges such as high levels of unemployment prevailing in U.S.A and Europe. The prospect of economic recovery in Europe are clouded by the acute fiscal strains shown by countries like Greece, Portugal, Spain and Ireland.

The Indian economy achieved a significant growth during 2009-10, despite global recession and delayed and sub-normal south-west monsoon. As per the advanced estimates of Gross Domestic Product for 2009-10 released by the Central Statistical Organization, Indian economy is estimated to have recorded growth at 7.2% in 2009-10. The growth in Industrial and Service sector are estimated at 8.2% and 8.7% respectively. This is despite negative growth of 0.2%

in agricultural sector as a consequence of sub-normal monsoon. The growth prospects for Indian economy remain bright due to strong fundamentals. The Indian Gross Domestic Product is expected to grow at 8% for the year 2010-2011. However, the developments in the inflation front in our economy and hardening of commodity prices can hurt growth unless, adequate policy is adopted by the Government.

COMPANY OVERVIEW :-

Your Company is in the business of Dyes, Pigments & Digital Inks & Dyestuffs are being catered to the Textile industry. However Pigments are consumed by master batch manufacturers, rubber, paint, inks, detergent, & cement Industries. Despite, stiff competition from unorganized sector Company's production and sale showed healthy growth. Company's total sale grew from Rs. 8102.54 lacs to Rs.8641.61 lacs. Company's Export grew from Rs. 5091.29 lacs to Rs. 5609.22 lacs. The Company's activity in Digital Ink is making good progress. Presently your Company is the only Digital Textile Ink manufacturer in India. Your Company is recognized in the domestic and international market as a reputed quality Ink manufacturer. Due to strong R&D your Company is now developing new Digital Inks for various segments like Textile Printing, Outdoor Flex Printing and Paper.

The Company's core competence in Dyestuff handling and manufacturing is well supported by efficient technical team. This provides a lot more opportunities and scope to the Company to improve its performance in an otherwise difficult business environment.

INDUSTRIAL STRUCTURE AND OPPORTUNITY :-

The Indian dyestuff industry has been in existence since about forty years, though a few MNC established units in pre-independence era. The Dyestuff Industry is widely scattered like other chemical industry. Presently, the Dyestuff Industry in India is completely self-dependent. It also has strong holds in natural dyestuff market. Indian dyestuff industry globally supplies dyestuff and dye intermediates especially for reactive, acid and direct dyes. Indian dyestuff industry produces approximately six per cent of global dyestuff production. The dye intermediates are essentially derivatives of petroleum products which after further processing gets transformed into finished dyes and pigments. The dye and dye intermediaries industry is an integral part of a huge number of industries like textiles, leather, plastics, paints, printing inks and pharmaceuticals, etc.

Serious challenges for the dyestuff industry are over capacity and falling margins, fierce competition, environment concerns, product quality vis-à-vis competitive prices, infrastructure and high cost of energy and interest etc. Based on the unprecedented fiscal measures taken by the governments and central banks of all major world economies, the world is expecting the tide to turn. Despite of un-encouraging global economic forecast the latest outlook for Indian economy is projecting a growth of 8.5% in the coming year. Share of developed countries in world production of dyes has come down from 65% until some years back to

50% to day. The developed world is not interested in further growth of the dyestuff industries in their countries and would prefer to source their requirements from countries like India, China, Taiwan Korea and Indonesia. Industrial structure and the willingness of Indian entrepreneurs will require to grab this opportunity. **RISK AND INTERNAL CONTROL SYSTEMS:-**

Your Company manages cash and cash flow process assiduously involving all parts of the business. The Company's debt equity ratio is very low which provides ample scope to gear up the Balance Sheet should that need arise. Foreign exchange transactions are always fully covered with strict limit placed on the amount of exposer, audit system in specific area of operation. There are no materially significant uncovered exchange rate risk in the context of the Company's imports & exports. Company accounts for 'mark to market' gains or losses at every quarter end are in line with the requirements of AS-11.

The Company's internal control systems are well commensurate with the nature of its business and the size and complexity of the operations. These are routinely tested by the internal Auditors and cover all the offices, factories and key areas of business. Significant audit observations and follow up actions thereon are reported to the Audit Committee. Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and systems.

OUTLOOK:-

It is expected that India's Gross Domestic Products will continue to witness strong growth in the future. However, managing growth and inflation will be main challenge for India in the near term. The agricultural growth is expected to pick up in the last quarter of the fiscal year 2009-10 on account of good 'Rabbi' crop. As global trade continues its recovery, Indian industry is expected to continue its strong growth, since over 1/3rd of India's manufacturing output is exported. Export growth has been positive since November, 2009, which is an encouraging sign for the manufacturing sector.

India's improving growth prospects, augurs well for the economy as a whole and for the Dyestuff and chemical industry in particular. The Dyestuff industry in which your Company operates has significant growth potential given the low per capita consumption levels relative to developed economies. This growth opportunity will attract more competitors and your Company will defend its position in determined manner. In the long run, the increased competition is good for all players since it will accelerate the growth of the market. Your Company will continue to focus on driving underlying volume growth by improving its market position, while also leading market development efforts to build categories and segments for the future.

HUMAN RESOURCES:-

The Company had 53 employees as on 31st March, 2010 as against 52 employees as on 31st March, 2009. The Company lays great emphasis on proper management of human resources and believes that this is the most important ingredient for achieving excellence in performance. Employee relationship continues to remain cordial.

CAUTIONARY NOTE:-

Statements in this Report, particularly those relate Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute forward looking statements within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

CIN : L24114MH1985PLC035564
Authorised Capital : Rs. 16,00,00,000/-

COMPLIANCE CERTIFICATE

(Under section 383A (1) of the Companies Act, 1956)

The Members,
JAYSYNTH DYESTUFF (INDIA) LIMITED
Mumbai

We have examined the necessary registers, records, books and papers of **JAYSYNTH DYESTUFF (INDIA) LIMITED** as required to be maintained under the Companies Act, 1956 ('the Act'), and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2010.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. **We are informed by the Company that it was under impression that it was not required to appoint Cost Auditors for the Company. Subsequently, Company decided that Company should appoint the Cost Auditors subject to approval of the Central Government for the Financial year ended 31st March, 2008, 31st March, 2009 and 31st March, 2010 and accordingly, necessary e-Forms filed during the period under review for said financial years for obtaining approval of the Central Government. Further save and except Form 23 for Board Resolution for revision in remuneration payable to Managing Director, Form for Cost Auditors Report for aforesaid financial years and Form 61 for prior intimation to Registrar of Companies, Maharashtra, Mumbai, the Company had filed all the other forms and returns as stated in Annexure "B" to this certificate, with the Registrar of the Companies, Maharashtra, Mumbai or such other authorities as required under the Act and the rules made thereunder.**
3. The status of the Company, being Public Limited Company, comment is not invited.
4. The Board of Directors duly met 6 (Six) times for meetings held on 27.05.2009, 29.06.2009, 31.07.2009, 07.08.2009, 29.10.2009 and 29.01.2010 respectively, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members and Share Transfer Books from 03.08.2009 to 07.08.2009 (Both Days Inclusive) and necessary compliance of Section 154 of the Companies Act, 1956 has been made in respect of the same. **However, Advertisement in Navshakti edition dt. 3rd July, 2009 is in English Language instead of Marathi Language.**
6. The Annual General Meeting for the financial year ended on 31st March, 2009 was held on 7th August, 2009 after giving due notice to the members of the Company and the resolutions passed there at were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting was held during the financial year under review.
8. The Company has not advanced any loans to its directors and / or persons or firms or Companies referred to in the Section 295 of the Act.
9. As explained by the management, the Company has not entered into any new contracts falling within the purview of provisions of Section 297 of the Act during the year under review. The Company has entered into transactions in terms of principle agreement entered in previous years.
10. The Company has made necessary entries in the Register as required under Section 301 of the Act.
11. As there were no instances falling within the purview of provisions of Section 314 of the Act, the Company was not required to obtain any approvals from the Board of Directors, Members or the Central Government.
12. The Company has not issued any duplicate certificates during the financial year under review.
13. The Company has:
 - (i) delivered all certificates on registration of transfer / transmission of shares in compliance with the provisions of the Act. The Company has not had any instances of allotment of shares during the financial year under review;

- (ii) not declared any dividend during the year and hence the Company was not required to deposit any amount as unpaid dividend / interim dividend in a separate Bank Account;
 - (iii) not declared any dividend during the year and hence the Company was not required to pay / post warrants to any members of the Company;
 - (iv) no amount to be transferred into the Investor Education and Protection Fund in respect of unpaid dividend account or application money due for refund, or matured deposits, or matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years;
 - (v) duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancies during the financial year under review.
 15. The Company has not appointed any new Managing Director / Whole Time Director / Manager during the financial year under review.
 16. The Company has not appointed any sole-selling agents during the financial year under review.
 17. **We are informed by the Company that it was under impression that it was not required to appoint Cost Auditors for the Company. Subsequently, Company decided that Company should appoint the Cost Auditors subject to approval of the Central Government for the Financial year ended 31st March, 2008, 31st March, 2009 and 31st March, 2010 and accordingly, necessary e-Forms filed during the period under review for said financial years for obtaining approval of the Central Government.** As explained to us, the Company was not required to obtain, save and except as mentioned above, any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act during the financial year under review.
 18. The directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
 19. The Company has not issued any shares / debentures / other securities during the financial under review.
 20. The Company has not bought back any shares during the financial year ending 31st March, 2010.
 21. The Company has not redeemed any Preference Shares / Debentures during the financial year under review.
 22. There were no transactions necessitating the Company to keep in abeyance the right to dividend, right shares and bonus shares pending registration of transfer of shares during the financial under review.
 23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of the provisions of Sections 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975 during the year under review.
 24. The Company has not borrowed any amount during the financial year ended 31st March, 2010.
 25. The Company has retained investments in other bodies corporate, in compliance with the provisions of the Act. The Company has made necessary entries in the register kept for the purpose. As explained to us the Company has not made loans and advances or given guarantees or provided securities to other bodies corporate in violation of Act, during the year under review.
 26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the financial year under review.
 27. The Company has not altered the provisions of the Memorandum with respect to the Objects of the Company during the financial year under review.
 28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the financial year under review.
 29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the Company during the financial year under review.
 30. The Company has not altered any provisions of its Articles of Association during the financial year under review.
 31. As explained to us, there was no prosecution initiated against or show cause notices received by the Company for alleged offenses under the Act and no fines and penalties or any other punishment was imposed on the Company during the financial year under review.

32. The Company has not received any money as security from its employees during the financial year under review.
33. The Company has deposited both employees and employer's contribution towards provident fund as required under the provisions of Section 418 of the Act, during the financial year under review.

For Keyul M. Dedhia & Associated
Company Secretaries

Place : Mumbai
Date : 9th August, 2010

Keyul M. Dedhia
Proprietor
A.C.S. No. 22761 C.P. No. 8618

Annexure - A

Sr. No.	Registers Kept and Maintained by the Company	Under Section
1.	Register of Charges	143
2.	Register of Members	150
3.	Register of Debenture holders	152
4.	Minutes Books of proceedings of : 1. Board Meetings 2. General Meetings	193
5.	Register of contracts, companies and firms in which directors are interested	301
6.	Register of Directors, Managers and Secretary	303
7.	Register of Directors Shareholdings	307
8.	Register of Investments or loans made, guarantee or security provided	372A
9.	Register of Share Application and Allotment	Voluntary
10.	Register of Share Transfer	Voluntary

Annexure - B

Sr. No.	Form No.	Under Section	Purpose	SRN & Date of Filing
1.	Form 23AC / Form 23ACA (Annual Accounts) Dtd.: 31.03.2009	220	As per requirements of the Act	P33867904 18.08.2009
2.	Form 20B (Annual Return) Dtd.: 07.08.2009	159	As per requirements of the Act	P34938175 25.09.2009
3.	Form 66 (Compliance Certificate) Dtd.: 31.03.2009	383A	As per Companies (Issue of Compliance Certificate) Rules, 2001	P33763293 12.08.2009
4.	Form 23	163, 269 read with 198, 309 and 310	Keeping registers of members / debenture holders, annual return etc at place other than registered office and members approval for revision in payment of remuneration to Managing Director.	A67344143 18.08.2009
5.	Form 23C	233B(2)	Appointment of Cost Auditors for the period 01.04.2007 31.03.2008.	A78212396 10.02.2010
6.	Form 23C	233B(2)	Appointment of Cost Auditors for the period 01.04.2008 31.03.2009.	A78221843 10.02.2010
7.	Form 23C	233B(2)	Appointment of Cost Auditors for the period 01.04.2009 31.03.2010.	A78222155 10.02.2010

For Keyul M. Dedhia & Associated
Company Secretaries

Place : Mumbai
Date : 9th August, 2010

Keyul M. Dedhia
Proprietor
A.C.S. No. 22761 C.P. No. 8618

AUDITORS REPORT

TO THE MEMBERS OF JAYSYNTH DYESTUFF (INDIA) LTD

- (1) We have audited the attached Balance Sheet of **JAYSYNTH DYESTUFF (INDIA) LTD.** as at March 31, 2010 and also the annexed Profit & Loss Account of the Company and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- (2) We conducted our audit in accordance with the Auditing Standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from any material misstatement. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.
- (3) As required by the Companies (Auditor's Report) order, 2003 as amended by the Companies (Auditors Report) (Amendment) order 2004, issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956 (the Act), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we set out in the annexure a Statement on the matters specified in paragraphs 4 and 5 of the said order.
- (4) Further to our comments referred to in Para (3) above, we report that :
 - i) We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of audit.
 - ii) In our opinion, proper books of account, as required by law, have been kept by the company so far as appears from our examination of those books.
 - iii) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - iv) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this Report are in compliance with the Accounting Standards (AS) referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
 - v) On the basis of written representation received from all the directors as on March,31 2010 and taken on record by the Board of directors, we report that none of the directors is disqualified as on March 31,2010 from being appointed as director in terms of clause (g) of Sub Section(1) of Section 274 of the Companies Act,1956.
 - vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with the notes thereon, give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) In the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2010 ;
 - ii) In the case of the Profit & Loss Account, of the Profit for the year ended on that date; and
 - iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For C.J. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS

(Chandrakant J. Shah)
Proprietor

Membership No. 33802

Firm Registration No. 109522W

Place : Mumbai
Date : 9th August, 2010

ANNEXURE TO THE AUDITORS REPORT

Referred to in paragraph 3 of our report of even date to the members of Jaysynth Dyestuff (India) Ltd on the financial statements for the year ended March 31, 2010

1. In respect of its fixed asset:
 - (a) The Company has maintained proper records to show full particulars including quantitative details and situation of its fixed Assets.
 - (b) As explained to us, the fixed assets are physically verified by the management at reasonable intervals in a phased verification programme according to the practice of the company, which in our opinion is reasonable looking at the size of the company and the nature of its business. According to the information and explanation given to us, no material discrepancies between the book records and the physical verification have been noticed.
 - (c) In our opinion and according to the information and explanation given to us, a substantial part of the Fixed Assets has not been disposed off by the company during the year.
2. In respect of its inventories:
 - (a) The Management has physically verified the Stocks of Stores, Spares, Raw materials, Packing materials and Finished goods. In our opinion, the frequency of verification is reasonable. In respect of Inventories lying with third parties, these have been confirmed by them.
 - (b) The procedures, as explained to us, which are followed by the management for physical verification of inventories, are, in our opinion, reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) On the basis of our examination of the inventory records of the company, we are of the opinion that, the company is maintaining proper records of its inventory. The discrepancies noticed on verification between the physical stock and the book records were not material and have been properly dealt within the books of account.
3. (a) According to the information and explanation given to us
 - (i) the company has not granted loans, Secured, or unsecured to companies, firms or other parties, listed in the register maintained under Section 301 of the companies Act 1956.
 - (ii) the company has not taken any loan from the parties covered in the register maintained under section 301 of the Companies Act, 1956.
 - (b) In our opinion, the other terms and conditions of the loan given, mentioned in a(i) a(ii) above are, prima facie, not prejudicial to the interest of the company.
 - (c) There is no over due amount of loan or interest from the aforesaid persons.
4. In our opinion and according to the information & explanation given to us, having regard to the explanation that certain items purchased are of special nature for which suitable alternative sources do not exist for obtaining comparative quotations, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. Further, on the basis of our examination of the books and records of the company carried out in accordance with the auditing standards generally accepted in India, we have not observed any continuing failure to correct major weaknesses in the aforesaid internal control procedures.
5. (a) On the basis of the Audit procedures performed by us and according to the information, explanations and representations given to us, we are of opinion that the transactions in which directors were interested and which were required to be entered into the register maintained under section 301 of the companies Act, 1956 have been entered.
 - (b) In our opinion and according to the information and explanation given to us, the transaction made in pursuance of contracts or arrangement entered in to the register maintained under section 301 of the Companies Act, 1956, excluding certain transactions of purchase and sale of goods and material, where each of such transaction is in excess of Rs.Five lakhs in respect of any party, having regards to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at relevant time.

6. In our opinion and according to the information and explanation given to us, the company has not accepted any deposits within the meaning of section 58A and 58AA of the companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regards to the deposits accepted from the public.
7. In our opinion, the company has an internal audit system, which is commensurate with the size and nature of its business.
8. We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government of India for the maintenance of cost records prescribed under section 209(1)(d) of the companies Act, 1956 in respect of the company's products to which the said rules are made applicable and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate.
9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other statutory dues have generally been regularly deposited with the appropriate authorities.
According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2010 for a period of more than Six months from the date of becoming payable.
(b) In case of dues of Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, cess, there is no disputed amount.
10. The Company has no accumulated losses at the 31st March 2010 and it has not incurred any cash losses in the financial year under report and in immediately preceding financial year.
11. Based on our audit procedures and on the basis of information and explanation given by the management, we are of the opinion that the company has not defaulted in the repayment of loan to the banks or debentureholders.
12. As explained to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or any other securities.
13. In our opinion, considering the nature of activities carried on by the company during the year, the provisions of any special statute applicable to Chit Fund, nidhi / mutual benefit fund/ societies are not applicable to the company.
14. In our opinion, the company is not a dealer or trader in shares, securities, debentures or other investments.
15. According to information and explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year. .
16. To the best of our knowledge and belief and according to the information and explanation given to us, the company has not taken any term loan during the current year.
17. The company has not raised any short term funds during the year and hence, the question of use of such funds for long term investment does not arise.
18. Based on our examination of record and information provided to us by the management, we report that the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
19. The company has not issued any debentures during the year.
20. The company has not raised money by Public Issue during the year.
21. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by a company, noticed or reported during the year, nor have we been informed of such case by the management.

For C.J. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS

(Chandrakant J. Shah)
Proprietor

Membership No. 33802
Firm Registration No. 109522W

Place : Mumbai
Date : 9th August, 2010

BALANCE SHEET AS AT MARCH 31, 2010

	<u>Schedule</u>		<u>As At</u> <u>March 31, 2010</u>		<u>As At</u> <u>March 31, 2009</u>
			<u>Rs.</u>		<u>Rs.</u>
I. SOURCES OF FUNDS					
1. Shareholders' funds :					
a) Share capital	A	15,689,700		15,689,700	
b) Reserves and surplus	B	300,763,355	316,453,055	241,719,749	257,409,449
			316,453,055		257,409,449
II. APPLICATION OF FUNDS					
1. Fixed assets	C				
a) Gross block		89,527,487		58,089,700	
b) Less: Depreciation		(7,160,813)		(3,403,324)	
		82,366,674		54,686,376	
c) Capital work-in-progress		89,645		5,041,841	
d) Net block			82,456,319		59,728,217
2. Investments	D		217,800		1,424,775
3. Current assets, loans & advances					
a) Inventories	E	98,343,126		62,428,155	
b) Sundry debtors	F	231,653,608		179,309,604	
c) Cash & bank balances	G	23,649,920		27,287,573	
d) Loans & advances	H	91,451,707		81,156,751	
		445,098,361		350,182,083	
4. Less: Current liabilities & provisions					
a) Current liabilities	I	210,619,926		149,900,990	
b) Provisions	J	21,326,499		16,726,636	
		231,946,425		166,627,626	
Net current assets			213,151,936		183,554,457
5. Deferred tax asset			20,627,000		12,702,000
			316,453,055		257,409,449
Notes forming part to the accounts	O				

As per our report of even date attached
For C. J. Shah & Associates
Chartered Accountants

Chandrakant J. Shah
Proprietor
Membership No. 33802
Firm Registration No. 109522W
Place : Mumbai
Date : 9th August, 2010

Parag S. Kothari
Chairman & Managing Director

D. N. Shukla
Director

Mangesh Patil
Chief Manager Accounts & Compliance Officer



PROFIT AND LOSS ACCOUNT FOR YEAR ENDED MARCH 31, 2010

	<u>Schedule</u>	<u>Year Ended</u> <u>March 31, 2010</u>	<u>Year Ended</u> <u>March 31, 2009</u>
		<u>Rs.</u>	<u>Rs.</u>
Income			
Sales		864,160,584	810,253,593
Other Income	K	27,659,171	24,012,957
Total Income		891,819,755	834,266,550
Expenditure			
Add/Less :Decrease/(Increase) In Stock	L	(21,352,812)	15,883,372
Raw Material Consumed	M	349,174,032	271,579,290
Finished Goods Purchased		377,002,589	359,839,053
Manufacturing & Other Expenses	N	121,488,335	112,173,655
Depreciation	C	3,757,489	2,142,479
Total Expenditure		830,069,633	761,617,849
Profit before Tax		61,750,122	72,648,701
Provision for Current Tax		(10,600,000)	(8,500,000)
Provision for Fringe Benefit Tax		-	(326,000)
Provision For Wealth Tax		(42,300)	(11,740)
Excess/short Provision for Tax & FBT		10,784	160,251
Deferred Tax Asset		7,925,000	7,287,000
Profit after Tax		59,043,606	71,258,212
Transfer To General Reserve		(25,000,000)	(25,000,000)
Balance Brought Forward		81,719,749	35,461,537
Balance Carried to the Balance Sheet		115,763,355	81,719,749
Weighted average number of shares outstanding during the year		8,689,700	8,689,700
Basic and diluted earnings per share (in Rs)		6.79	8.20
Face value of share (in Rs)		1.00	1.00
Notes Forming Part of the Accounts	O		

As per our report of even date attached
For C. J. Shah & Associates
Chartered Accountants

Chandrakant J. Shah
Proprietor
Membership No. 33802
Firm Registration No. 109522W
Place : Mumbai
Date : 9th August, 2010

Parag S. Kothari
Chairman & Managing Director

D. N. Shukla
Director

Mangesh Patil
Chief Manager Accounts & Compliance Officer





CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2010
(Pursuant to the Listing Agreement with Stock Exchange)

	<u>Year Ended</u> <u>March 31, 2010</u>		<u>Year Ended</u> <u>March 31, 2009</u>
	<u>Rs.</u>		<u>Rs.</u>
A. Cash flow from operating activities			
Net profit before tax and extraordinary items	61,750,122		72,648,701
Adjustments for :			
Depreciation	3,757,489	2,142,479	
Loss/(Profit) on sale of investments	(310,290)	597,448	
Interest & finance charges	-	3,447,199	-
			2,739,927
Operating profit before working capital changes	<u>65,197,321</u>		<u>75,388,628</u>
Trade and other receivables	(65,171,006)	(15,479,688)	
Inventories	(35,914,971)	14,838,412	
Trade payables	65,489,759	(35,942,571)	(36,583,847)
Cash generated from operations	<u>29,601,103</u>		<u>38,804,781</u>
Interest & finance charges paid (Net)	-	-	
Direct taxes (net)	(8,270,430)	(8,270,430)	(9,807,597)
Cash flow before extraordinary items	<u>21,330,673</u>		<u>28,997,184</u>
Extraordinary items	-		-
Net cash from operating activities	<u><u>21,330,673</u></u>		<u><u>28,997,184</u></u>
B. Cash flow from investing activities :			
Purchase of fixed assets	(26,485,591)		(27,484,774)
Purchase of investments	-		(2,309,269)
Sale of investments	1,517,265		9,227,980
Net cash from / (Used in) investing activity	<u><u>(24,968,326)</u></u>		<u><u>(20,566,063)</u></u>
C. Cash flow from financing activities :			
Borrowings/(repayments)	-		-
Net cash used in financing activities	<u><u>-</u></u>		<u><u>-</u></u>
Net (decrease) / increase in cash and cash equivalents	<u><u>(3,637,653)</u></u>		<u><u>8,431,121</u></u>
Opening Cash and cash equivalents	27,287,573	18,856,452	
Closing Cash and cash equivalents	<u>23,649,920</u>	<u>27,287,573</u>	<u>8,431,121</u>

Parag S. Kothari
Chairman & Managing Director

Place : Mumbai
Date : 9th August, 2010

Mangesh Patil
Chief Manager Accounts & Compliance Officer

D. N. Shukla
Director

To,
The Board of Directors
JAYSYNTH DYESTUFF (INDIA) LIMITED
Mumbai

We have examined the above Cash Flow Statement of JAYSYNTH DYESTUFF (INDIA) LIMITED for the year ended March 31, 2010. The statement has been prepared by the Company and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the Company.

For C.J. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS

(Chandrakant J. Shah)
Proprietor

Membership No. 33802

Firm Registration No. 109522W

Place : Mumbai
Date : 9th August, 2010



**Schedule - A**

	<u>As At</u> <u>March 31, 2010</u> <u>Rs.</u>	<u>As At</u> <u>March 31, 2009</u> <u>Rs.</u>
Share capital		
Authorised :		
110,000,000 Equity shares of Re. 1/- each	110,000,000	110,000,000
700,000 5% Non Convertible Non Cumulative Preference shares of Rs. 10/- each	7,000,000	7,000,000
4,300,000 Unclassified shares of Rs. 10/- each	43,000,000	43,000,000
	<u>160,000,000</u>	<u>160,000,000</u>
Issued subscribed & paid up :		
8,689,700 Equity shares of Re. 1/- each, fully paid up	8,689,700	8,689,700
700,000 5% Non Convertible Non Cumulative Preference shares of Rs. 10/- each, fully paid up	7,000,000	7,000,000
	<u>15,689,700</u>	<u>15,689,700</u>

Schedule - B**Reserves and surplus****General reserve**

As per last Balance sheet	160,000,000	135,000,000
Transferred from Profit & Loss account	25,000,000	25,000,000
	<u>185,000,000</u>	<u>160,000,000</u>
Profit & Loss Account	115,763,355	81,719,749
	<u>300,763,355</u>	<u>241,719,749</u>

Schedule - D**Investments**

<u>Investments (At cost)</u>	<u>Face value</u> <u>Per Share</u>	<u>No. of</u> <u>Shares</u>	<u>As At</u> <u>March 31, 2010</u> <u>Rs.</u>	<u>As At</u> <u>March 31, 2009</u> <u>Rs.</u>
1. Government securities				
6 Years National Saving Certificates			12,000	12,000
2. Equity shares of companies				
a) Quoted - Fully paid - up				
Matrix Laboratories Ltd (*Previous year 4351 shares)	2	*	-	1,206,975
Reliance Power Limited	10	654	184,050	184,050
b) Unquoted - Fully paid - up				
Raghuvanshi Co-op. Bank Ltd	25	470	11,750	11,750
Antophill Warehousing Co. Ltd	1,000	10	10,000	10,000
			<u>217,800</u>	<u>1,424,775</u>
Aggregated Value of Unquoted Investment			33,750	33,750
Aggregated Value of Quoted Investment			184,050	1,391,025
Market Value of Quoted Investment			107,773	705,544



Schedule - C
Fixed Assets

Description	Gross Block as at April 1, 2009	Additions	Deductions	Gross Block as at March 31, 2010	Depreciation Upto March 31, 2009	Depreciation for the year	Deductions	Depreciation Upto March 31, 2010	Net Block as at March 31, 2010	Net Block as at March 31, 2009
Building	14,256,407	8,096,425	-	22,352,832	806,335	468,427	-	1,274,762	21,078,070	13,450,072
Plant & Machinery	17,479,070	10,304,770	-	27,783,840	1,053,163	1,196,147	-	2,249,310	25,534,530	16,425,907
Air Condition	215,273	309,620	-	524,893	14,513	17,697	-	32,210	492,683	200,760
Electrical Installation	426,226	574,768	-	1,000,994	36,013	34,974	-	70,987	930,007	390,213
Equipments	20,649,497	5,840,358	-	26,489,855	902,068	1,073,926	-	1,975,994	24,513,861	19,747,429
Computers	1,875,218	742,155	-	2,617,373	198,124	353,713	-	551,837	2,065,536	1,677,094
Furniture & fixture	136,696	417,716	-	554,412	15,688	16,885	-	32,573	521,839	121,008
Vehicles	3,051,313	5,151,975	-	8,203,288	377,420	595,720	-	973,140	7,230,148	2,673,893
	58,089,700	31,437,787	-	89,527,487	3,403,323	3,757,489	-	7,160,813	82,366,674	54,686,376
Capital Work in Progress	5,041,841	89,645	5,041,841	89,645	-	-	-	-	89,645	5,041,841
									82,456,319	59,728,217
Previous year	35,520,947	22,568,753	-	58,089,700	1,260,844	2,142,479	-	3,403,324	54,686,376	34,260,102
Capital Work in Progress	125,820	5,041,841	125,820	5,041,841	-	-	-	-	5,041,841	125,820

	<u>As At</u> <u>March 31, 2010</u> <u>Rs.</u>	<u>As At</u> <u>March 31, 2009</u> <u>Rs.</u>
<u>Schedule - E</u>		
<u>Inventories</u>		
Raw materials	29,956,295	16,668,428
Finished goods	65,553,484	44,736,996
Work in progress	941,960	405,636
Packing materials	1,114,536	558,098
Furnace oil & stores	776,851	58,997
	98,343,126	62,428,155
<u>Schedule - F</u>		
<u>Sundry debtors</u>		
(Unsecured - Considered good, except otherwise stated - for which the company holds no security other than the Debtors' personal security)		
I) Due Over Six Months	8,241,721	28,008,215
II) Others	225,306,364	153,136,784
	233,548,085	181,144,999
Provision for doubtful debts	(1,894,477)	(1,835,395)
	231,653,608	179,309,604
<u>Schedule - G</u>		
<u>Cash and bank balances</u>		
Cash and cheques on hand	259,031	93,471
Balances with scheduled banks		
- In current accounts	5,676,885	5,209,674
- In deposit accounts	17,714,004	21,984,428
	23,649,920	27,287,573
<u>Schedule - H</u>		
<u>Loans and advances</u>		
(Unsecured - Considered good, for which the company holds no security other than the debtors personal security)		
Advances recoverable in cash or in kind or for value to be received	49,873,463	47,277,601
Balances with excise and customs authorities	6,146,297	5,513,617
Export incentives receivable	16,799,493	14,906,833
Loans & advances to employees	251,291	470,491
Advance income tax (Including T.D.S.)	17,858,093	12,297,849
Advance fringe benefit tax	523,070	690,360
	91,451,707	81,156,751
<u>Schedule - I</u>		
<u>Current liabilities</u>		
Sundry creditors	168,391,643	106,225,066
Advance payments received for goods to be supplied	19,281,598	15,916,454
Other liabilities	22,946,685	27,759,470
	210,619,926	149,900,990
<u>Schedule - J</u>		
<u>Provisions</u>		
Provision for taxation	19,100,000	14,240,000
Provision for fringe benefit tax	326,000	551,000
Provision for gratuity	977,895	718,569
Provision for unutilised leave	770,537	508,096
Provision for diminution in value of investment	98,027	697,231
Provision for wealth tax	54,040	11,740
	21,326,499	16,726,636



	<u>Year ended</u> <u>March 31, 2010</u> <u>Rs.</u>	<u>Year ended</u> <u>March 31, 2009</u> <u>Rs.</u>
Schedule - K		
Other income		
Export incentives	26,287,598	22,093,916
Dividend received	-	99,340
Interest earned	1,155,032	1,523,467
Miscellaneous income	216,541	296,234
	<u>27,659,171</u>	<u>24,012,957</u>
Schedule - L		
Increase / (Decrease) in stock		
Closing stock		
Finished goods	65,553,484	44,736,996
Work in progress	941,960	405,636
	<u>66,495,444</u>	<u>45,142,632</u>
Opening stock		
Finished goods	44,736,996	60,682,055
Work in progress	405,636	343,949
	<u>45,142,632</u>	<u>61,026,004</u>
Increase / (decrease) in stock	<u>(21,352,812)</u>	<u>15,883,372</u>
Schedule - M		
Raw materials consumed		
Opening Stock	16,668,428	15,552,260
Add : Purchases (Net of modvat)	<u>362,461,899</u>	<u>272,695,458</u>
	379,130,327	288,247,718
Less : Closing Stock	<u>29,956,295</u>	<u>16,668,428</u>
	<u>349,174,032</u>	<u>271,579,290</u>
Schedule - N		
Manufacturing and other expenses		
Stores and spares consumed	8,152,230	3,270,601
Repairs and maintenance		
- Plant & machinery	1,346,748	1,088,139
- Others	2,173,445	2,338,850
Insurance	1,599,623	454,839
Packing materials	8,155,754	7,015,951
Power, fuel and water	1,633,645	1,357,776
Excise duty	23,460,169	29,095,750
Other manufacturing expenses	1,081,752	1,929,419
Contract labour	2,090,485	1,791,099
Salaries, wages, bonus & allowances	15,348,460	12,720,515
Contribution to provident & other funds	1,254,713	891,485
Workmen & staff welfare expenses	881,182	824,638
Rent	1,325,652	619,521
Donation	750,000	500,000
Travelling, conveyance and vehicle expenses	5,955,313	4,911,645
Freight, transport and distribution expenses	17,964,598	18,242,157
Rates and taxes	696,814	481,926
Discounts (net)	4,930,222	4,115,065
Commission and service charges	6,464,184	15,852,927
Advertisement and sales promotion	1,330,031	837,831
Bad debts	464,655	1,455,907
Interest	8,500	18,866
Exchange difference loss / (gain)	5,095,730	(5,766,596)
Loss on sale of shares	288,914	477,500
Diminution in the value of investment written off	(599,204)	119,948
Miscellaneous expenses	7,246,059	5,500,185
Bank charges	2,388,661	2,027,711
	<u>121,488,335</u>	<u>112,173,655</u>

Schedule - O

Notes forming part of the accounts :

1. Significant accounting policies

A) Method of accounting :

- i) The Financial Statement are prepared under the historical cost convention, on the basis of or going concern and as per applicable Indian Accounting Standards. The Company follows the mercantile system of accounting and recognises income and expenditure on accrual basis and for this purpose certain items of income such as insurance claims, overdue interest from debtors etc., have been considered to the extent the amount is ascertainable / accepted by the parties.
- ii) Use of Estimates : The preparation of the financial statement in conformity with Generally Accepted Accounting Principles (GAAP) requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provision of doubtful debts, future obligations under employees retirement's benefits plans, income taxes and useful lives of fixed assets and intangible assets.
Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.
- iii) Inflation : Assets and Liabilities are recorded at historic cost as a going concern basis. These costs are not adjusted to reflect the changes in the purchasing power of money.

B) Fixed assets :

Fixed assets are stated at cost less depreciation/ amortisation and impairment losses, if any, Cost includes expenses incidental to the installation of assets and attributable borrowing costs.

C) Depreciation :

- i) The Company has provided depreciation on straight line method at the rates prescribed under schedule XIV of the Companies (Amendment) Act, 1956.
- ii) Depreciation has been provided on fixed assets net of modvat credit taken during the year.

D) Impairment of assets :

The Company assesses at each Balance Sheet date whether there is any indication that an asset, including intangible, may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Profit and Loss Account. There is no impairment Loss on Fixed Assets on the basis of review carried out by the Management in accordance with Accounting Standard 28 issued by the Institute of Chartered Accounts of India.

E) Investment :

- i) Long term Investments are valued at cost.
- ii) Current Investments are valued at lower of cost or market value.
- iii) Appropriate provision has been made in the accounts for diminution in the value of investments in accordance with AS-13 issued by the Institute of Chartered Accountants of India.

F) Inventories :

- i) Stock of Raw material, packing material, stores & fuel and trading finished goods are valued at cost. Cost Formulae used are first in first out, average cost or specific identification as applicable.
- ii) Semi-Finished Goods are valued at chemical cost plus overheads.
- iii) Stock of manufactured finished goods is valued at, lower of, chemical cost plus overheads or net realisable value. Excise duty on manufactured finished goods remaining in inventory is included apart of valuation of finished goods as required under AS -2 (Revised) issued by the Institute of Chartered Accountants of India.

G) Sundry debtors and loans & advances :

Sundry debtors and loans & advances are stated after making adequate provision for doubtful debts and advances.

H) Recognition of income and expenditure :

- i) Revenue is recognised when the significant risks and rewards of ownership of goods have passed to the buyer which generally coincides with delivery. Sales turnover for the year include sale value of goods, excise duties and other recoveries, such as insurance, transport and packing charges excluding VAT/CST.

- ii) In respect of exports made under Duty Entitlement Pass Book Scheme (DEPB), in terms of Para 7.25 of the exemption policy, and the goods are covered by standard input output norms notified by the Ministry of commerce in hand book procedure. DEPB are issued to the company giving duty credit to be utilised for the purpose of payment of custom duty at the time of Imports. Duty credit so received and receivable on the basis of exports of the current year has been included in the export incentives.
 - iii) Revenue is recognised and expenditure is accounted for on their accrual.
 - iv) The Modvat Credit is accounted by crediting the amount to cost of purchases on receipt of goods and is used on dispatch by debiting excise duty account.
- I) Excise duty :**
Excise duties recovered are included in the sale of products. Excise duty paid on dispatches are shown separately as an item of Manufacturing Expenses.
- J) Research and development :**
Revenue expenses are charged to Profit & Loss Account in the year in which it is incurred while the capital expenditure is shown as addition to Fixed Assets.
- K) Employee benefits :**
- i) Short-term employee benefits are recognised as an expense at the undiscounted amount in the Profit & Loss Account in the year in which the related services are rendered.
 - ii) Contribution to Provident Funds / Employee Pension Scheme are accounted on accrual basis.
 - iii) Provision for Gratuity Liability has been made in the accounts based on actuarial valuation as at the year end which is in accordance with Accounting Standard No. 15 issued by the Institute of Chartered Accountants of India.
 - iv) Company's Liabilities towards compensated absences to employees are determined on the basis of valuations as at balance sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains & losses comprise experience adjustments and the effect of changes in actuarial assumptions and are recognised immediately in the Profit and Loss Account.
- L) Foreign currency transactions :**
- i) Transaction denominated in foreign currency are converted into Indian rupees at the exchange rate prevailing on the date of transaction.
 - ii) Gains or losses on settlement of the transactions are recognised in the Profit & Loss Account.
 - iii) Monetary assets & liabilities in foreign currency at the year end are restated by applying the closing rate and the difference arising out of such conversion is recognised in Profit & Loss Account.
 - iv) In case of items which are covered by forward exchange contracts, the difference between the year end rate and the rate on the date of the contract is recognised as exchange difference.
- M) Provisions and contingent liabilities :**
- i) A provision is recognised when the company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made. Provisions are reviewed regularly and are adjusted where necessary to reflect the current best estimate of the obligation. When the Company expects a provision to be reimbursed, the reimbursement is recognised as a separate asset only when reimbursement is virtually certain.
 - ii) A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible of a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.
 - iii) Contingent liabilities are disclosed in Notes to Accounts.
- N) Taxation :**
- i) Current Tax is the amount of the tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.
 - ii) Deferred Tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Assets in respect of unabsorbed depreciation and carry forward of losses are recognised if there is virtual certainty that there will be sufficient future taxable income available to realise such losses. Other Deferred Tax Assets are recognised if there is reasonable certainty that there will be sufficient future taxable income to realise such assets.
- O) Earnings per share :**
The basic and diluted earnings per share is computed by dividing the net profit after tax attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

**2. Auditors' Remuneration**

	<u>2009-10</u>	<u>2008-09</u>
	Rs.	Rs.
Audit fees	250,000	250,000
Tax Audit Fees	25,000	25,000
	<u>275,000</u>	<u>275,000</u>

3. Information pursuant to the provisions of paragraph 3 to 4D of Part II of Schedule VI of the Companies Act, 1956 together with other notes.**A) Turnover :**

Class of products	Qty (Kgs)	<u>2009-10</u>	Qty (Kgs)	<u>2008-09</u>
		Rs.		Rs.
i) Dyes, Pigments & Ink	3,209,340	842,988,417	2,985,001	798,277,389
ii) Auxiliaries	-	-	7,925	408,049
iii) Others *		21,172,167		11,568,155
		<u>864,160,584</u>		<u>810,253,593</u>

* Includes Raw Material Sales of Rs.13,62,970/- (Previous year Rs. 63,44,020/-), Sale of Spares & Equipments Rs. 11,42,110/- (Previous year Rs. 51,91,182/-) & Sales of Packing Material Rs. 1,57,271/- (Previous year Rs. 32,953/-)

B) * Raw materials consumed :	Qty (Kgs)	<u>2009-10</u>	Qty (Kgs)	<u>2008-09</u>
		Rs.		Rs.
i) Dyes, Pigments & Ink (Non Standardised)	1,641,138	340,499,330	1,387,874	266,406,849
ii) Others		8,674,702		5,172,441
		<u>349,174,032</u>		<u>271,579,290</u>

* Includes Raw Material purchased for sale.

C) Finished goods purchased :

i) Dyes, Pigments & Ink *	1,555,360	376,488,963	1,514,998	355,497,145
ii) Others		513,626		4,341,908
		<u>377,002,589</u>		<u>359,839,053</u>

* Finished goods purchased of 12,000 kg valued at Rs. 28.92 lacs destroyed due to fire at Dronagiri Node (JNPT) is not included above. Insurance claim for the same has been lodged and is accounted at cost as insurance claim receivable.

D) Capacities, production & stocks :

	<u>2009-10</u>	<u>2008-09</u>
i) * Licensed Capacity :		
Dyes & Pigments	N.A.	N.A.
ii) * Installed Capacity :		
Dyes & Pigments	N.A.	N.A.
Ink	72 M.T.	72 M.T.

* As certified by Directors and relied upon by the Auditors, being a technical matter.

iii) Production :	<u>Qty (Kgs)</u>	<u>Qty (Kgs)</u>
Dyes, Pigments & Ink	1,705,256	1,393,618
iv) Captive Consumption :		
Dyes, Pigments & Ink *	17,339	671
Auxiliaries	23	46
	<u>17,362</u>	<u>717</u>

* Includes loss of 16,000 kg due to fire at Dronagiri Node (JNPT). Insurance claim for which have been lodged and is accounted at cost as insurance claim receivable.





v) Opening Stock of Finished Goods:	Qty (Kgs)	<u>2009-10</u> Rs.	Qty (Kgs)	<u>2008-09</u> Rs.
Dyes, Pigments & Ink	217,833	44,736,040	294,889	60,368,616
Auxiliaries	23	956	7,994	313,439
		<u>44,736,996</u>		<u>60,682,055</u>
vi) Closing Stock of Finished Goods :				
Dyes, Pigments & Ink	251,770	65,553,484	217,833	44,736,040
Auxiliaries	-	-	23	956
		<u>65,553,484</u>		<u>44,736,996</u>

4. Directors' Remuneration	<u>2009-10</u>	<u>2008-09</u>
(Included under Salary, wages, bonus & allowances in Schedule 'N')	Rs.	Rs.
Salaries	1,698,390	1,158,667
Contribution to provident & other funds	129,600	86,400
Perquisites	15,000	3,600
	<u>1,842,990</u>	<u>1,248,667</u>

5. Related Parties Disclosure under Accounting Standard - 18

i) The List of related parties as identified by the management are as under:

Associates Companies / Firms	1. JD Orgochem Ltd.
	2. Jaysynth Impex Ltd.
	3. Jay Instruments & Systems Pvt. Ltd.
	4. Jaysynth Europe Ltd.
	5. Trichromy Enterprises Pvt. Ltd.
Key Management Personnel of the Company	1. Shri P. S. Kothari
	2. Shri N. S. Kothari

ii) The following transactions were carried out with the related parties:

Particulars	(Rs. in Lacs)			
	Associates		Key Management Personnel	
	<u>31.03.10</u>	<u>31.03.09</u>	<u>31.03.10</u>	<u>31.03.09</u>
1 Balance Outstanding as on 31/03/10 (Net)	Dr. 830.92	Dr. 788.72	-	-
2 Sale of Goods / Services / Assets	1,060.35	1,458.06	-	-
3 Purchase of Goods	(390.51)	(310.20)	-	-
4 Managerial Remuneration paid	-	-	(18.43)	(12.49)
5 Receipt / Payment (Net)	(594.93)	(630.99)	-	-
6 Expenses Paid	(5.79)	(13.52)	-	-
7 Exchange Difference	(26.92)	30.27	-	-

6. Quantitative Information of Derivative Instrument outstanding as at the Balance Sheet date :

i) Total Derivative contracts in respect of cross currency forward covers of USD 32.23 lacs (previous year USD 14.80 lacs) are outstanding at the Balance Sheet date.

In view of the recent announcement made by the Institute of Chartered Accountants of India (ICAI) on "Accounting of Derivatives" there is net gain of Rs. 38.39 lacs (previous year Rs. 12.15 lacs) in respect of all such outstanding derivative contract (by marking them to market) as on the Balance Sheet date which has been recognised by the Company.

ii) The company has entered into derivative transactions with an objective to hedge the financial risks associated with its business viz. foreign exchange.





7. Earning Per Share (EPS)	2009-10	2008-09
Profit attributable to the Shareholder (Rs. in Lacs)	590.44	712.58
No. of Equity Shares	8,689,700	8,689,700
Nominal Value of Equity Shares (Rs.)	1.00	1.00
Earning Per Shares - Basic and diluted (Rs.)	6.79	8.20

8. A) Primary Segments :

The company has identified Organic Colourants as the only primary reportable segment. In view of the interwoven / intermix nature business and manufacturing facility other segmental information is not ascertainable.

B) Geographical Segments :

	2009-10	2008-09
Segment revenue from external customers, based on geographical location of customers.	Rs.	Rs.
i) Domestic	303,238,482	301,124,840
ii) Export	560,922,102	509,128,753
	864,160,584	810,253,593

9. VALUE OF IMPORTS CALCULATED ON C.I.F. BASIS : -

	2009-10	2008-09
	Rs.	Rs.
* Raw Material	65,162,091	48,328,840
Finished Goods	6,409,023	10,032,600
Stores & Components	3,361,005	884,525
Capital Goods	2,980,746	12,153,999
	77,912,865	71,399,964

* Including High Seas purchases

10. IMPORTED & INDIGENOUS CONSUMPTION :

	2009-10		2008-09	
A) Raw Materials :	%	Rs.	%	Rs.
i) Imported	20.63%	72,024,870	19.29%	52,385,255
ii) Indigenous	79.37%	277,149,162	80.71%	219,194,035
	100.00%	349,174,032	100.00%	271,579,290
B) * Stores & Spares consumed :				
i) Imported	41.54%	3,386,348	31.86%	1,041,877
ii) Indigenous	58.46%	4,765,882	68.14%	2,228,724
	100.00%	8,152,230	100.00%	3,270,601

* Includes spares purchase for sale.

11. EXPENDITURE IN FOREIGN CURRENCY (PAID)

	2009-10	2008-09
	Rs.	Rs.
Commission	7,125,906	2,338,938
Professional Fees	-	149,940
Foreign Travelling Expenses	1,668,030	1,343,863
Others	12,138	115,841

12. FOB value of exports (CIF less insurance & freight) 540,462,305 509,297,394

13. In the opinion of the Board and to the best of their knowledge and belief, the realisable value of current assets, loans and advances in the ordinary course of business would not be less than the amount, at which they are stated in the Balance Sheet unless otherwise stated, and the provision for all known and determined liabilities is adequate and not in excess of the amount reasonably required.



14. Balance of loans & advances, sundry debtors, sundry creditors & deposits are subject to adjustments, reconciliation and confirmation by the parties.
15. Bank certificates are obtained for bank balances, but wherever bank certificates could not be obtained we have relied on bank statements.
16. The Company is in the process of identifying suppliers falling under the Micro, Small and Medium Enterprises Development Act, 2006. However, no confirmation as regards to the status has been received by the Company.
In the absence of information as regard to the status / classification of the relevant enterprises into Micro, Small and Medium Enterprises, information as required under Notification No. G.S.R 719 (E) dated 16.11.2007 issued by the Department of Company Affairs in respect of the total amount payable and amount of interest thereon paid during the year and payable at the end of the year to the Sundry Creditors could not be disclosed.

17. Defined Benefit Plans

The summarised position of post-employment benefits & long term employee benefits recognised in the Profit & Loss Account and Balance Sheet (as per Accounting Standard 15) are as under :-

	(Rs. in Lacs)	
	Gratuity Funded	Leave Encashm. Unfunded
a Expenses recognised in the statement of Profit & Loss		
Current service cost	2.71	1.02
Interest cost	0.55	0.39
Expected return on plan assets	(0.78)	-
Net actuarial gain (loss) recognised in the year	(1.79)	1.49
Past service cost	0.00	-
Expenses recognised in the statement of Profit & Loss	0.69	2.90
b Actual return on plan assets		
Expected return on plan assets	0.78	-
Actuarial gain (loss) plan assets	1.85	-
Actual return on plan assets	2.63	-
c Balance Sheet Recognition		
Present value of obligation	9.78	7.70
Fair value of plan assets	(11.79)	-
Liability (assets)	(2.01)	7.70
Unrecognised past service cost	-	-
Liability (asset) recognised in the Balance Sheet	(2.01)	7.70
d Changes in the present value of the obligation		
Present Value of obligation as on 31st March 2009	7.19	5.08
Interest cost	0.55	0.40
Current service cost	2.71	1.02
Past service cost	-	-
Benefits paid	(0.73)	(0.28)
Actuarial (gain) loss on obligation	0.07	1.49
Present value of obligation as on 31st March 2010	9.78	7.71
e Changes in the Fair Value of the Assets		
Fair value of plan Assets as on 31st March 2009	7.61	-
Expected Return on plan assets	0.78	-
Contributions	2.28	0.28



Benefits paid	(0.73)	(0.28)
Actuarial gain (loss) plan assets	1.85	-
Fair value of plan assets as on 31st March 2010	11.79	-
Total actuarial gain (loss) recognised during the year	1.78	(1.49)

f Actuarial Assumptions

Discount rate	8% p.a.	8% p.a.
Expected return on plan assets	8% p.a.	N/A
Future salary increases	5% p.a.	5% p.a.
Attrition	5% p.a.	5% p.a.
Retirement	58 yrs	58 yrs
Mortality	L.I.C 1994-96	ULTIMATE

18. The Previous Year's figures have been regrouped, readjusted, reclassified and reworked wherever necessary to confirm to the current year's classification.

**As per our report of even date attached
For C. J. Shah & Associates
Chartered Accountants**

Parag S. Kothari
Chairman & Managing Director

Chandrakant J. Shah
Proprietor
Membership No. 33802
Firm Registration No. 109522W
Place : Mumbai
Date : 9th August, 2010

D. N. Shukla
Director

Mangesh Patil
Chief Manager Accounts & Compliance Officer



Balance Sheet Abstract and Company's General Business Profile

I. Registration Details

Registration No.	35564	State Code	11
Balance Sheet Date	31 / 03 / 10		
	Date Month Year		

II. Capital Raised during the year (Amount in Rs. Thousands)

Public Issue	NIL	Rights Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

III. Position of Mobilisation and Deployment of funds of funds (Amount Rs. In Thousand)

Total Liabilities	316,453	Total Assets	316,453
Sources of Funds		Application of Funds	
Paid-Up Capital	15,690	Net Fixed Assets	82,456
Reserves & Surplus	300,763	Investments	218
Secured Loans	NIL	Net Current Assets	233,779
Unsecured Loans	NIL	Misc. Expenditure	NIL
		Accumulated Losses	NIL

IV. Performance of Company (Amount in Rs. Thousands)

Turnover (including other income)	891,820	Total Expenditure	830,070
Profit / (Loss) Before Tax	61,750	Profit / (Loss) After Tax	59,044
Earning Per Share (in Rs.)	6.79	Dividend Rate %	N I L

V. Generic Names of Three Principal Products / Services of Company

Item Code No. (ITC Code)	Product Description
3204.71	ORGANIC PIGMENTS
3204.16	DYES

Parag S. Kothari
Chairman & Managing Director

D. N. Shukla
Director

Mangesh Patil
Chief Manager Accounts & Compliance Officer

JAYSYNTH DYESTUFF (INDIA) LIMITED

REGD.OFFICE : 301,SUMER KENDRA, PANDURANG BUDHKAR MARG,
WORLI, MUMBAI - 400 018.

ANNUAL GENERAL MEETING – SEPTEMBER 20, 2010

ATTENDANCE SLIP

DP ID No. : L.F.No. :
Client ID No. : No.of shares held :

I, hereby, record my presence at the **ANNUAL GENERAL MEETING** of the Company at “**301, SUMER KENDRA, PANDURANG BUDHKAR MARG, WORLI, MUMBAI – 400 018**, on **Monday, 20th September, 2010 at 10.00 a.m.**

Member's / Proxy's name in BLOCK Letters
Please indicate whether Member/Proxy

Member's/Proxy's Signature

NOTE :

1. Shareholder/Proxy holder must bring the Admission Slip to the meeting and hand over at the entrance duly signed.
2. Shareholders are requested to advise change in their address as well as request for consolidation of accounts, if any, to the Registered Office of the Company quoting their account Numbers.

JAYSYNTH DYESTUFF (INDIA) LIMITED

REGD.OFFICE : 301,SUMER KENDRA, PANDURANG BUDHKAR MARG,
WORLI, MUMBAI - 400 018.

ANNUAL GENERAL MEETING – SEPTEMBER 20, 2010

FORM OF
PROXY

DP ID No. : L.F.No. :
Client ID No. : No.of shares held :

I/We _____ of _____ being a Member of
JAYSYNTH DYESTUFF (INDIA) LIMITED holding _____ Equity Shares, hereby appoint _____
_____ of _____ or failing him/her _____
_____ of _____ as my/our proxy to vote for me/us on my/our behalf at
the **ANNUAL GENERAL MEETING** of the Company to be held on **Monday the 20th September, 2010** and at adjournment
thereof, if any.

Signed this _____ day of _____ 2010.

Affix a
Re. 1/-
Revenue
Stamp

NOTE :

1. The form should be signed across the stamp as per Specimen Signature registered with the Company.
2. The Proxy must be returned so as to reach the Regd. Office of the Company **301, SUMER KENDRA, PANDURANG BUDHKAR MARG, WORLI, MUMBAI - 400 018** not less than **FORTY EIGHT HOURS** before the time for holding the meeting.
3. A proxy need not be a member.

BOOK - POST

If undelivered, please return to :

SHAREPRO SERVICES (INDIA) PVT.LTD.

UNIT : JAYSYNTH DYESTUFF (INDIA) LTD.

13AB, Samhita Warehousing Complex,
Second Floor, Sakinaka Telephone
Exchange Lane, Off. Andheri Kurla Road,
Sakinaka, Andheri (East),
Mumbai – 400 072.