29TH
ANNUAL REPORT
2013-2014

JAYSYNTH DYESTUFF (INDIA) LIMITED

BOARD OF DIRECTORS

Shri. Sharadchandra S. Kothari
Managing Director

Shri. Parag S. Kothari
Jt. Managing Director

Shri. Nikhil S. Kothari

Shri. Rajendra M. Desai

Shri. Prakash M. Kale

Shri. Bhavesh V. Panjuani

Shri. Kulinkant N. Manek

Shri. Dhansukh N. Shukla
(Expired on June 30, 2013)

COMPANY SECRETARY

Shri. Chandrakant C. Bhagwat

AUDITORS

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

PRINCIPAL BANKERS

HDFC Bank Limited
Syndicate Bank
Kotak Mahindra Bank Limited

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 - 410 220

Processing Unit:
Plot No. G-5,
MIDC Industrial Area, Taloja,
Taluka Panvel, Dist.Raigad,
Maharashtra - 410 208

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NOTICE

NOTICE is hereby given that the Twenty-Ninth 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 Friday, September 19, 2014 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 31, 2014 and the Statement of Profit and Loss of the Company for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To re-appoint Shri. Nikhil S. Kothari (DIN: 00184152), as a Director who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company and fix their remuneration.

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

   "RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, M/s. C.J. Shah & Associates, Chartered Accountants, having Firm Registration No. 109522W, the retiring Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period in addition to the reimbursement of actual out of pocket expenses as may be incurred by them in the performance of their duties."

SPECIAL BUSINESS:

5. Appointment of Shri. Rajendra M. Desai as an Independent Director of the Company.

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Rajendra M. Desai (DIN: 00403784), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from September 19, 2014 to September 18, 2019."
6. Appointment of Shri. Prakash M. Kale as an Independent Director of the Company.

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Prakash M. Kale (DIN: 00151379), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from September 19, 2014 to September 18, 2019."
7. Appointment of Shri. Bhavesh V. Panjuani as an Independent Director of the Company.

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Bhavesh V. Panjuani (DIN: 03188032), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from September 19, 2014 to September 18, 2019."

8. Appointment of Shri. Kulinkant N. Manek as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Kulinkant N. Manek (DIN: 06374052), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from September 19, 2014 to ,

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Limited), 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072, Tel. No.: +91-22-67720300/67720334, Fax No.: +91-22-28375646.

(j) Electronic copy of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

(k) Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2013–14 will also be available on the Company's website www.jaysynthdyestuff.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on any working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: jsec@jaysynth.com.

(l) Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:

(i) Open email and open PDF file viz; " JAYSYNTH DYESTUFF (INDIA) LIMITED e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVEN" of Jaysynth Dyestuff (India) Limited

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.,) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to keyulmdedhia@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the covering letter annexed to the Annual Report:

EVEN (E Voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

D. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

E. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

F. The e-voting period commences from September 13, 2014 (9:00 a.m.) and ends on September 15, 2014 (6:00 p.m.).

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 01, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

G. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 01, 2014.

H. Mr. Keyul M. Dedhia, Company Secretary in practice (Membership No. 22761) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

I. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

J. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jaysynthdyestuff.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

(m) As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their own copies to the Meeting.

(n) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days except Sundays, up to and including the date of the Annual General Meeting of the Company.

BY ORDER OF THE BOARD

Mumbai : August 13, 2014
Registered Office :
301, "Sumer Kendra",
Pandurang Budhkar Marg,
Worli, Mumbai - 400 018.

Chandrakant Bhagwat
Company Secretary

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item Nos. 5 to 8:

Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek are the Independent Directors of the Company. The Securities and Exchange Board of India (SEBI) has amended clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a listed Company. The Company have received notices from members under Section 160 of the Companies Act, 2013 signifying their intention to propose their candidature for appointment as Directors of the Company. However, it is proposed to appoint Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek as an Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for a period of 5 (five) years commencing from September 19, 2014 up to September 18, 2019.

Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek are not disqualified from being appointed as Directors in terms of Section 164 and 184 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek fulfill the conditions for appointment as an Independent Directors as specified in the Act and the Listing Agreement. Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek are independent of the management of the Company.

Brief resume/profile of Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek along with the nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are annexed to this Notice and /or provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek as an Independent Directors setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek are interested in passing of the resolutions set out at Item Nos. 5 to 8 of the Notice with regard to their respective appointments. The relatives of Shri Rajendra M. Desai, Shri Prakash M. Kale, Shri Bhavesh V. Panjuani and Shri Kulinkant N. Manek may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 to 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except as above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in passing of these resolutions.

The Board recommends the Ordinary Resolution set out at Item Nos. 5 to 8 of the Notice for approval by the shareholders.

Item No. 9:

The Board of Directors of the Company at its meeting held on September 25, 2013 has appointed Shri. Sharadchandra S. Kothari, as an Additional Director of the Company. Subsequently, the Board of Directors at its meeting held on November 13, 2013 has appointed him as the Managing Director of the Company for a period of 5 (five) years with effect from November 13, 2013 to November 12, 2018 pursuant to the recommendation of the Nomination and Remuneration Committee (formerly known as Remuneration Committee). Shri Sharadchandra S. Kothari is B.A., B.Com, LL.B from the University of Bombay. Shri Sharadchandra S. Kothari has wide and varied experience in Dyes and Chemical Industry. He is also Managing Director of JD Orgochem Limited, an associate Company.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Shri. Sharadchandra S. Kothari as the Managing Director and the remuneration payable to him.

The material terms of appointment and remuneration are given below: -

A) Basic Salary: ₹ 1,75,000/- per month plus annual Bonus/Ex-gratia as may be decided by the Board. Performance bonus may be paid for each of the financial year based on profit of the Company and other relevant factors and having regard to his performance as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

   Reimbursement of expenses: Reimbursement of actual out-of- pocket expenses incurred in connection with the business of the Company, expenses on travelling including for spouse on any domestic and overseas trip, provision for use of car on the Company's business and expenses on communication facilities at residence shall be reimbursed and not considered as perquisites.

B) Benefits, perquisites and allowances, include Company's owned/ hired / leased accommodation or house rent allowance at 50% of the basic salary in lieu of Company provided accommodation along with benefits of gas, fuel, water electricity, telephones as also upkeep of maintenance of such accommodation; leave travel allowance for self and family, subject to one month salary; travelling-spouse accompanying on any domestic or overseas trip governed by the policy of the Company; reimbursement of domiciliary medical expenses incurred in India for self

and family at actual and reimbursement of medical insurance premium up to ₹ 15,000/- per annum for self and family; hospitalization expenses not covered under the insurance policy for self & family at actual; club fees of one club in India (including admission and membership fee); leave encashment as per the rules of the Company; Gratuity as per the Gratuity Act; Personnel accident insurance coverage ₹ 10,00,000/- for self as per the Company's rules; Car for the use of Company's business as per the Company's policy; education allowances to be paid as may be decided by the Board of Directors; Reimbursement of entertainment expenses on actual basis incurred properly in the course of the Company's business;

C) General:

(i) The total remuneration inclusive of salary, benefits, perquisites allowances, commission, etc. payable to Shri Sharadchandra S. Kothari shall not exceed maximum limits laid down in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Shri. Sharadchandra S. Kothari.

(ii) The terms and conditions set out and payment of remuneration may be altered and varied by the Board as it may, from time to time, deem fit.

(iii) The office of Managing Director may be terminated in writing by giving six months' prior notice in writing by the either side or the Company by paying six month's remuneration in lieu thereof.

Notwithstanding the foregoing, where in any financial year during the currency of the present tenure, the Company has no profit or inadequate profits the remuneration will be paid as Minimum Remuneration, as per the provisions of Schedule V to the Companies Act, 2013.

The draft of the agreement to be entered into by the Company with Shri Sharadchandra S. Kothari is available for inspection by the members of the Company at the registered office of the Company between 11.00 a.m. to 1.00 p.m. on any working day of the Company excluding public holiday.

In compliance with the requirements of Section 190 of the Companies Act, 2013 (corresponding to Section 302 of the Companies Act, 1956), an abstract of the terms of appointment of Shri Sharadchandra S. Kothari, together with Memorandum of Interest was circulated to shareholders in November, 2013.

Shri Sharadchandra S. Kothari is deemed to be interested in the resolution. Shri Parag S. Kothari and Shri Nikhil S. Kothari, Directors being relative of Shri Sharadchandra S. Kothari are interested or concerned in the resolution.

Save and except as above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in passing of this resolution.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

Item No. 10:

The management of your Company proposes to alter the Articles of Association of the Company to bring it in consonance with the provisions of Companies Act, 2013 and the Rules made thereunder as notified by the Ministry of Corporate Affairs.

In terms of Section 14 and other applicable provisions of the Companies Act, 2013 approval of members of the Company by Special Resolution is required for adoption of new draft of Articles of Association of the Company.

Accordingly the proposed resolution is to seek the approval of the members for the same. A copy of the new draft of Articles of Association shall be available for inspection of members during the working hours at the Registered Office of the Company and also at the Annual General Meeting.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in passing of this resolution.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

Item No. 11:

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. S.D. Shenoy as a Cost Auditor of the Company and has proposed to pay ₹ 50,000/- plus out of pocket expenses as remuneration of the Cost Auditors subject to the approval of Members to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be determined by the shareholders of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in passing of this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

BY ORDER OF THE BOARD

Mumbai : August 13, 2014
Registered Office :
301, "Sumer Kendra",
Pandurang Budhkar Marg,
Worli, Mumbai - 400 018.

Chandrakant Bhagwat
Company Secretary

Annexure to the Notice

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

Name of Director	Shri. Rajendra Maganlal Desai	Shri. Bhavesh Virsen Panjuani	Shri. Kulinkant Nathubhai Manek
Date of Birth	February 16, 1952	February 06, 1967	December 02, 1944
Date of Appointment	June 27, 2000	November 14, 2011	May 27, 2013
Qualification	B.Com, FCA	Advocate & Solicitor	B.Sc., LTC
Experience	He has served with ICICI Bank Ltd., for over twenty years at various Management levels. He has wide and varied experience in the field of financial management and is a Finance Consultant.	He is a Practicing Advocate & Solicitor & partner in Mulla & Mulla & Craigie Blunt & Caroe.	He has wide and varied experience of Trade & Industry. He is a Partner in Nathubhai Cooverji & Company, Nathubhai Cooverji & Sons, Aditi Enterprises and Jai Agro Industries.
Directorship held in other Public Companies as on March 31, 2014 (excluding Foreign, Private and Section 25 Companies)	NIL	M/s.Hindoostan Mills Ltd., M/s Bhishma Realty Ltd.,	NIL
Membership/ Chairmanship of Committee across Public Company as on March 31, 2014	NIL	**Chairman** **Hindoostan Mills Ltd.,** Remuneration Committee **Member** **Bhishma Realty Ltd.,** Remuneration Committee	NIL
No. of Shares held in the Company as on March 31, 2014	NIL	400	200

Annexure to the Notice

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

Name of Director	**Shri. Prakash M. Kale**	**Shri. Nikhil S. Kothari**	**Shri. Sharadchandra S. Kothari**
Date of Birth	December 08, 1948	July 15, 1970	November 22, 1936
Date of Appointment	January 28, 2006	April 26, 2006	September 25, 2013
Qualification	B.Tech (Chemical)	B. E.(Electronics)	B.A., B.Com. L.L.B.
Experience	He has served with ICICI Bank Ltd., for over twenty five years at various Management Levels. He has wide and varied experience in the field of Corporate Finance and Management. He is a Business Consultant and Advisor.	He has over seventeen years of experience of trade and industry. He has considerable experience in the field of Management and Industry.	He is in charge of overall operations of the company. He has over 56 years of wide and varied experience in the field of finance, manufacturing, marketing and export of dyes, dye intermediates & chemicals. He has contributed immensely to the Research & Development projects of the Group.
Directorship held in other Public Companies as on March 31, 2014 (excluding Foreign, Private and Section 25 Companies)	NIL	Jaysnth Impex Limited	JD Orgochem Limited
Membership/ Chairmanship of Committee across Public Company as on March 31, 2014	NIL	NIL	**Chairman** **JD Orgochem Limited** Shareholders'/Investors' Grievance Committee
No. of Shares held in the Company as on March 31, 2014	NIL	15,20,236	7,31,614

Directors' Report

Your Directors are pleased to present the Twenty Ninth Annual Report and Audited Statement of Accounts for the year ended March 31, 2014.

1. Financial Results:

The financial results of your Company for the year ended March 31, 2014 as compared to the previous year ended March 31, 2013 are summarized below:

(₹ in lacs)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
Revenue from Operations	12922.17	12246.56
Other Income	244.35	90.63
Total Income	**13166.52**	**12337.19**
Profit before extraordinary items & depreciation	1379.38	1105.01
Depreciation	(93.54)	(80.03)
Profit before Tax	**1285.84**	**1024.98**
Provision for Tax & Wealth Tax	(379.63)	(218.46)
Deferred Tax	(0.00)	(98.00)
Tax expenses	(0.03)	(6.69)
Profit after Tax	**906.18**	**701.83**
Balance Brought Forward	1920.61	1448.78
Deferred tax Liability	(38.57)	(30.00)
Profit available for appropriation	2788.22	2120.61
Appropriations		
Proposed dividend	(17.38)	(0.00)
Tax on dividend	(2.95)	(0.00)
Transfer to general reserve	(200.00)	(200.00)
Balance Carried to Balance Sheet	**2567.89**	**1920.61**

2. Dividend:

Your Directors are pleased to recommend a Dividend of ₹ 0.20 (20%) per Equity Share of ₹ 1/- for the financial year 2013-14, subject to the approval of Members of the Company at the ensuing Annual General Meeting.

The dividend together with tax thereon for the year entails cash out flow of ₹ 20.33 lacs. The dividend will be paid to members whose names appear in the Register of Members as on September 06, 2014; in respect of shares held in dematerialised form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on that date.

3. Review of operations:

The Company has registered a better performance over previous year, despite of challenging macro economic conditions, high inflation and negative business sentiments prevailing across the industry.

During the year under review, revenue from operations was ₹12,922.17 lacs as against ₹12,246.56 lacs registered during previous accounting year. Profit before tax during the year was ₹1285.84 lacs as against ₹1,024.98 lacs registered during previous accounting year. Net profit after tax for the year under review was ₹ 906.18 lacs as against ₹ 701.83 lacs registering an increase of 29.12%.

4. Investment in Jaysynth (Europe) Limited:

During the year under review, the Company considered it appropriate to make investment of ₹ 5.16 crores in Jaysynth (Europe) Limited a U.K based Company, (thereby acquiring 42.55% stake in the Jaysynth (Europe) Limited), as a strategic investment to increase the market share and customer base for its products and also for deploying the available surplus funds for business opportunities. Jaysynth (Europe) Limited has its own marketing and administrative office located at Unit F-12, Building No. 46, Birdhall Lane, Cheadle Health Stockport, SK3, OXA, England, U.K.

5. Finance:

During the year under review, your Company has not borrowed any funds from any financial institution or bank; this makes your Company a zero debt Company.

6. Fixed Deposits:

Your Company has not accepted any fixed deposits from public during 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, 1975.

7. Directors:

Shri Prakash M. Kale and Shri Kulinkant N. Manek, Directors of the Company, retire by rotation at the ensuing Annual General Meeting under the erstwhile provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Prakash M. Kale and Shri Kulinkant N. Manek have offered themselves for appointment as an Independent Director for a period of five years from the date of ensuing Annual General Meeting to be held on September 19, 2014 to September 18, 2019. Further, Shri. Rajendra M. Desai and Shri. Bhavesh V. Panjuani, Directors whose period of office is subject to retirement by rotation have also offered themselves for appointment as Independent Directors for a period of five years from the date of ensuing Annual General Meeting to be held on September 19, 2014 to September 18, 2019 in terms of Section 149 and any other applicable provisions of the Companies Act, 2013. The Company has received requisite disclosures/ declarations from all Independent Directors viz, Shri Prakash M. Kale, Shri Kulinkant N. Manek, Shri. Rajendra M. Desai and Shri. Bhavesh V. Panjuani as required under the relevant provisions of Companies Act, 2013.

The Company has received notices under Section 160 of Companies Act, 2013 from Members signifying their intention to propose Shri Prakash M. Kale, Shri Kulinkant N. Manek, Shri. Rajendra M. Desai and Shri. Bhavesh V. Panjuani as candidates for the office of Independent Directors at the ensuing Annual General Meeting.

As per Section 152 of the Companies Act, 2013, Shri. Nikhil S. Kothari, Director of the Company, retire by rotation at the ensuing Annual General meeting and offers for re-appointment.

Profiles of all these Directors have been given in the Notice of the ensuing Annual General Meeting of the Company.

8. Auditors:

The Company's Auditors, M/s. C.J. Shah & Associates, Chartered Accountants, Mumbai bearing Firm Registration No.109522W retires by rotation as the Statutory Auditors of the Company.

As required under Section 139 of the Companies Act, 2013, the Company has obtained a consent and a written certificate from them to the effect that their appointment, if made, would be in accordance with the conditions prescribed under the Companies Act, 2013 and the rules made there under, as may be applicable. You are requested to re-appoint them as the Statutory Auditors of the Company for the financial year 2014-15.

9. Conservation of Energy, Technology, Absorption and Foreign Exchange Earnings and Outgoings:

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 'I' forming part of this Report.

10. Cost Auditors:

The Board of Directors, in pursuance to the Section 148 of the Companies Act, 2013, have appointed M/s. S.D. Shenoy, Cost Accountants, as the Cost Auditors of the Company to carry out the audit of the cost accounts relating to organic and inorganic chemicals of the Company for the financial year 2014-15, subject to approval of Members and Central Government, if any. The Cost Audit Report for the financial year 2012-13 has been filed on due date. The Cost Audit Report for the financial year ended March 31, 2014 will be filed within 180 days from the end of the financial year.

11. Particulars of Employees:

There are no employees covered under Section 217(2A) of the Companies Act, 1956.

12. 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 for the year ended March 31, 2014, 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, 2014 and of the Profit or Loss 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.

13. Corporate Governance:

The Company is committed to compliance standards, ensuring checks and balances between the Board and Management, as well as a sustainable approach to create value for all stakeholders. As stipulated under clause 49 of the listing agreement, Report on Corporate Governance is appended to this report as Annexure 'II'. Also, Auditor's Certificate confirming the compliance with the conditions of corporate governance is attached herewith.

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 as Annexure 'III'.

15. Industrial Relations:

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

16. Acknowledgments:

The Board of Directors places on record its sincere appreciation for the dedicated services rendered by employees at all levels. Your Directors also wish to place on record their grateful appreciation for assistance and support extended by Syndicate Bank, HDFC Bank Ltd. and Kotak Mahindra Bank Ltd., all shareholders, customers, suppliers, government authorities and other business associates.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Parag S. Kothari
Chairman & Joint Managing Director

Mumbai : May 28, 2014

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, 2014.

Form A: Form for Disclosure of particulars with respect to Conservation of Energy.

A: Power & Fuel Consumption :

Sr. No.	Particulars	2013-14	2012-13
1.	**Electricity :**		
a)	**Purchased:**		
	Units (in KWH)	717478	614844
	Total Amount (₹ In Million)	5.99	5.65
	Rate/Unit (₹) Average	8.34	9.19
b)	**Own Generation :**		
	Through Diesel Generator Units (in KWH)	35434	26832
	Units per litre of Diesel Oil	5.44	4.12
	Cost/Unit (₹)	10.43	11.49
2.	**Furnace Oil & LDO**		
	Quantity (K. Litres)	-	-
	Total Amount	-	-
	Average Rate (₹/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 :

(₹ in lacs)

Sr. No.	Particulars	2013-14	2012-13
1	Foreign Exchange Earned	752.34	767.12
2	Foreign Exchange Used	94.19	103.75

Annexure-II to the Directors' Report

Corporate Governance Report

1. The Company's Philosophy on Corporate Governance:

The Company's Corporate Governance policy aims towards attainment of high level of transparency, integrity, accountability and fairness in all facets of its operations. The Corporate Governance policy is dedicated towards the welfare of the Company's all stakeholders including its employees, shareholders, consumers and community at large. Good Corporate Governance contributes to a sustainable economic development of corporations by enhancing their performance and increasing shareholders' value.

2. Board of Directors:

2.1 Composition of Board:

The Board of Directors comprised of seven Directors of which two are Executive Directors and five are Non-Executive Directors as on March 31, 2014. The Composition of the Board is in conformity with Clause 49 of the Listing Agreement which stipulates the atleast half of the Board should comprise of Independent Directors, if the Chairman of the Board is an Executive Director.

2.2 Number of Board Meetings and Attendance:

During the year under review, five Board Meetings were held on May 27, 2013, August 12, 2013, September 25, 2013, November 13, 2013 and February 14, 2014.

2.3 Details of the Directors of the Company:

Name of Director	Category	No. of Other Directorship in other Companies		Directorship & Committee Memberships/ Chairmanship		No. of Board Meeting Attended	Attended Last AGM
		Public	Private	Committee Membership	Committee Chairmanship		
Shri Sharadchandra S. Kothari*	Managing Director	1	1	1	-	2	No
Shri Parag Sharadchandra Kothari **	Jt. Managing Director	1	9	1	-	5	Yes
Shri Nikhil Sharadchandra Kothari	Promoter Non-Executive Director	1	10	1	-	5	Yes
Shri Rajendra Maganlal Desai	Non-Executive Independent Director	-	-	1	3	5	Yes
Shri Prakash Mahadeo Kale	Non-Executive Independent Director	-	-	2	1	5	Yes
Shri Dhansukh Nanalal Shukla***	Non-Executive Independent Director	2	2	1	-	1	No
Shri Bhavesh Virsen Panjuani	Non-Executive Independent Director	2	-	1	1	4	Yes
Shri Kulinkant Nathubhai Manek	Non-Executive Independent Director	-	-	2	-	4	No

* Shri. Sharadchandra S. Kothari was appointed as an Additional Director w.e.f. September 25, 2013 and designated as Managing Director w.e.f. November 13, 2013.

** Shri. Parag S. Kothari was re-designated as Joint Managing Director w.e.f. November 13, 2013.

*** Shri. Dhansukh N. Shukla expired on June 30, 2013.

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

2.4 Directors seeking appointment/re-appointment:

Shri. Nikhil S. Kothari, Director retires by rotation and being eligible offers himself for re-appointment. Shri. Rajendra M. Desai, Shri. Prakash M. Kale, Shri. Bhavesh V. Panjuani and Shri. Kulinkant N. Manek, are being appointed as Independent Directors for a period of five years from September 19, 2014 to September 18, 2019 in terms of Section 149 and any other applicable provisions of the Companies Act, 2013. Also, members' approval is sought for appointment of Shri. Sharadchandra S Kothari as the Managing Director of the Company for a period of five years. The brief profiles of the Directors seeking appointment/ re-appointment are given in the Annual Report.

2.5 Review of Compliance Reports by the Board of Directors:

The Board of Directors periodically reviews compliance reports of all laws applicable to the Company, as well as instances of non-compliances, if any together, with an assessment of the their possible impact on the business, if any.

2.6 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.

2.7 Information to the Board:

The Company holds at least four board meetings in a year with at least one meeting in each quarter. The maximum gap between two board meetings is not more than four months. 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.
- Details regarding foreign exchange exposure and steps implemented to manage them.
- 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:

The Committee's constitution and terms of reference are in compliance with provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement

Terms of reference of Audit Committee are as per the guidelines set out in the listing agreements with the Stock Exchanges that inter alia includes 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.

Composition:

The Audit Committee comprises of three Non-Executive Independent Directors viz Shri. Rajendra M. Desai as the Chairman with Shri. Prakash M. Kale, Shri. Dhansukh N. Shukla and Shri. Kulinkant N. Manek as its Members. As Shri. Dhansukh N. Shukla has expired on June 30, 2013. Shri. Kulinkant N. Manek has been appointed as Non-Executive Independent Director in his place as a member of Audit Committee. All the members of the Committee are Independent Directors. The quorum for an audit committee meeting is two members personally present.

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

During the year under review, five Audit Committee Meetings were held on May 27, 2013, August 12, 2013, September 25, 2013, November 13, 2013 and February 14, 2014.

The composition of the Audit Committee and number of meetings attended by the members are given below:

Name of Member	Designation	Category	Number of Meeting	
			Held	Attended
Shri Rajendra M. Desai	Chairman	Independent Director	5	5
Shri Prakash M. Kale	Member	Independent Director	5	5
Shri Dhansukh Nanalal Shukla*	Member	Independent Director	5	1
Shri Kulinkant N. Manek**	Member	Independent Director	5	3

* Shri. Dhansukh N. Shukla expired on June 30, 2013.

**Shri Kulinkant N. Manek was appointed as a Director w.e.f. May 27, 2013.

3.2 Nomination and Remuneration Committee (formerly termed as Remuneration Committee):

In accordance with provision of Section 178(1) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company changed the nomenclature of Remuneration Committee by renaming it as "Nomination and Remuneration Committee" at its Board meeting held on May 28, 2014. The Committee's constitution and terms of reference are in compliance with provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Term of Reference:

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board about their appointment and removal;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Devising a policy on Board diversity.

Composition:

The Nomination and Remuneration Committee comprises of three Non-Executive Independent Directors viz. Shri. Rajendra M. Desai, Shri. Prakash M. Kale and Shri. Dhansukh N. Shukla and Shri. Kulinkant N. Manek as its Members. As Shri Dhansukh N. Shukla has expired on June 30, 2013. Shri. Kulinkant N. Manek has been appointed as Non-Executive Independent Director in his place as a Member of Committee. During the period under review, one meeting of the Committee was held on November 13, 2013.

Name of Member	Designation	Category	Number of Meeting	
			Held	Attended
Shri Rajendra M. Desai	Chairman	Independent Director	1	1
Shri Prakash M. Kale	Member	Independent Director	1	1
Shri Dhansukh Nanalal Shukla*	Member	Independent Director	1	-
Shri Kulinkant N. Manek**	Member	Independent Director	1	1

* Shri. Dhansukh N. Shukla expired on June 30, 2013.

**Shri Kulinkant N. Manek was appointed as a Director w.e.f. May 27, 2013.

Remuneration Policy:

The Remuneration policy of your Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the Company. The Company pays remuneration by way of salary, benefits, perquisites, Superannuation benefits and allowances to its Managing Director and CEO. The Non-Executive Directors (NEDs) are paid sitting fees for attending the Meetings of the Board of Directors and the Board Committees, which are within the limits prescribed by the Central Government.

Remuneration paid to Directors during the year ended March 31, 2014 is as under:

(₹ in lacs)

Name of Directors	Sitting Fees (₹)	Salaries & Perquisites (₹)	Contribution to Provident Fund (₹)	Commission ** (₹)	Total (₹)
Shri. Sharadchandra S. Kothari	-	12,20,300	-	-	12,20,300
Shri Parag S. Kothari	-	22,59,960	1,44,000	11,00,000	35,03,960
Shri Rajendra M. Desai	44,000	-	-	-	44,000
Shri Nikhil S. Kothari	20,000	-		-	20,000
Shri Prakash M. Kale	44,000	-	-	-	44,000
Shri Dhansukh N. Shukla*	8,000	-	-	-	8,000
Shri Bhavesh V. Panjuani	16,000	-	-	-	16,000
Shri Kulinkant N. Manek	28,000	-	-	-	28,000

* Shri. Dhansukh N. Shukla expired on June 30, 2013.

** Payable in financial year 2013-14.

3.3 Stakeholders' Relationship Committee (formerly termed as Share Transfer/Investors' Grievances Committee):

In accordance with Section 178(5) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company changed the nomenclature of Share Transfer/Investors 'Grievances Committee by renaming it as "Stakeholders' Relationship Committee" at its Board meeting held on May 28, 2014. The Committee's constitution and terms of reference are in compliance with provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Terms of Reference:

- Noting transfer/transmission of shares.
- Review of dematerialised/rematerialised shares and all other related matters.
- Monitors expeditious redressal of Investor grievance matters received from Stock Exchanges, SEBI, ROC etc.,
- Monitors redressal of queries/complaints received from members relating to transfers, non-receipt of Annual Report, dividend etc.,
- All other matters related to shares.

Composition:

Stakeholders' Relationship Committee comprises of three Directors viz. Shri. Parag S. Kothari, Shri. Rajendra M. Desai and Shri. Nikhil S. Kothari. During the year under review, Stakeholders' Relationship Committee meeting was held once on July 26, 2013.

The composition of the Stakeholders' Relationship Committee and number of meetings attended by the members are given below:

Name of Member	Designation	Category	Number of Meeting	
			Held	Attended
Shri Rajendra M. Desai	Chairman	Independent Director	1	1
Shri Nikhil S. Kothari	Member	Promoter Non-Executive Director	1	1
Shri Parag S. Kothari	Member	Promoter Executive Director	1	1

During the year under review, no 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.

3.4 Corporate Social Responsibility (CSR) Committee:

In accordance with Section 135 of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on May 28, 2014, have approved the constitution of the CSR Committee which comprises of three directors viz. Shri. Prakash M. Kale (Chairman), Shri. Rajendra M. Desai and Shri. Sharadchandra S. Kothari as its Members.

Terms of Reference:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount of expenditure to be incurred on the activities referred in the CSR policy.
- Monitor the CSR Policy of the Company and its implementation from time to time.
- Such other functions as the Board may deem fit.

4. General Body Meetings:

Details of last three Annual General Meetings are as under:

Annual General Meetings:

Sr. No.	Date	Venue	No. of Special Resolution Passed
26th AGM	August 10, 2011	301, "Sumer Kendra", Pandurang Budhkar Marg, Worli, Mumbai – 400 018.	NIL
27th AGM	September 7, 2012	301, "Sumer Kendra", Pandurang Budhkar Marg, Worli, Mumbai – 400 018.	NIL
28th AGM	September 25, 2013	301, "Sumer Kendra", Pandurang Budhkar Marg, Worli, Mumbai – 400 018.	NIL

No Special Resolution was put through postal ballot during the year under review.

5. Disclosures :

5.1 Related Party Transactions:

During the financial year 2013-14, 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 Note 27.2 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 were 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 instances of non-compliance of any matter related to the capital market during the last three years.

5.3 Accounting Standards:

The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable in preparation of the financial statements.

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 the executive management controls risks by means of a properly defined framework.

5.5 Code for Prevention of Insider-Trading:

In compliance with SEBI's regulation on prevention of insider trading, the Company has instituted a comprehensive Code of Conduct for prevention of Insider Trading for its Directors and Designated Employees and their dependents. The Code lays down guidelines, which regulates Trading Window period, seeks disclosures of annual holdings and prohibits dealing in shares of the Company during the closure of Trading Window, besides compliance with other related matters.

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.

(d) Pursuant to inserted Clause 54 of Listing Agreement functional website of the Company - www.jaysynthdyestuff.com has become operative. The website contains the basic information about the Company.

7. Certificate by Managing Director i.e. CEO:

Shri Sharadchandra S. Kothari, Managing Director i.e. CEO of the Company 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 May 28, 2014 in which the Accounts for the financial year ended March 31, 2014 were considered and approved.

8. Shareholders Information:

(i) Annual General Meeting:

Date and Time : Friday, September 19, 2014 at 10.00 a.m.

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

(ii) Financial Calendar 2014-2015: April 1, 2014 to March 31, 2015

(iii) Date of Book Closure: Monday, September 08, 2014 to Friday, September 19, 2014 (both days inclusive)

(iv) Dividend: ₹ 0.20 per equity share of face value of ₹ 1/- each.

(v) Dividend Payment Date: Dividend will be paid on or after September 19, 2014.

(vi) Tentative Calendar for financial year ending March 31, 2015:

Quarterly Financial Results	Date of Board Meeting
First Quarterly Results	August 14, 2014
Second Quarterly Results	November 14, 2014
Third Quarterly Results	February 14, 2015
Fourth Quarterly Results	May 30, 2015

(vii) Listing on the Stock Exchanges:

Presently, the Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE), Mumbai.

(viii) Stock Code:

BSE Limited: 506910

The ISIN of the Company for its shares: INE703C01025

The Company has paid the annual listing fees for the year 2014-15 to BSE.

The Company has also paid custodial fees for the year 2014-15 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on the basis of number of beneficial accounts maintained by them as on March 31, 2014.

(ix) Dematerialization of Shares:

As on March 31, 2014, 84,66,155 Equity Shares of the Company are Dematerialised i.e. 97.43% of total issued equity share capital of the Company.

(x) Corporate Identification Number:

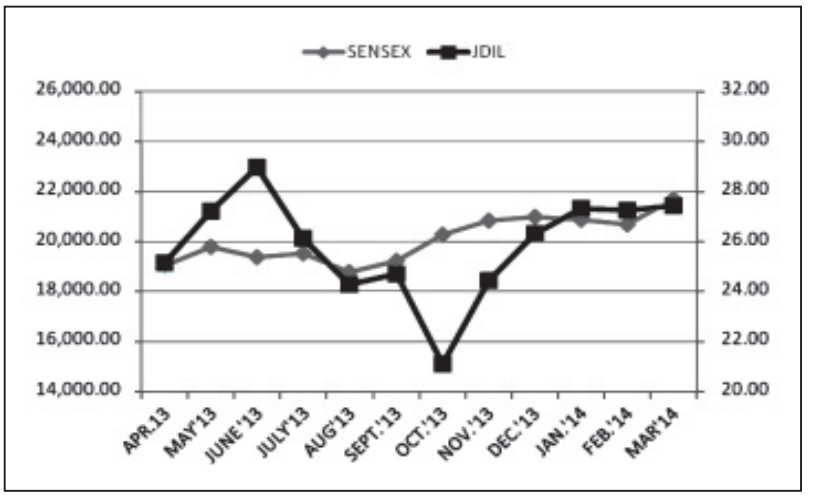
Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L24114MH1985PLC035564.

(xi) Stock Price Performance - Jaysynth Dyestuff (India) Limited Vs. BSE Sensex (from April, 2013 to March, 2014):

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

Market Price Data :

MONTH	BSE (₹)	
	HIGH	LOW
April 2013	28.95	21.25
May 2013	30.20	23.50
June 2013	30.20	26.65
July 2013	28.70	23.50
August 2013	26.90	20.35
September 2013	27.60	21.30
October 2013	23.20	19.95
November 2013	28.00	20.85
December 2013	29.40	22.85
January 2014	33.05	25.00
February 2014	29.70	24.70
March 2014	29.15	25.70



(xii) Share Transfer System:

The Board of Directors has Constituted Stakeholders' Relationship 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 Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). As on March 31, 2014, 84,66,155 Equity

Shares of the Company stands dematerialized forming 97.43% of Company's issued and subscribed Equity Capital. The Company's International Security Identification Number is: **INE703C01025.**

(xiii) Reconciliation of Share Capital:

As stipulated by SEBI, a qualified Practising Company Secretary carries out Reconciliation of Share Capital to reconcile the total admitted, issued and listed capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and Stock Exchange.

(xiv) Shareholding pattern as on March 31, 2014:

Sr. No.	Particulars	No. of Shares Held	% of Shares Held
1.	Promoters	57,90,764	66.64
2.	Mutual Funds & UTI	4,800	0.06
3.	Banks/ Financial Institutions	949	0.01
4.	Private Corporate Bodies	4,88,234	5.62
5.	Indian Public	23,49,355	27.04
6.	NRIs/OCBs	33,002	0.38
7.	Any Other–(Non-promoter Director & Relatives of Directors)	22,596	0.26
	Total	**86,89,700**	**100.00**

(xv) Distribution of Shareholding as on March 31, 2014:

No. of Shares	No. of Shareholders	% of Total Shareholders	Total No. of Shares	% of Total Shares
Upto - 500	999	70.55	1,99,469	2.30
501 - 1,000	160	11.30	1,38,198	1.59
1,001 - 2,000	90	6.36	1,36,500	1.57
2 001 - 3,000	42	2.97	1,01,097	1.16
3,001 - 4,000	34	2.40	1,23,689	1.42
4,001 - 5,000	26	1.84	1,18,621	1.37
5,001 - 10,000	21	1.48	1,48,080	1.70
10,001 - above	44	3.11	77,24,046	88.89
TOTAL	**1416**	**100.00**	**86,89,700**	**100.00**

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

Sr. No.	Name of Directors	No. of Shares
1.	Shri Nikhil S. Kothari	15,20,236
2.	Shri Rajendra M. Desai	NIL
3.	Shri Dhansukh N. Shukla	NIL
4.	Shri Prakash M. Kale	NIL
5.	Shri Bhavesh V. Panjuani	400
6.	Shri Kulinkant N. Manek	200

(xvii) Plant:

Plot No.A-29
MIDC Industrial Area, Patalganga,
Taluka–Khalapur, Dist.Raigad
Pin Code - 410 220, Maharashtra.

Processing Unit :

Plot No. G-5,
MIDC Industrial Area, Taloja,
Taluka–Panvel, Dist. Raigad,
Pin Code - 410 208, Maharashtra.

(xviii) Address for Correspondence:

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

Contact Person :

Ms. Indira Karkera – Vice President

M/S. SHAREPRO SERVICES (INDIA) PVT. LTD.
UNIT : JAYSYNTH DYESTUFF (INDIA) LIMITED

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 : sharepro@shareproservices.com

Website : http://www.shareproservices.com

OR

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

The Company Secretary,
Jaysynth Dyestuff (India) Limited
301, Sumer Kendra, P. B. Marg, Worli, Mumbai 400 018
Tel. No. 022-30423048-49, Fax No. 022-30423434/33
E-Mail : info@jaysynth.com • Investors' Complaint : jsec@jaysynth.com

DECLARATION BY THE MANAGING DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To,
The Members,
Jaysynth Dyestuff (India) Limited,

I hereby confirm that as required under Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited (BSE), all the Directors and Senior Management Personnel have affirmed compliance with Company's Code of Conduct for the year ended March 31, 2014.

For Jaysynth Dyestuff (India) Limited,

Sharadchandra S. Kothari
Managing Director

Mumbai, May 28, 2014

Auditors' Certificate On Corporate Governance

TO THE MEMBERS OF JAYSYNTH DYESTUFF (INDIA) LIMITED

The Board of Directors
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, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of the condition 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 explanations 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
Firm Registration No. 109522W

Place : Mumbai
Date : May 28, 2014

Annexure-III to the Directors' Report
Management Discussion And Analysis Report

OVERVIEW OF THE ECONOMY -

Global economy has strengthened during the financial year 2013-14. Activity is expected to improve further in 2014-15, largely on account of recovery in the advanced economies providing the actual impetus to growth, instead of the developing markets and emerging economies as in earlier years. However, the pace of growth has been largely uneven and prone to uncertainties. Emerging economies like India, however, witnessed a distinct slowdown in economic growth. At the same time, with the growth in advanced economies likely to lead to more export opportunities for the developing ones, the overall economic scenario should be more balanced, going forward. Indian Economic growth is likely to accelerate in the next fiscal as the reform process continues and due to the formation of stable Government. The growth forecast is also supported by improved global outlook. The Indian economy is likely to grow at 6-7 per cent in 2014-15.

INDUSTRIAL STRUCTURE AND DEVELOPMENTS -

We are being operating in the dyestuff and pigment industry since 1985. We are one of the leading manufacturers and dealers in dyes, dyes intermediates, organic chemicals, textile auxiliaries, pigments, resins, plasticizers and emulsions. We have today become one of the largest dyes and pigments business center in India.

The Company has established its mark in export market. The Company has also established itself as a leading exporter of dyes and chemicals. We still face competition both from local producers and international producers.

OUTLOOK, OPPORTUNITIES AND CHALLENGES -

There was slow down in the economy growth of India during the period under review. Indian dye stuff industry has been in existence for more than four decades. The Indian chemical sector is very crucial for the economic development of the country. The Indian dyestuff industry is highly fragmented and characterized by a large number of players in the unorganized sector. The Sector is largely concerned with the increasing cost pressures, declining domestic demand and foreign exchange volatility.

Your Company has the advantage of having a product range of speciality chemicals, covering a broad spectrum of applications. The demand for our products is driven by a wide range of end use industries from paints and coatings, textile, construction, printing inks, and plastics. The demand for paints, coatings and additives is strongly backed by the very low capita consumption of paints in India and growth of the automotive, housing and construction sector which is expected to have an average annual growth rate of 15 percent.

The dye intermediates are essentially derivatives of petroleum products which after further processing gets transformed into finished dyes and pigments. The dyestuff industry is an integral part of a huge number of industries like Textile, Leather. Plastics, Printing ink are another application of the colorants market. Industry outlook for paint, plastics, pigments, inks and special applicants remains good.

COMPANY OVERVIEW -

The focus of the Company in the year 2013-14 has been on improving performance across all aspects of its business operations namely; enhance manufacturing capability and consistency in production, becoming fully compliant with environmental regulations, achieving competitiveness through efficiency in operations and enhance market presence and access leading to accelerated and profitable growth.

During the year ended March 31, 2014, the Company was able to generate revenue from operations ₹ 12,922.17 lacs as against ₹ 12,246.56 lacs. Exports have contributed 57.53% of total revenue.

RISKS AND INTERNAL CONTROL SYSTEMS -

The Company has instituted adequate internal controls to ensure that transactions are properly recorded, authorized and reported apart from safeguarding its assets. The Company has adequate internal control system with an independent internal audit department comprising of qualified persons which as a part of their audit program reviews the adequacy of the internal control system as well as checks for compliance with the laid down policy and procedures. An Audit Committee consisting of three non-executive directors is in place. The internal control system and the reports of the internal audit department are reviewed by the Audit Committee.

Due to violent changes in International currency exchange rate, Indian rupee remains volatile for most part of the year. This could have an impact on the export earnings of the Company. To mitigate this, hedging is done wherever necessary and forward covers are taken to protect the Company's interest.

The Company has no loan outstanding as on March 31, 2014.

FINANCIAL PERFORMANCE AND RESULTS OF OPERATIONS -

A RESULT OF OPERATIONS

1. Sales - Sales for the year under review was at ₹ 13,383.33 lacs against ₹ 12,556.68 lacs during previous year.
2. Other Income - Other Income has increased by ₹ 153.72 lacs during the year under review.
3. Expenditure - Expenditure are increased by 5.03% due to negative change in inventories of finished goods, work-in-progress, stock-in-trade at the beginning of the year under review.
4. Profit before taxation - Profit before taxation has increased by 25.45%.
5. Provision for taxation - The Company has made provisions for taxation amounted to ₹ 379.66 lacs (including wealth tax) on Profit before tax. The effective tax rate for the year is 29.53%.

B FINANCIAL CONDITION

1. Reserves and Surplus - The Reserve and Surplus during the year under review have increased by ₹ 847.27 lacs.
2. Fixes Assets - The net addition to Fixed Assets for the financial year 2013-14 was ₹198.61 lacs. Inventories amounted to ₹ 1,992.43 lacs as at March 31, 2014 as against ₹ 1,177.53 lacs as at previous year ended.
3. Provisions - Provisions include provision for gratuity/employees leave encashment. Provision for gratuity is made in accordance with actual valuation as at March 31, 2014.
4. Return on Capital Employed - The return on average Capital employed is 16.86%.
5. Debt Equity Ratio - Your Company being a cash surplus organization has no outstanding loan and consequently has a zero debt-equity ratio.

HUMAN RESOURCES -

The Company has 111 employees as on March 31, 2014 as against 87 employees last year. 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.

CAUTIONARY NOTE -

The Management Discussion and Analysis Report may contain statements that might be considered forward looking. These statements are subject to certain risk and uncertainties. Actual results may differ materially from those expressed in the statement as important factors could influence the Company's operations such as Government policies, local, political and economic development, risk inherent to the Company's growth and such other factors.

Independent Auditor's Report

TO THE MEMBERS OF JAYSYNTH DYESTUFF (INDIA) LTD

Report on the Financial Statements

We have audited the accompanying financial statements of JAYSYNTH DYESTUFF (INDIA) LTD (the "Company") which comprises the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 of India (the "Act") read with the General Circular No. 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements 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 the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
ii) in the case of the Statement of Profit and Loss, 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.

Report on the other legal Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
   a) We have obtained all the information and explanation, which to the best of our knowledge and belief, were necessary for the purpose of audit;
   b) 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;
   c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
   d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards notified under the Act read with the General Circular No. 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
   e) On the basis of written representation received from the directors, as on March 31, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31,2014 from being appointed as director in terms of clause (g) of sub section(1) of Section 274 of the Companies Act, 1956.

For C.J. SHAH & ASSOCIATES
Chartered Accountants

(Chandrakant J. Shah)
Proprietor
Membership No. 33802
Firm Registration No. 109522W

Place : Mumbai
Date : May 28, 2014

Annexure to Independent Auditor's Report

Referred to in paragraph 1 under the heading of "Report on the other legal Regulatory Requirements" of our report of even date

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 on the basis of available information.
   (b) As explained to us, all 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 explanations given to us, a substantial part of the Fixed Assets has not disposed off by the company during the year and the going concern status of the Company is not affected.
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) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
   (c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of Paragraph 4 of the order are not applicable to the Company.
   (b) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the requirements of Clauses iii (f) and and (g) of Paragraph 4 of the order are not applicable.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control procedure commensurate with the size of the Company and the nature of its business, for the purchase of inventories and fixed assets and payment for expenses and for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:
   (a) In our opinion and according to the information, explanations and representations given to us, transactions made in pursuance of contracts or arrangements that need to be entered in the register maintained under section 301 of the Companies Act, 1956 have been so 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, and exceeding the value of Rupees Five lacs in respect of each party during the year have been made at prices which appear reasonable as per information available with the Company.
6. 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 or complete.
9. In respect of statutory dues

(a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us, there were no outstanding statutory dues as on March 31, 2014 for a period of more than six months from the date they became payable.

(b) (i) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.

(ii) According to the information and explanations given to us, the particulars of dues of service tax as at March 31, 2014, which have not been deposited on account of any disputes, are as follows.

Name of the statute	Nature of dues	Amount (₹ in lacs)	Period to which the amount relates	Forum where the dispute is pending
Central Excise and Service Tax Act	Service Tax	₹ 14.56	FY 2005-2006 to 2009-2010	Commissioner of (Appeals)-IV Central Excise, Mumbai Zone I

10. The Company does not have any accumulated loss at the end of financial year and has not incurred cash loss during the financial year covered by the audit and in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. In our opinion and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of clause (xiii) of Paragraph 4 of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. In our opinion the Company has maintained proper records of the transactions and contract In respect of dealing or trading in shares, securities, debentures and other investments and timely entries have been made therein. All shares, securities, debentures and other investments have been held by the Company in its own name.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. Based on our audit procedures and on the information given by the management, we report that the Company has not raised any term loans during the year.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that there are no funds raised on short-term basis that have been used for long-term investment by the Company.
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 during the year.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any 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 material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any 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 : May 28, 2014

Balance Sheet as at March 31, 2014

(₹ in lacs)

	Note	As at March 31, 2014	As at March 31, 2013
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	1	86.90	86.90
Reserves and Surplus	2	5,287.88	4,440.61
Non-Current Liabilities			
Long Term Provisions	3	40.29	32.80
Deferred tax liablities (net)	4	200.00	161.43
Current Liabilities			
Trade Payables	5	2,496.41	2,300.75
Other Current Liabilities	6	538.37	600.26
Short-Term Provisions	7	115.87	63.02
TOTAL		**8,765.72**	**7,685.77**
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	8	1,297.27	1,285.70
Capital Work in Progress	8	6.36	25.46
Non-current investments	9	516.38	0.10
Long term loans and advances	10	117.59	90.91
Current Assets			
Current investments	11	683.26	775.65
Inventories	12	1,992.43	1,177.53
Trade receivables	13	2,675.14	2,746.31
Cash and Bank balances	14	505.66	531.63
Short-term loans and advances	15	842.56	935.54
Other current assets	16	129.07	116.94
TOTAL		**8,765.72**	**7,685.77**
Significant Accounting Policies	**1 to 28**		
Notes on Financial Statements			

As per our report of even date

For C. J. Shah & Associates
Chartered Accountants

Chandrakant J. Shah
Proprietor
Membership No. 33802
Firm Registration No.109522W
Place : Mumbai
Date : May 28, 2014

For and on behalf of the Board of Directors

Parag S. Kothari
Chairman & Joint Managing Director

Sharadchandra S Kothari
Managing Director

Chandrakant Bhagwat
Company Secretary

Statement of Profit and Loss for the year ended March 31, 2014

(₹ in lacs)

Particulars	Note	Year ended March 31, 2014	Year ended March 31, 2013
INCOME			
Revenue from operations	17	12,922.17	12,246.56
Other Income	18	244.35	90.63
Total Revenue		**13,166.52**	**12,337.19**
EXPENSES			
Cost of Materials Consumed	19	5,795.68	5,402.07
Purchase of Stock-in-Trade		3,935.41	3,932.33
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	(548.38)	(96.74)
Manufacturing & operating Cost	21	931.44	643.21
Employee Benefit Expense	22	501.75	400.04
Financial Costs	23	38.78	30.35
Depreciation and Amortization Expense	8	93.54	80.03
Other Expenses	24	1,132.46	920.92
Total Expenses		**11,880.68**	**11,312.21**
Profit before Tax		**1,285.84**	**1,024.98**
Tax expenses			
Current tax		379.00	218.00
Deferred Tax		-	98.00
Wealth tax		0.63	0.46
Tax expenses related to prior year		0.03	6.69
Profit for the year		**906.18**	**701.83**
Basic & Diluted Earning per equity share of face value of ₹ 1/- each (in ₹)		10.43	8.08
Significant Accounting Policies Notes of Financial Statements	**1 to 28**		

As per our report of even date

For C. J. Shah & Associates
Chartered Accountants

Chandrakant J. Shah
Proprietor
Membership No. 33802
Firm Registration No.109522W
Place : Mumbai
Date : May 28, 2014

For and on behalf of the Board of Directors

Parag S. Kothari
Chairman & Joint Managing Director

Sharadchandra S Kothari
Managing Director

Chandrakant Bhagwat
Company Secretary

Cash Flow Statement for the year ended March 31, 2014
(Pursuant to the Listing Agreement with Stock Exchange)

(₹ in lacs)

		Year Ended March 31, 2014	Year Ended March 31, 2013
A.	**Cash flow from operating activities:**		
	Net profit before tax and extraordinary items	**1,285.83**	**1,024.98**
	Adjustments for :		
	Depreciation	93.55	80.03
	(Profit) / Loss on sale of fixed assets	(160.91)	(2.35)
	(Profit) / Loss on sale of investments	(36.33)	(5.50)
	Dividend Received	(5.69)	(8.40)
	Operating profit before working capital changes	**1,176.45**	**1,088.76**
	Inventories	(814.91)	(44.24)
	Trade and other receivables	125.36	(882.03)
	Trade and other payables	141.33	1,003.31
	Cash generated from operations	**628.23**	**1,165.80**
	Direct taxes	(347.21)	(191.54)
	Net cash from operating activities	**281.02**	**974.26**
B.	**Cash flow from investing activities :**		
	Purchase of fixed assets	(195.88)	(207.41)
	Sale of fixed assets	270.78	10.01
	Purchase of investments	(1,517.87)	(917.09)
	Sale of investments	1,130.28	370.50
	Dividend Received	5.69	8.40
	Net cash used in investing activity	**(306.99)**	**(735.59)**
C.	**Cash flow from financing activities :**	**-**	**-**
	Net cash used in financing activities	**-**	**-**
	Net increase/(decrease) in cash and cash equivalents	(25.97)	238.67
	Opening Cash and cash equivalents	531.63	292.96
	Closing Cash and cash equivalents	**505.66**	**531.63**

As per our report of even date

For C. J. Shah & Associates
Chartered Accountants

Chandrakant J. Shah
Proprietor
Membership No. 33802
Firm Registration No.109522W
Place : Mumbai
Date : May 28, 2014

For and on behalf of the Board of Directors

Parag S. Kothari
Chairman & Joint Managing Director

Sharadchandra S Kothari
Managing Director

Chandrakant Bhagwat
Company Secretary

Significant accounting policies

A) Method of accounting :

i) The Financial Statement are prepared under the historical cost convention or on the basis of 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 employee's 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 surroundings 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 (Tangible assets) :

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

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 cenvat 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 Accountants of India.

E) Investment :

i) Current Investments are valued at lower of cost or market value.

ii) Long term Investments are valued at cost.

iii) Appropriate provision has been made in the accounts for diminution in the value of long term investments in accordance with AS-13 issued by the Institute of Chartered Accountants of India.

F) Inventories :

Inventories are valued after providing for obsolescence as follows:

i) Stock of Raw materials, packing materials and stores & fuel are valued at lower of cost or net realisable value. Cost Formulae used are first in first out.

ii) Semi-Finished Goods are valued at lower of cost or net realisable value. Cost for the purpose includes material cost and related overheads.

iii) Stock of manufactured and traded finished goods are valued at lower of cost or net realisable value. Cost for the purpose includes material cost, related overheads and excise duty paid/payable. Excise duty on manufactured finished goods forming part of the inventory is included in cost of finished goods as required under AS -2 (Revised) issued by the Institute of Chartered Accountants of India. Goods In transit are stated at cost.

G) Receivables and loans & advances :

Receivables and loans & advances are stated after making adequate provision for bad debts and doubtful debts.

H) Revenue Recognition :

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

i) Sale of goods :

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

ii) Interest & Dividend Income :

Interest Income is recognized on a time proportion basis taking into account the amount outstanding & rate applicable. Dividend Income is recognised in the year in which the right to receive is established.

I) Excise duty :

Excise duty is accounted on the basis of both, payment made in respect of goods cleared and also provisions made for goods lying in bonded warehouses.

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 recognized 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 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 A/c.

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 A/c.

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, contingent liabilities and contingent assets :

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 will 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 possibility 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 the notes.

iv) Contingent assets are neither recognised nor disclosed in the financial statements.

N) Taxation :

Income Tax expenses comprises current and deferred tax charge or credit. Provision for current tax is made on the basis of the assessable income at the tax rate applicable to the relevant assessment year. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred Tax Asset arising mainly on account of brought forward losses under tax loss are recognised, only if their is a virtual certainty of its realisation, supported by convincing evidence. Deferred tax asset on account of other timing differences are recognised only to the extent there is a reasonable certainty of its realisation. At each balance sheet date, the carrying amount of deferred tax asset are reviewed to reassure realisation. Minimum alternate tax credit is recognised as an asset only when and to that extent there is convincing evidence the company will pay normal tax during the specified period.

O) Earnings per share :

The basic and diluted earnings per share is computed by dividing the net profit after taxes attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

Notes to the Financial Statements for the year ended March 31, 2014

(₹ in lacs)

Note : 1 Share Capital

Particulars	As at March 31, 2014		As at March 31, 2013	
	Number of Shares	(₹ in lacs)	Number of Shares	(₹ in lacs)
AUTHORIZED CAPITAL				
Equity shares of ₹ 1/- each	110,000,000	1,100.00	110,000,000	1,100.00
5% Non Convertible Non Cumulative Preference shares of ₹ 10/- each	700,000	70.00	700,000	70.00
Unclassified shares of ₹ 10/- each	4,300,000	430.00	4,300,000	430.00
		1,600.00		1,600.00
ISSUED, SUBSCRIBED & PAID UP CAPITAL				
Equity shares of ₹ 1/- each, fully paid up	8,689,700	86.90	8,689,700	86.90
Total		**86.90**		**86.90**

A) Reconciliation of the number of shares and the amount outstanding at the beginning and at the end of March 31, 2014

Particulars	Opening Balance	Redemption	Closing Balance
Equity shares of ₹ 1/- each			
Year ended March 31, 2014			
Number of shares	8,689,700	-	8,689,700
Amount (₹ in lacs)	86.90	-	86.90
Year ended March 31, 2013			
Number of shares	8,689,700	-	8,689,700
Amount (₹ in lacs)	86.90	-	86.90

B) Rights, Preferences and restrictions attached to shares

The company has one class of equity shares having a par value of ₹ 1/- per share. Each shareholder is eligible for one vote per share held. The Dividend when proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the assets of the company remaining after distribution of all preferential amounts in proportion of their shareholding.

C) Details of Shares held by each shareholder holding more than 5% Share

Particulars	As at March 31, 2014		As at March 31, 2013	
	Number of Shares	% Holding	Number of Shares	% Holding
Jayshree S. Kothari	1,675,757	19.28	1,675,757	19.28
Parag S. Kothari	1,516,696	17.45	1,516,696	17.45
Nikhil S. Kothari	1,520,236	17.49	1,520,236	17.49
Sharadchandra S. Kothari	731,614	8.42	727,414	8.37

Notes to the Financial Statements for the year ended March 31, 2014

(₹ in lacs)

	As at March 31, 2014	As at March 31, 2013
Note : 2 Reserves and Surplus		
Capital Redemption Reserve		
Opening Balance	**70.00**	**70.00**
General Reserve		
Opening Balance	2,450.00	2,250.00
Add Transferred from the Surplus in the statement of Profit and Loss	200.00	200.00
	2,650.00	**2,450.00**
Surplus in Statement of Profit and Loss		
Balance brought forward from previous year	1,920.61	1,448.78
Add: Profit for the year	906.18	701.83
	2,826.78	**2,150.61**
Less Deferred Tax Liability	38.57	30.00
Less Transferred to General Reserve	200.00	200.00
Less Preference Dividend #	17.38	-
Less Tax on proposed dividend	2.95	-
	2,567.89	**1,920.61**
Total	**5,287.88**	**4,440.61**

Dividend Proposed to be distributed to equity shareholders is ₹ 0.20(Previous year ₹ Nil) per equity share

Note : 3 Long Term Provisions		
Provision For Employee Benefits		
Provision for leave encashment	10.95	8.73
Provision for gratuity	29.34	24.07
Total	**40.29**	**32.80**
Note : 4 Deferred tax liabilities/(Asset)		
Deferred Tax Liability		
Related to Fixed Assets	200.00	170.00
Deferred Tax Asset		
Tax Credit as per Income Tax Act on account of business losses	-	(8.57)
Total	**200.00**	**161.43**
Note : 5 Trade Payables		
Trade Payables	2,496.41	2,300.75
Total	**2,496.41**	**2,300.75**

5.1 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.

Notes to the Financial Statements for the year ended March 31, 2014

(₹ in lacs)

	As at March 31, 2014	As at March 31, 2013
Note : 6 Other Current Liabilities		
Statutory Remittances	144.13	94.26
Advance From Customers & Others	269.46	441.29
Outstanding Expenses	78.17	25.84
Employee Liabilities Payable	43.42	30.32
Deposit From agents	3.19	8.55
Total	**538.37**	**600.26**
Note : 7 Short Term Provisions		
Provision For Employee Benefits		
Provision for leave encashment	3.66	3.59
Provision for gratuity	-	-
Others		
Proposed Dividend	17.38	-
Tax on Proposed Dividend	2.95	-
Provision for Taxation (Net of Advance Tax & TDS ₹ 285.61 lacs (PY ₹ 419.78 lacs))	91.88	59.43
Total	**115.87**	**63.02**

Note : 8 Fixed Assets

Particulars	Gross Block				Depreciation				Net Block	
	As at 1-04-2013	Additions	Deductions	As at 31-03-2014	As at 1-04-2013	For the year	Deductions	Upto 31-03-2014	As at 31-03-2014	As at 31-03-2013
Tangible Assets										
Building	223.53	-	80.96	142.57	30.69	5.09	4.41	31.37	111.20	192.84
Plant and Machinery	752.32	104.68	2.27	854.73	120.26	53.75	0.52	173.49	681.24	632.06
Electrical Installation	17.34	-	-	17.34	2.20	0.82	-	3.02	14.32	15.14
Furnitures & Fixtures	41.04	8.33	0.14	49.23	4.67	2.71	0.02	7.36	41.87	36.37
Vehicles	111.23	30.98	4.90	137.31	35.01	12.28	2.91	44.38	92.93	76.22
Equipments	400.21	70.99	36.22	434.98	67.15	18.89	6.77	79.27	355.71	333.07
SUB TOTAL (A)	**1,545.67**	**214.98**	**124.49**	**1,636.16**	**259.98**	**93.54**	**14.63**	**338.89**	**1,297.27**	**1,285.70**
Intangible Assets	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-
Total [A + B]	**1,545.67**	**214.98**	**124.49**	**1,636.16**	**259.98**	**93.54**	**14.63**	**338.89**	**1,297.27**	**1,285.70**
Capital Work-in-progress									6.36	25.46
Previous Year	**1,357.24**	**198.61**	**10.19**	**1,545.66**	**182.46**	**80.03**	**2.53**	**259.96**	**1,285.70**	**1,174.78**
Capital Work-in-progress									25.46	16.66

Notes to the Financial Statements for the year ended March 31, 2014

(₹ in lacs)

	As at March 31, 2014	As at March 31, 2013
Note : 9 Non Current Investments		
trade investment, Unquoted		
Equity		
Of Associates		
500,000 equity shares of £1/- each of Jaysynth (Europe) Ltd.	516.28	-
Non - trade investment, Unquoted		
Other		
10 equity shares of ₹ 1000/- each of Antophill Warehousing Co. Ltd	0.10	0.10
Total	**516.38**	**0.10**
Note : 10 Long Term Loans and Advances		
Security Deposit		
Unsecured, Considered Good:	117.59	90.91
Total	**117.59**	**90.91**

Note : 11 Current Investments	No. of Shares / Unit	As at March 31, 2014	No. of Shares / Unit	As at March 31, 2013
Investment in Equity Shares of Companies				
Quoted - Fully paid - up				
Bajaj Corp Ltd.	230	2.83	1,092	1.89
Bosch Ltd.	46	4.05	-	-
Bata India Ltd.	-	-	404	3.53
City Union Bank Ltd.	4751	2.51	-	-
Coal India Ltd.	1400	3.43	1,400	3.43
Container Corporation of India Ltd.	111	0.74	-	-
Cummins India Ltd.	623	2.59	-	-
Eicher Motors Ltd.	145	5.20	-	-
Emami Ltd.	439	2.12	-	-
Engineers In	614	0.85	-	-
GlaxoSmithkline Pharmaceuticals Ltd.	103	5.02	-	-
Godrej Properties Ltd.	679	1.83	-	-
Hero Motocorp Ltd.	-	-	141	2.64
Hindustan Petroleum Corporation Ltd.	-	-	7.27	2.71
HDFC Bank Ltd	-	-	1,030	4.84
Housing Development Finance Corporation Ltd.	-	-	284	2.05
Indusind Bank Ltd.	-	-	625	2.68
Ing Vysya Bank Ltd.	451	2.42	-	-
Ipca Lab Ltd.	535	3.90	-	-
ITC Ltd.	-	-	1,078	2.11
J & K Bank	295	3.34	-	-
Larsen & Toubro Ltd.	-	-	164	2.04
Maruti Suzuki India Ltd.	-	-	246	2.81
Mcleod Russel India Ltd.	856	2.51	-	-
Multi Commodity Exchange of India Ltd.	-	-	264	3.53
Nestle India Ltd.	-	-	49	2.19
Page Industries Ltd.	159	3.94	184	3.28
Pidilite Industries Ltd.	1061	2.10	1,569	3.07
Reliance Power Limited	654	1.84	654	1.84
Speciality Restaurants Ltd.	498	0.69	-	-
Titan Industries Ltd.	-	-	964	1.35
Voltas Ltd.	2260	1.80	-	-

Notes to the Financial Statements for the year ended March 31, 2014

(₹ in lacs)

	No. of Shares Unit	As at March 31, 2014	No. of Shares Unit	As at March 31, 2013
Investment in Mutual Fund (Quoted)				
Birla Sun Life short Term Fund -Monthly Div	-	-	15,955	1.85
Birla Sun Life Fixed Term Plan - Series HJ (369 Day)	500000.00	50.00	-	-
DSP Black Rock Equity Fund	-	-	30,331	5.00
HDFC Equity Fund -Growth	-	-	3,609	10.00
HDFC Floating Rate Income Fund	-	-	996,629	100.47
HDFC Short Term Plan Dividend	-	-	504,522	52.34
HDFC Top 200 Fund Growth	-	-	4,769	10.00
HDFC FMP 1846 D August 2013 (1)	500000.00	50.00	-	-
HDFC FMP 370D August 2013 (3)	500000.00	50.00	-	-
HSBC Flexi Debt Fund - Growth	-	-	160,860	25.00
ICICI Prudential Long Term Gilt Fund	64884.84	25.00	-	-
ICICI Prudential Fixed Maturity Plan -Series 69 - 4	500000.00	50.00	-	-
JP Morgan India Active Fund	493622.40	50.00	493,622	50.00
Kotak FMP Series 84 Growth	-	-	250,000	25.00
Motilal Oswal most Shares Midcap 100 ETF(M100)	-	-	315,556	25.00
MOWMPL -SP PMS POOL A/C.	109.00	-	-	
Reliance Income Fund-Growth Plan-Bonus Option	-	-	3,660,343	400.00
Reliance Dynamic Bond Fund-Growth	312503.91	50.00	-	-
SBI Dynamic Bond -Regular Plan- Growth	501764.21	75.00	-	-
SBI Magnum Income Fund -Regular Plan- Growth	-	-	90,142	25.00
Templeton India Short Term Income Plan-Growth		120.55	-	-
Total		**683.26**		**775.65**
Aggregate Amount of Quoted Investment		683.26		775.65
Market Value of Quoted Investment		735.10		803.33
Note : 12 Inventories				
Raw Material		648.22		390.33
Work-in-Progress		53.40		54.25
Finished Goods (Other than those acquired for Trading)		573.73		328.00
Goods in transit		189.52		34.01
Stock in Trade (acquired for Trading)		150.18		32.53
Goods in transit		298.57		268.23
Packing materials		24.06		15.07
Fuel		0.32		0.21
Stores & Spares		54.43		54.90
Total		**1,992.43**		**1,177.53**
Note : 13 Trade Receivables				
Outstanding for more than six months				
Unsecured, Considered Good :		89.47		12.67
Doubtful		11.50		27.99
		100.97		40.66
Less : Provision for Doubtful Trade Receivables		11.50		27.99
		89.47		**12.67**
Others				
Unsecured, Considered Good :		2,585.67		2,733.64
Total		**2,675.14**		**2,746.31**

Notes to the Financial Statements for the year ended March 31, 2014

(₹ in lacs)

	As at March 31, 2014	As at March 31, 2013
Note : 14 Cash and Bank balances		
Cash and Cash Equivalents		
Balances with Banks		
in current account	150.36	54.28
In EEFC A/c	12.03	23.32
Cash-in-Hand	1.34	2.35
Other Bank Balances		
in Deposit account	341.93	451.68
Total	**505.66**	**531.63**
Note : 15 Short Terms Loans and Advances		
Loans & Advances to employees		
Unsecured, Considered Good	12.45	8.37
Prepaid Expenses		
Unsecured, Considered Good	36.27	26.22
Balances with government authorities - Unsecured, considered Good		
Deposit with Excise & Cenvat credit receivable	373.89	117.92
Excise Duty Refund Receivable	196.16	509.71
Vat Credit receivable	107.01	85.84
Service Tax Credit receivable	44.36	6.77
Others		
Advance Recoverable in cash or in kind or for value to be considered good	70.33	178.62
Advance Income Tax/Refund Due	2.09	2.09
Total	**842.56**	**935.54**
Note : 16 Other Current Assets		
Accruals		
Interest accrued on deposit	8.89	9.68
Others		
Export incentives receivable	90.53	93.67
Other Receivables	29.65	13.59
Total	**129.07**	**116.94**
	Year Ended March 31, 2014	**Year Ended March 31, 2013**
Note : 17 Revenue from Operations		
Sale of products (refer note 17.1 below)	13,383.33	12,556.68
Other Operating revenues (refer note 17.2 below)	219.84	243.55
	13,603.17	12,800.23
Less : Excise Duty	681.00	553.67
Total	**12,922.17**	**12,246.56**
Note 17.1		
Manufactured Goods	8,889.64	8,082.85
Traded Goods	4,493.69	4,473.83
	13,383.33	**12,556.68**

Notes to the Financial Statements for the year ended March 31, 2014

(₹ in lacs)

	Year Ended March 31, 2014	Year Ended March 31, 2013
Note:17.2		
Other Operating revenues		
Sale of Scrap	1.31	1.34
Export incentives	218.53	242.21
Total Operating revenues	**219.84**	**243.55**
Note : 18 Other Income		
Interest earned (refer note 18.1 below)	38.82	38.74
Dividend received	5.69	8.40
Professional and Consultancy Charges	1.36	-
Net Gain on Foreign Currency transactions & translation	1.24	35.64
Profit/(loss) on sale of assets(net)	160.91	2.35
Profit/(Loss) on sale of shares & investments	36.33	5.50
Total	**244.35**	**90.63**
Note: 18.1		
Interest income comprises :		
Interest from Bank on deposits	33.28	35.09
Interest on overdue trade receivables	5.54	3.65
	38.82	**38.74**
Note : 19 Cost of Materials Consumed		
Opening stock	390.33	460.74
Add : Purchases	6,053.57	5,331.66
	6,443.90	**5,792.40**
Less : Closing Stock	648.22	390.33
	5,795.68	**5,402.07**

Note: 19.1

Imported & Indigenous Consumption :	2013-14		2012-13	
Raw Materials :	%	₹	%	₹
i) Imported	12.21	707.47	15.37	830.06
ii) Indigenous	87.79	5,088.21	84.63	4,572.01
	100.00	**5,795.68**	**100.00**	**5,402.07**

Note : 20 Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		
Inventories at the end of the year		
Finished Goods	1,212.00	662.77
Work In Progress	53.40	54.24
	1,265.40	**717.01**
Inventories at the beginning of the year		
Finished Goods	662.77	583.00
Work In Progress	54.25	37.27
	717.02	**620.26**
Net (increase) / decrease	**(548.38)**	**(96.74)**

Notes to the Financial Statements for the year ended March 31, 2014

(₹ in lacs)

	Year Ended March 31, 2014	Year Ended March 31, 2013
Note : 21 Manufacturing & operating Cost		
Consumption of Stores and spare parts	534.92	364.99
Consumption of Packing material	151.65	125.00
Contract labour	78.68	56.08
Power, fuel and water	65.43	64.50
Repair & Maintenance - Plant & Machinery	15.54	10.19
Repair & Maintenance - Others	77.06	18.63
Other Manufacturing Expenses	8.16	3.82
	931.44	**643.21**

Note: 21.1

Imported & Indigenous Consumption :	2013-14		2012-13	
Stores & Spares Consumed :	%	₹	%	₹
i) Imported *	51.53	275.64	55.31	201.86
ii) Indigenous	48.47	259.28	44.69	163.13
	100.00	**534.92**	**100.00**	**364.99**

* Stock Lying at Docks

Note : 21.2 Value Of Imports Calculated On C.I.F. Basis : -		
Raw Material*	570.82	732.98
Finished Goods	92.39	43.13
Stores & Components	219.87	183.59
Capital Goods*	22.59	29.70
	905.67	**989.40**

* Including High Seas purchases and Stock lying at Docks

Note : 22 Employee Benefit Expenses		
Salaries & wages	434.28	344.70
Contribution to provident & other funds	29.34	24.70
Staff welfare expenses	38.13	30.64
Total	**501.75**	**400.04**

Note : 22.1 Defined Benefit Plans

The summarized position of post-employment benefits and long term employee benefits recognized in the Statement of Profit and Loss and Balance Sheet (as per Accounting Standard 15) are as under :-

	Gratuity (Funded)		Leave Encashment. (Unfunded)	
Expenses recognised in the statement of Profit & Loss	**March 31, 2014**	**March 31, 2013**	**March 31, 2014**	**March 31, 2013**
Current service cost	4.11	3.57	2.48	2.19
Interest cost	1.60	1.51	0.77	0.92
Expected return on plan assets	(2.04)	(1.60)	-	-
Net actuarial gain (loss) recognised in the year	1.58	0.94	0.23	(2.08)
Past service cost			-	-
Expenses recognised in the statement of Profit & Loss	5.25	4.42	3.48	1.03
Actual return on plan assets				
Expected return on plan assets	2.04	1.60	-	-
Actuarial gain (loss) plan assets	0.06	(1.39)	-	-

Notes to the Financial Statements for the year ended March 31, 2014

(₹ in lacs)

	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Actual return on plan assets	2.10	0.21	-	-
Balance Sheet Recognition				
Present value of obligation	24.07	19.44	12.33	9.37
Fair value of plan assets	(29.12)	(21.82)	-	-
Liability (assets)	(5.05)	(2.38)	12.33	9.37
Unrecognised past service cost	-	-	-	-
Liability (asset) recognised in the Balance Sheet	(5.05)	(2.38)	12.33	9.37
Changes in the present value of the obligation				
Present value of obligation as on March 31, 2013	19.44	17.29	9.37	10.51
Interest cost	1.60	1.51	0.77	0.92
Current service cost	4.11	3.57	2.48	2.19
Past service cost	-	-	-	-
Benefits paid	(2.72)	(2.48)	(0.52)	(2.17)
Actuarial (gain) loss on obligation	1.64	(0.45)	0.23	(2.08)
Present value of obligation as on March 31, 2014	24.07	19.44	12.33	9.37
Changes in the Fair Value of the Assets				
Fair value of plan Assets as on March 31, 2013	21.82	18.28	-	-
Actual Return on plan assets	2.10	0.22	-	-
Contributions	7.92	5.80	-	-
Benefits paid	(2.72)	(2.48)	-	-
Fair value of plan assets as on March 31, 2014	29.12	21.82	-	-
Total actuarial gain (loss) recognised during the year	1.58	0.94	-	-
Actuarial Assumptions				
Discount rate	8.25% p.a.	8.75% p.a.	8.25% p.a.	8.75% p.a.
Expected return on plan assets	8% p.a.	8% p.a.	N/A	N/A
Future salary increases	5% p.a.	5% p.a.	5% p.a.	5% p.a.
Attrition	5% p.a.	5% p.a.	5% p.a.	5% p.a.
Retirement	58 yrs	58 yrs	58 yrs	58 yrs
Mortality	L.I.C. 1994-96 ULTIMATE		L.I.C. 1994-96 ULTIMATE	

	Year Ended March 31, 2014	Year Ended March 31, 2013
Note : 23 Financial cost		
Interest Expense	12.00	4.29
Other Borrowing costs	26.78	26.06
Total	**38.78**	**30.35**
Note : 24 Other Expenses		
Auditors Remuneration	4.30	4.00
Advertisement & Sales Promotion Expenses	19.22	18.07
Bad Debts	-	10.21
Commission charges	128.61	109.02
Communication Expenses	41.75	42.21
Donation	28.51	30.60
Freight, transport and distribution expenses	216.23	244.23
Insurance Expenses	30.08	22.24
Miscellaneous expenses	58.17	65.39
Professional Charges	136.33	55.27
Printing & Stationery Expenses	0.84	1.05

Notes to the Financial Statements for the year ended March 31, 2014

(₹ in lacs)

	Year Ended March 31, 2014	Year Ended March 31, 2013
Discounts (net)	132.88	73.37
Rent	151.19	115.50
Rates & Taxes	46.62	26.93
Travelling, Conveyance & Vehicle Expenses (Including Foreign Travelling)	137.73	102.83
Total	**1,132.46**	**920.92**
Note : 24.1 Auditors' Remuneration		
Audit fees	3.75	3.50
Tax Audit Fees	0.55	0.50
	4.30	**4.00**
Note : 24.2 Expenditure In Foreign Currency (Paid)		
Commission	0.08	15.45
Foreign Travelling Expenses	24.76	23.95
Others	11.38	8.67
Note : 25 Earning Per Share (EPS)		
Profit attributable to the Shareholder (₹ in Lacs)	906.17	701.83
No. of Equity Shares	8,689,700	8,689,700
Nominal Value of Equity Shares (₹)	1	1
Earning Per Shares - Basic & Diluted (₹)	10.43	8.08

Note : 26 Segment Information

Note : 26.1 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.

Note : 26.2 Geographical Segments :

Segment revenue from external customers, based on geographical location of customers.		
i) Domestic	5,808.05	4,772.73
ii) Export	7,578.28	7,783.95
	13,383.33	**12,556.68**
Note : 27.1 Earning in Foreign Currency		
i) FOB value of exports (CIF less insurance and freight)	7,522.07	7,671.25
ii) Profession Fees	1.36	-

Note : 27.2 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. Jaysynth Impex Ltd.
2. Jay Chemi Colour Industries Pvt. Ltd.
3. Jaysynth (Europe) Ltd.
4. Jay Instruments & Systems Pvt. Ltd.
5. J D Orgochem Ltd.
6. Trichromy Enterprises Pvt. Ltd.
7. R P Trading Co.
8. Shri. Sharadchandra Shoorji Trikamdas Charitable Trust

Notes to the Financial Statements for the year ended March 31, 2014

Key Management Personnel of the Company

1. Shri Sharadchandra S. Kothari
2. Shri Parag S. Kothari
3. Shri Nikhil S. Kothari

ii) The following transactions were carried out with the related parties: (₹ in Lacs)

	Particulars	Associates		Key Management Personnel	
		March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
1	Sale of Goods/Services/Assets	2,113.93	1,942.05	-	-
2	Purchase of Goods	(171.54)	(315.01)	-	-
3	Expenses Paid	(151.07)	(140.07)	-	-
4	Managerial Reumeration	-	-	(47.24)	(30.67)
5	Director Sitting Fees	-	-	(0.20)	(0.20)
6	Receipt /(Payment) Net	(2,004.47)	(1,655.73)	-	-
7	Purchase and sale of Investments	516.28	-	-	
8	Balance Outstanding (Net)	Dr. 583.47	Dr. 280.34	-	-

Note : 27.3 Information of Derivative Instrument outstanding as at the Balance Sheet date :

i) Total Derivative contracts in respect of currency forward covers of USD 13.55 lacs (previous year USD 17.90 lacs) are outstanding at the Balance Sheet date.

According to"Accounting of Derivatives" issued by the Institute of Chartered Accountants of India (ICAI) , there is net gain of ₹ 28.38 lacs (previous year ₹ 13.59 lacs) in respect of all such outstanding derivative contract (by marking them to market) as on the Balance Sheet date has been recognized 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.

Note : 27.4 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.

Note : 27.5 Balance of loans and advances, sundry debtors, sundry creditors and deposits are subject to adjustments, reconciliation and confirmation by the parties.

Note : 27.6 Bank certificates are obtained for bank balances, but wherever bank certificates could not be obtained we have relied on bank statements.

Note : 28 Previous year's figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

As per our report of even date

For C. J. Shah & Associates
Chartered Accountants

Chandrakant J. Shah
Proprietor
Membership No. 33802
Firm Registration No.109522W
Place : Mumbai
Date : May 28, 2014

For and on behalf of the Board of Directors

Parag S. Kothari
Chairman & Joint Managing Director

Sharadchandra S Kothari
Managing Director

Chandrakant Bhagwat
Company Secretary

NOTES

ATTENDANCE SLIP

JAYSYNTH DYESTUFF (INDIA) LIMITED

Regd. Office : 301, Sumer Kendra, P.B.Marg, Worli, Mumbai - 400 018
CIN: L24114MH1985PLC035564 Tel. No.: 022-30423048 Fax No.: 022-30423433
E-mail: jsec@jaysynth.com Website: www.jaysynthdyestuff.com

Folio No.:	DP ID :
Client ID No.:	No. of shares held

I/We record my/our presence at the 29th Annual General Meeting of the Company to be held on Friday, September 19, 2014 at 301, Sumer Kendra, P.B. Marg, Worli, Mumbai 400 018 at 10.00 a.m.

_____ _____

Name of the Shareholder / Proxy (In Block Letters) Signature of the Shareholder / Proxy

NOTE :
You are requested to sign and handover this slip at the entrance of the meeting venue.

NOTES

PROXY FORM

JAYSYNTH DYESTUFF (INDIA) LIMITED

Regd. Office : 301, Sumer Kendra, P.B.Marg, Worli, Mumbai - 400 018
CIN: L24114MH1985PLC035564 Tel. No.: 022-30423048 Fax No.: 022-30423433
E-mail: jsec@jaysynth.com Website: www.jaysynthdyestuff.com

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Regd. Address	
E-mail ID	
Folio No./ Client ID	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

Name_____

Address _____

E-mail ID _____ Signature _____

or failing him / her

Name_____

Address _____

E-mail ID _____ Signature _____

or failing him / her

Name_____

Address _____

E-mail ID _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting to be held on Friday, September 19, 2014 at 301, Sumer Kendra, P.B. Marg, Worli, Mumbai 400 018 at 10.00 a.m. and at any adjournment thereof in respect of such resolutions.

Sr. No.	Resolutions	Optional*	
	Ordinary Business	**For**	**Against**
1	Ordinary Resolution for Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014.		
2	Ordinary Resolution for declaration of dividend on Equity Shares.		
3	Ordinary Resolution for re-appointment of Shri. Nikhil S. Kothari as a Director of the Company.		
4	Ordinary Resolution for Appointment of the Statutory Auditors.		
	Special Business		
5	Ordinary Resolution for appointment of Shri. Rajendra M. Desai as Independent Director of the Company.		
6	Ordinary Resolution for appointment of Shri. Prakash M. Kale as Independent Director of the Company.		
7	Ordinary Resolution for appointment of Shri. Bhavesh V. Panjuani as Independent Director of the Company.		
8	Ordinary Resolution for appointment of Shri. Kulinkant N. Manek as Independent Director of the Company.		
9	Special Resolution for appointment of Shri. Sharadchandra S. Kothari as the Managing Director of the Company.		
10	Special Resolution for adoption of new set of Articles of Association of the Company.		
11	Ordinary Resolution for appointment of Cost Auditor of the Company for the financial year 2014-15.		

Signed this _____ day of _____ 2014

Affix ₹ 1/- Revenue Stamp

_____ Signature of shareholder

_____ Signature of Proxy holder(s)

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

NOTES

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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.