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JAYSYNTH

Right Quality - Right Price

JAYSYNTH DYESTUFF (INDIA) LTD.

301, Sumer Kendra, Pandurang Budhkar Marg,
Worli, Mumbai - 400 018, India

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

Fax : +91-22-3042 3433 / 3434 (2 Lines)

E-mail : info@jaysynth.com

Web : www.jaysynth.com

JDIL/RCT/733

July 17, 2008

The Secretary.,
The Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 023.

Kind Attn:- Mr.Sanjay Golecha (DCS-CRD)

Dear Sirs,

Ref:- Your Circular No.LIST/psr/rk/2003, dt.03/01/2003

Sub:- Secretarial Audit

Vide your above referred Circular, it was informed that, vide SEBI Circular No.DXCC/FITTC/CIR-16/2002, dt.31/12/2002 all issuer companies are subject to a Secretarial Audit for the purposes of reconciliation of the Total Admitted Capital with both the depositories and the Total Issued and Listed Capital.

We are forwarding herewith Audit Certificate of Mr.Nilesh G. Shah,a Practicing Company Secretary for the quarter ended 30/06/2008.

We request you to take the same on your record and oblige.

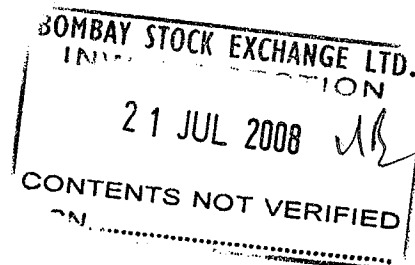
Thanking you, we remain,

Yours faithfully,
For **JAYSYNTH DYESTUFF (INDIA) LIMITED**

M. Patil

[MANGESH PATIL]
COMPLIANCE OFFICER

Encl: As above.



NILESH G. SHAH

B.Com., LLB. (G), F.C.S.

Company Secretary

Ref.: _____

To,
The Board of Directors,
Jaysynth Dyestuff (India) Ltd.
MUMBAI

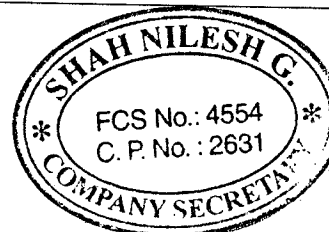
SUB: Secretarial Share Capital Audit Certificate in terms of Regulation 55A of SEBI
(Depositories & Participants) Regulations, 1996

Dear Sirs,

I have examined the Register of Members, Beneficiary details furnished by the depositories and other records / documents maintained by **M/s. Jaysynth Dyestuff (India) Limited** (hereinafter referred to as "the Company") and **M/s. Sharepro Services (India) Private Limited** (Formerly known as M/s. Sharepro Services), the Registrar and Transfer Agent of the Company, for issuing of this certificate in accordance with circular D&CC/FITTC/CIR-16/2002 dated December 31, 2002 issued by the Securities and Exchange Board of India read with Regulation 55A of SEBI (Depositories & Participants) Regulations, 1996.

In my opinion and to the best of my information and according to the explanations given to me and based on such verification as considered necessary, I hereby certify that:

1	For Quarter Ended	30.06.2008	
2	ISIN	INE703C01025	
3	Face Value	Equity Shares of Rs. 1/- each	
4	Name of the Company	M/s. Jaysynth Dyestuff (India) Limited	
5	Registered Office Address	301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018.	
6	Correspondence Address	As above	
7	Telephone & Fax Nos.	Tel. No. 3042 3048 Fax No. 3042 3433	
8	Email Address	jaysynth@bom3.vsnl.net.in	
9	Names of the Stock Exchanges where the Company's securities are listed	Bombay Stock Exchange Limited (BSE)	
		Number of Shares	% of Total Issued Capital
10	Issued Capital (Excluding unlisted 7,00,000 9% Non-Convertible Cumulative Preference Shares of Rs. 10/- each)	8689700	
11	Listed Capital (as per company records) BSE	8689700	
12	Held in dematerialised form in CDSL	424714	4.89
13	Held in dematerialised form in NSDL	8012287	92.20
14	Physical	252699	2.91
15	Total No. of shares (12+13+14)	8689700	100.00
16	Reasons for difference if any, between (10&11), (10&15), (11&15)	N.A.	



[Signature]
16/07/08

NILESH G. SHAH

B.Com., LL.B. (G), F.C.S.

Company Secretary

Ref.: _____

17	Certifying the details of changes in share capital during the quarter under consideration as per Table Below:					
Particulars ***	No. of Shares	Applied/ Not Applied For Listing	Listed on Stock Exchanges (Specify Names)	Whether Intimated to CDSL	Whether Intimated to NSDL	In-principal Approval Pending for SE (Specify Names)
N.A.						
*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify).						
18	Register of Members is updated (Yes/No) If not, updated up to which date.				Yes	
19	Reference of previous quarter with regard to excess dematerialized shares, if any.				Nil	
20	Has the Company resolved the matter mentioned in Point No. 19 above in the current quarter? If not, reason why?				N.A.	
21	Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay.					
Total No. of Demat Request		No. of Request		No. of Shares		Reasons for Delay
Confirmed after 21 Days (From the date of receipt of DRF by RTA)		---		---		---
Pending for more than 21 days (From the date of receipt of DRF by RTA)		---		---		---
22	Name, Telephone & Fax No. of the Compliance Officer of the Company		Mr. Mangesh Patil Tel. No. 3042 3048 Fax No. 3042 3433			
23	Name, Address, Tel. & Fax No., Registration no. of the Auditor		Nilesh G. Shah (C.S.) 404/B, Poonam Sagar, Poonam Nagar, Off Mahakali Caves Road, Andheri (E), Mumbai - 400 093. Tel. 2820 3582 Tel. Fax No. 2820 7824 FCS No.4554 C.P. No.2631			
24	Appointment of common agency for share registry work If yes (name & address)		M/s. Sharepro Services (India) Private Limited Satam Estate, 3 rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri - 400 099			
25	Any other details that the auditor may like to provide. (E.g. BIFR company, delisting from SE, company changed its name etc.)					
Nil						

Place : Mumbai

Date : 16/07/08



[Signature]
16/07/2008

SHAH NILESH G.
Company Secretary
Proprietor
FCS No. 4554 C.P. No. 2631



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JDIL/RCT/734

July 17, 2008

National Securities Depository Ltd.
Trade World, 4th fl., Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
MUMBAI - 400 013.

✓ Central Depository Services (India) Ltd.,
: 28th Floor, P.J. Towers,
: Dalal Street,
: MUMBAI - 400 23.

Dear Sirs,

**Sub:- Submission of Compliance Certificate u/n Regulation 54(5) of the
SEBI (Depositories and Participants) Regulations, 1996**

With reference to above, we are forwarding herewith Certificate of Practicing Company Secretary, Mr. Nilesh G. Shah for a period from 01/04/2008 to 30/06/2008 in respect of Dematerialisation of shares of the Company.

We request you to take the same on your record and oblige.

Thanking you, we remain,

Yours faithfully.,

For **JAYSYNTH DYESTUFF (INDIA) LIMITED**

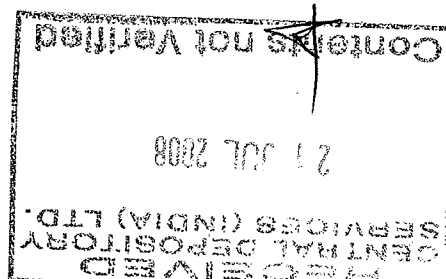
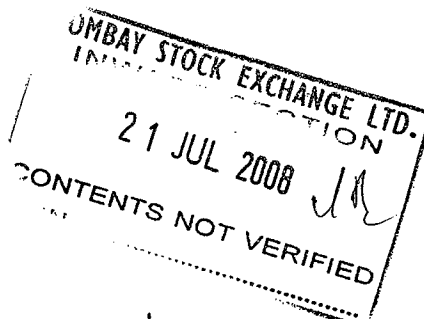
M. Patil

**[MANGESH PATIL]
COMPLIANCE OFFICER**

Encl: As above.

C.C. To,

The Secretary.,
The Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers, Dalal Street,
MUMBAI - 400 023.



Ref.: _____

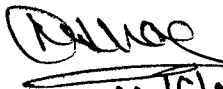
**Certificate for Dematerialisation of Shares
of M/s. JAYSYNTH DYESTUFF (INDIA) LIMITED**

I have examined all relevant Books, Registers, Forms, Documents and papers in the office of registrar and transfer agents of the Company **M/s. Sharepro Services (India) Private Limited**, in respect of dematerialisation of valid application of the shares favoring NSDL in respect of **M/s. Jaysynth Dyestuff (India) Limited** between 1st April, 2008 to 30th June, 2008.

The above documents are examined for the purpose of issuing Certificate as requested by the Company in connection with the relevant provisions of the regulation 54 (5) of the SEBI (Depositories & Participants) Regulation, 1996 and to meet the requirements as imposed by relevant Depositories and in this connection and to the best of the information and explanation produced before me and based on the test checking carried out, I understand that the Company has followed the procedure mentioned in the SEBI guidelines for dematerialisation of shares and :

1. The Register of members of the Company was accordingly amended and the shares were transferred in favour of the transferee.
2. The Company has adequate procedures and has satisfied itself that the transferee (or their authorised representative) and the entity requesting the dematerialisation are one and the same before confirming the dematerialisation request, the Company has further amended its register of members to indicate the transfer from the transferee to NSDL.
3. The share certificates in respect of the shares sent for dematerialisation have been duly defaced, mutilated and cancelled and the name of NSDL has been duly substituted as the registered owner.
4. The Company has adequate systems to ensure that the investor does not lose his corporate benefits on account of the transfer entries made in favour of NSDL.

The above certificate has been given based on the information produced before me by **M/s. Sharepro Services (India) Private Limited**, Registrar and Transfer Agent of the Company.


SHAH NILESH G.
Company Secretary,
C.P. No:2631

