

JAYSYNTH DYESTUFF (INDIA) LIMITED

NOTICE

NOTICE is hereby given that the Twenty-Sixth 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, the 12th day of August, 2011 at 10.00 a.m. to transact the following business:-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at March 31st, 2011 and the Profit and Loss Account of the Company for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Shri P.M. Kale, as a Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to Sections 198,269,309,310 and other applicable provisions, if any, of the Companies Act, 1956 (the Act), read with Schedule XIII of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the company hereby approves the appointment and the terms of appointment of Shri Parag S. Kothari as Managing Director for a period of five years with effect from 1/06/2011 upon principal terms and conditions set out in the explanatory statement annexed to the notice convening this meeting with liberty and power to the board of directors (hereinafter referred to as "the Board" which expression shall also include the principal remuneration committee of the board), in the exercise of its discretion, to grant increment and to alter and vary from time to time the terms and conditions of the said appointment.

RESOLVED FURTHER THAT the board be and is hereby authorized to do all such act, deeds and matters and things as may be necessary, proper expedient or desirable to give effect to this resolution and/or to make modification as may be deemed to be in the best interest of the company."

BY ORDER OF THE BOARD

MUMBAI: 30th May, 2011
Registered Office :
301,"Sumer Kendra"
Pandurang .Budhkar Marg,
Worli, Mumbai - 400 018

P. S. Kothari
Chairman & Managing Director



NOTES: -

01. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
02. The explanatory statement pursuant to Section 173 of the Companies Act, 1956 in respect of special business of the above notice is annexed hereto.
03. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 05th August, 2011 to Wednesday 10th August, 2011 (Both days inclusive) (both days inclusive).
04. The Shares of the Company are listed on The Bombay Stock Exchange Ltd. The Company has paid up-to-date the Annual Listing fees to The Bombay Stock Exchange Ltd., Mumbai.
05. Members are requested to quote Folio Numbers /Client ID and DP ID numbers in all their correspondence.
06. Members are requested to send all their documents and communications pertaining to shares to the Company's Registrar and Share Transfer Agents M/s. Sharepro Services (India) Pvt. Ltd. at any of their addresses given below.
07. Members are requested to intimate change in their address immediately to the Company's Registrar and Share Transfer Agents at any of their addresses given herein below.
08. Members holding Shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant Share Certificates to the Company's Registrar and Share Transfer Agents M/s. Sharepro Services (India) Pvt. Ltd. at any of their addresses given below.
09. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
10. In terms of Section 109A of the Companies Act, 1956, the Shareholder(s) of the Company may nominate a person. Shareholder(s) desires of availing this facility may submit nomination Form 2B to the Company's Registrar and Share Transfer Agents M/s. Sharepro Services (India) Pvt. Ltd. at any of their addresses given below.
11. In terms of Notification issued by the Security and Exchange Board of India, Equity Shares of the Company are under compulsory demat trading by all investors. Shareholders are, therefore, advised to dematerialize their shareholding to avoid inconvenience in future.
12. Members are requested to bring their copies of Balance Sheet at the Annual General Meeting.
13. The members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.

14. Members are requested to quote Ledger Folio Number/ ID Number and DP Number in all their correspondence.
15. Pursuant to the recommendation of SEBI Committee on Corporate Governance for re-appointment of retiring Directors, the relevant details of the concerned Director, are provided in the Report on Corporate Governance forming part of the Annual Report.
16. The Securities and Exchange Board of India ("SEBI") has vide its circulars Ref.No.MRD/DoP/Cir-05/2009 dated 20th May, 2009 and Ref.No.SEBI/MRD/ DoP/ SE/RTA/Cir-03/2010 dated 7th January, 2010 specified that for securities market transactions and off-market/private transactions involving transfer/transmission of shares, deletion of name of deceased shareholders(s) and transposition of names in respect of shares held in physical form of listed companies, it shall be mandatory for the transferee(s) /shareholder(s) to furnish copy of PAN card to the Company/Registered TransferAgent (RTAs) for registration of such transfer/ transmission of shares or other requests, as aforesaid. All shareholder(s) desirous of lodging physical shares for any of the aforesaid should therefore invariably furnish copy of their PAN card at the time of lodging requests for such matters together with all requisite documents to the Company/RTA for necessary action, to avoid inconvenience.

Registrar & Transfer Agents:

M/S.Sharepro Services (India) Pvt. Ltd.

(Unit: Jaysynth Dyestuff (India) Ltd.)

1. 13ab, Samhita Warehousing Complex,
Second Floor, Sakinaka Telephone
Exchange Lane, Off. Andheri Kurla Road,
Sakinaka, Andheri (East), Mumbai - 400 072.

2. 912,Raheja Centre,
Free Press Journal
Nariman Point,
Mumbai – 400 021.

BY THE ORDER OF THE BOARD



P. S. Kothari

Chairman & Managing Director

Registered Office:

301,"Sumer Kendra"

Pandurang Budhkar Marg,

Worli, Mumbai - 400 018.

Explanatory Statement Pursuant To Section 173 of The Companies Act,1956.

Item No. 4:

As the members of the Company are aware Shri P.S.Kothari was appointed as Managing director of the company w.e.f. 01/06/2006 for a period of five years. Shri P.S. Kothari's term of office as a managing director of the company will expire on 31st May, 2011 and at the meeting of the board of directors held on 30th May, 2011, Shri P.S.Kothari is re-appointed as a managing director of the company for a period of five years w.e.f. 1st June, 2011 with revised remuneration and members' approval is sought for his re-appointment.

On the recommendations of the Remuneration Committee, the Board, vide Resolution passed on 30th May, 2011 approved the terms and conditions of the re-appointment of Shri Parag S. Kothari as Managing Director, subject to the approval of the shareholders at the ensuing General Meeting. The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Shri Parag S.Kothari as Managing Director and the remuneration payable to him.

As required under Section 302 of the Companies Act, 1956 (the Act), an abstract of the main terms and conditions of the appointment of Shri Parag S. Kothari as Managing Director together with the Memorandum of concern or interest, is given below:

1. Tenure of Agreement :

For a period of 5 years commencing from 01st June, 2011 to 31st May, 2016.

2. Nature of Duties :

- (a) Shri Parag S. Kothari shall attend to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company any other executive body or any committee of the Company.
- (b) Shri Kothari undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

3. (a) **Remuneration** : Basic salary upto a maximum of Rs.1,00,000/- per month. The next annual increment will be effective from 1st April 2012. The annual increments which will be effective 1st April each year, will be decided by the Board and will be merit-based and also take into account the Company's performance.

Allowances – at the rate not exceeding Rs.10,000/- per month.

- (b) **Bonus /Ex-gratia** : As may be determined by the Board of Directors of the Company.

- (c) **Commission** : On the net profits of the Company determined in accordance with the relevant provisions of the Companies Act, 1956 at a rate to be determined by the Board of Directors from time to time at a maximum limit of 1% of the net profit of the Company , but not exceeding an amount equivalent to twice the salary in (a) above. The commission may be paid on pro-rata basis every month or on annual basis or partly monthly and partly annual basis at the discretion of the Board.

- (d) **Minimum Remuneration** : In the event of inadequacy or insufficiency of profits as per Schedule XIII of the Companies Act, 1956 or other applicable laws, Company will pay remuneration as stated herein.

He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.

4. Perquisites :

- i. **Housing Accommodation** - Company's owned/hired/leased accommodation or House Rent Allowance as per the Company's policy subject to a maximum of 50% of the basic salary in lieu of Company provided accommodation, along with benefits of gas, fuel, water, electricity, telephones as also upkeep of and maintenance of such accommodation.
- ii. **Leave Travel Allowance** - Once in a year for self and family, subject to a ceiling of one month's basic salary.
- iii. **Travelling** - Spouse accompanying on any official domestic and overseas trip will be governed as per the policy of the Company.
- iv. **Medical Reimbursement** - Reimbursement of domiciliary expenses incurred in India for self and family at actuals. Reimbursement of additional medical insurance

premium upto Rs.15,000/- per annum for self and family and hospitalization expenses not covered under the insurance policy for self and family at actuals.

- v. **Club Fees** - Fees of one Corporate Club in India (including admission and membership fee)
- vi. **Provident Fund** - As per the Rules of the Company
- vii. **Leave and Encashment of Leave** - As per the Rules of the Company
- viii. **Gratuity** - As per the payment of Gratuity Act on completion of five years of continuous service with the group.
- ix. **Personal Accident Insurance** - Coverage of Rs.10,00,000/- for self as per the Rules of the Company.
- x. **Car** - Car for use on Company's business as per the policy of the Company.
- xi. **Education allowance** - Children education allowances will be paid as may be decided by the Board of Directors.
- xii. **Entertainment expenses** – Reimbursement of entertainment actual expenses properly incurred in the course of business of the Company.

5. Other Terms :

1. All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to Shri Kothari, unless specifically provided otherwise.
2. The terms and conditions of appointment of Shri Kothari also include clauses pertaining to adherence with the Company's Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
3. Shri Kothari shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
4. The terms and conditions of the appointment of Shri Kothari may be altered and varied from time to time by the Board as it may, in its discretion deem fit,

irrespective of the limits stipulated under Schedule XIII to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Shri Kothari, subject to such approvals as may be required.

5. This appointment may be terminated by giving six months' notice on either side or the Company paying six months' remuneration in lieu of such notice.
6. The employment of Shri Kothari may be terminated by the Company without notice or payment in lieu of notice:
 - (a) If Shri Kothari is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
 - (b) In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by Shri Kothari of any of the stipulations contained in the Agreement to be executed between the Company and Shri Kothari; or
 - (c) In the event the Board expresses its loss of confidence in Shri Kothari.
7. In the event Shri Kothari is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate the contract on such terms as the Board may consider appropriate in the circumstances.
8. Upon the termination by whatever means of Shri Kothari's employment :
 - (a) Shri Kothari shall immediately tender his resignation from office as a Director of the Company and from such other offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorized to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries and associated companies of which Shri Kothari is at the material time a Director or other officer;
 - (b) Shri Kothari shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries and associated companies.

9. If and when the Agreement expires or is terminated for any reason whatsoever, Shri Kothari will cease to be the Managing Director and also cease to be a Director. If at any time, Shri Kothari ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and the Agreement shall forthwith terminate. If at any time, Shri Kothari ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Managing Director of the Company.

The draft of the agreement to be entered into by the company with Shri P.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.

The above may be treated as an extract of the terms of appointment between the company and Shri P.S.Kothari pursuant to Section 302 of the Companies Act, 1956.

Shri Parag S. Kothari himself and Shri Nikhil S. Kothari as a relative of Shri Parag S. Kothari are deemed to be concerned or interested in the resolution. No other Director is concerned or interested in the Resolution.

REGD.OFFICE:
301, Sumer Kendra,
P.B. Marg, Worli,
Mumbai - 400 018.

MUMBAI: 30th May, 2011

BY THE ORDER OF THE BOARD



P. S. Kothari
Chairman & Managing Director

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	Parag Sharadchandra Kothari	Prakash Mahadeo Kale
Date of Birth	31st January, 1967	08th December, 1948
Date of Appointment	26th April, 2006	28th January, 2006
Experience	He has a bachelor degree in Electrical Engineering from Moore School and Bachelor in Economics from Wharton School, University of Pennsylvania, USA. He is having wide and varied experience in Industry and Trade of over nineteen years.	He is B.Tech., Chemical Engineer from UDCT, Madras. 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.
Directorship held in other Public Companies	Nil	Nil
Committee position held in other Companies	<u>Chairman</u> Shareholders'/Investors' Grievance Committee – Jaysynth Dyestuff (India) Ltd.	<u>Member</u> 1. Audit Committee 2. Remuneration Committee
No. of Shareholdership		
a) Own	14,44,618 Equity Shares (16.62%)	NIL
b) For others on beneficial basis	NIL	NIL

JAYSYNTH DYESTUFF (INDIA) LIMITED

Directors' Report

Your Directors hereby present their Twenty Sixth Annual Report for the year ended March 31, 2011.

1. Financial Results :

The financial results of your company for the year ended March 31, 2011 as compared to the previous year ended March 31, 2010 are summarized below:

(Rs. in Lacs)		
Particulars	Year ended March 31, 2011	Year ended March 31, 2010
Gross Sales	9377.44	8641.60
Other Income	417.98	228.74
Total Income	9795.42	8870.34
Profit before extraordinary items & depreciation	682.31	655.07
Depreciation	(48.92)	(37.57)
Profit for the Year	633.39	617.50
Provision for Tax & Wealth Tax	(128.63)	(106.42)
Excess/(Short) Provision for Tax & FBT	(0.02)	0.10
Deferred Tax	(58.00)	79.25
Profit after Tax	446.74	590.43
Transfer to Capital Redemption Reserve	(70.00)	0
Transfer to General Reserve	(200.00)	(250.00)
Balance Brought Forward	1157.63	817.20
Balance Carried to Balance Sheet	1334.37	1157.63

2. Dividend :

The Directors do not recommend any dividend for the year ended March 31, 2011 with a view to plough back the profit for the growth requirement of business.

3. Review of operations :

The Net sales for the year ended March 31, 2011 was Rs.9377.44 lacs, with increase of 8.51%, as against Rs.8641.60 lacs for the corresponding previous year. Operating margins were under pressure due to increase in input cost and expenses. Net profit after tax is lower as compared to previous year on account of higher tax incidence. The company is slowly consolidating its position in highly competitive business segment in which it operates.

4. Finance :

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

5. 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 out standing deposits under Non-Banking Financial Companies (Reserve Bank) Directions, 1966 and Companies (Acceptance of Deposits) Rules, 1955.

6. Directors :

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

7. Particulars of Employees :

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

8. 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 forming part of this Report.

9. Auditors :

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

10. Director's Responsibility Statement :

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

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. such accounting policies have been selected and applied them consistently and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company in the Balance Sheet as at March 31, 2011 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.

11. Cost Accounting Records :

Cost accounting records for the year ended March 31, 2011 were maintained as per Cost Accounting Records Rules. M/s. S. D. Shenoy & Company, Cost Accountants are to be appointed as Cost Auditors of the Company with the approval of Central Government to audit the cost accounts for the year ended March 31, 2012.

12. Awards and Accolades :

Basic Chemicals, Pharmaceuticals & Cosmetics Export Promotion Council (CHEMEXIL) has bestowed to your Company "**GOLD AWARD**" for outstanding export performance in 'Dyes and Dye Intermediates Panel' during 2007-2008 on 6th January, 2011.

13. Corporate Governance :

As per clause 49 of the listing agreement with the Stock Exchange, a separate section on corporate governance practices followed by the Company together with a certificate from the Company's auditors confirming compliance is set out in the Annexure forming part of this report.

14. Management Discussion and Analysis Report :

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

15. Industrial Relations :

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

16. Acknowledgment :

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

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Mumbai: 30th May, 2011

**PARAG S. KOTHARI
CHAIRMAN & MANAGING DIRECTOR**



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, 2011.

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

A: Power & Fuel Consumption :

1. Electricity :	2010-11	2009-10
a) Purchased:		
Units (in KWH)	314902	139361
Total Amount (Rs. In million)	2.12	1.03
Rate/Unit (Rs.) Average	6.76	7.39
b) Own Generation :		
Through Diesel Generator Units (in KWH)	68100	22814
Units per litre of Diesel Oil	4.77	4.03
Cost/Unit (Rs.)	8.45	9.24
2. Furnace Oil & LDO		
Quantity (K. Litres)	-	-
Total Amount	-	-
Average Rate (Rs./Litre)	-	-
3. Other/Internal Generation	-	-

B: Consumption per unit of Production :

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

Form B: Form of Disclosure of particulars with respect to absorption of Technology & Research & Development (R&D) 2005-06.

Research & Development :

Nil

I. Specific Areas In which R & D was carried out by the Company:

Nil

ii. Benefits Derived as a result of above R & D:

Nil

iii. Future Plan of action:

Nil

iv. Expenditure on R & D:

Nil

V. Technology, Absorption, Adaptation & Innovation:

Nil

Vi. Foreign Exchange Earnings & Outgo :

(Rs. In Million)

	2010-11	2009-10
Foreign Exchange Earned	614.54	540.46
Foreign Exchange Used	84.92	86.72

Annexure-II To The Directors' Report **Corporate Governance Report**

1. The Company's Philosophy on Corporate Governance :

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

2. Board of Directors :

2.1 Composition of Board :

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

2.2 Number of Board Meetings and Attendance :

During the year under review, five Board Meetings were held on 12th May, 2010, 9th August, 2010, 20th September, 2010, 12th November, 2010 and 14th February, 2011.

2.3 Details of the Directors of the Company :

The Board Consists of five Directors, comprising of four Non-Executive Directors, out of these three are Independent Directors. The composition of the Board of Directors and details of the directors with regards to their category, other Indian directorships (other than Section 25 Companies), positions in either Audit Committee and/or Shareholders'/Investors' Grievance Committee as well as attendance at Board Meeting/Annual General Meeting are as follows :

Name Of Director	Category	No. Of Other Directorship		Directorship & Committee Memberships/ Chairmanship		No. of Board Meeting Attended	Attended Last Agm
		Public	Private	Committee Membership	Committee Chairmanship		
Shri Rajendra Maganlal Desai	Non-Executive Independent Director	1	-	-	-	5	Yes
Shri Parag Sharadchandra Kothari	Managing Director	1	9	-	-	5	Yes
Shri Prakash Mahadeo Kale	Non-Executive Independent Director	-	-	-	-	5	Yes
Shri Nikhil Sharadchandra Kothari	Promoter Non-Executive Director	1	10	-	-	5	Yes
Shri Dhansukh Nanalal Shukla	Non-Executive Independent Director	3	2	3	1	5	Yes

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

2.4 Directors appointed / ceased :

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

2.5 Brief Profile of Directors seeking re-appointment :**Shri P. S. Kothari :**

Shri Parag Sharadchandra Kothari was appointed as Managing director of the company w. e. f. 01/06/2006 for a period of five years. He has a bachelor degree in Electrical Engineering from Moore School and Bachelor in Economics from Wharton School, University of Pennsylvania, USA. He is having wide and varied experience in Industry and Trade of over nineteen years.

Shri P.M. Kale :

Shri Prakash Mahadeo Kale, a Director of the Company since 28.01.2006. He is B.Tech., Chemical Engineer from UDCT Madras. 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.

2.6 Review of Compliance Reports by the Board of Directors :

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

2.7 Code of Conduct :

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

2.8 Information to the Board:

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

- Annual Operating Plans and Capital budgets and any updates in connection there with.
- Quarterly results of the Company.
- Minutes of the meetings of the Audit Committees of the Board.
- Terms of reference of the Committee of the Board.
- Statutory Compliance Certificate.
- Information on appointment and resignation of senior officer of the Company.
- Significant labour problems, if any, at any of the plant locations of the Company.
- Information on strikes, lockouts, retrenchment, fatal accidents, dangerous occurrences, any material effluent or pollution problems or any other materially important incident, if any.
- Show cause, demand, prosecution notices and penalty notices of material importance.
- Any material default in financial obligations to and by the Company, or substantial non recovery for sale of goods by the Company.
- Non-compliance of any regulatory, statutory, or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

- Sale of a material nature, of investments and/or assets, which are not in the normal course of business.
- Any issue involving possible public or product liability claims of substantial nature, including any judgment or order which may have passed stricture on the conduct of the Company.

3. Committees of The Board :

3.1 Audit Committee :

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

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

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

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

Directors	Designation	Category	Audit Committee Meeting	
			Held	Attended
Shri Rajendra M. Desai	Chairman	Independent Director	4	4
Shri Prakash M. Kale	Member	Independent Director	4	4
Shri Dhansukh N. Shukla	Member	Independent Director	4	4

3.2 Share Transfer/Investors' Grievances Committee :

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

Term of Reference :

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

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

Directors	Designation	Category	Share Transfer / Investors' Grievances Meeting	
			Held	Attended
Shri Rajendra M. Desai	Chairman	Independent Director	3	3
Shri Parag S. Kothari	Member	Executive Director	3	3
Shri Nikhil S. Kothari	Member	Non-executive Promoter Group	3	3

During the year under review 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.

3.3 Directors' Remuneration Committee:

Terms of Reference :

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

Composition :

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

During the period under review no meeting of the Committee was held.

Remuneration paid to Directors During the Year ended March 31, 2011 is as under :

Name of Directors	Sitting Fees (Rs.)	Salaries & Perquisites (Rs.)	Contribution To Provident Fund (Rs.)	Other Perquisites (Rs.)	Total (Rs.)
SHRI RAJENDRA M. DESAI	9,000	-	-	-	9,000
SHRI PARAG S. KOTHARI	-	17,28,378	129,600	-	18,57,978
SHRI PRAKASH M. KALE	9,000	-	-	-	9,000
SHRI NIKHIL S. KOTHARI	5,000	-	-	-	5,000
SHRI DHANSUKH N. SHUKLA	9,000	-	-	-	9,000

4. General Body Meetings :

Details of last three Annual General Meetings are as under:

Annual General Meetings :

Date	Venue	No. of Special Resolution Passed
23rd AGM 26th September, 2008	301, Sumer Kendra, Pandurang Budhkar Marg, Worli, Mumbai- 400 018.	NIL
24th AGM 7th August, 2009	301, Sumer Kendra, Pandurang Budhkar Marg, Worli, Mumbai - 400 018.	<ol style="list-style-type: none">1. A Special Resolution under provisions of Sections 198, 269, 309 and 310 of the Companies Act, 1956 read with Schedule XIII to seek approval of Shareholders of the Company to the revision of salary of Shri Parag S. Kothari w.e.f. 1st April, 2009, for the remaining tenure of the office expiring on 31.05. 2011 by increasing his basic salary from Rs. 60,000 to Rs. 90,000/- per month was passed.2. A Special Resolution under provisions of Section 163 of the Companies Act, 1956 to keep the Registers, indices, Annual Returns and documents annexed thereto as required under Sec.161 of the Companies Act, 1956 kept at new office premises of M/s. Sharepro Services (India) Private Ltd. at 13AB Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, off Andheri Kurla Road. Sakinaka, Andheri (East), Mumbai - 400 072 in place their present Office premises at Satam Industrial Estate, Cardinal Gracious Rd. above Bank of Baroda, Chakala, Andheri (E), Mumbai - 400099.
25th AGM 20th September, 2010	301, Sumer Kendra, Pandurang Budhkar Marg, Worli, Mumbai- 400 018.	NIL

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

5. Disclosures :

5.1 Related Party Transactions:

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

5.2 Compliances by the Company :

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

5.3 Accounting Standard :

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

5.4 Risk Management :

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

6. Means of Communication :

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

Shri Parag S. Kothari, Managing Director & CEO and Shri Mangesh Patil, Chief Manager Accounts & Compliance Officer issued a Certificate to the Board of Directors as prescribed under sub-clause V of Clause 49 of the Listing Agreement. The said certificate was placed before the Board Meeting held on 30th May, 2011 in which the Accounts for the financial year ended March, 2011 were considered and approved.

8. Shareholders Information :

(i) Annual General Meeting:

Date and Time : Friday 12th August, 2011 at 10.00 a.m.
Venue : 301, Sumer Kendra,
Pandurang Budhkar Marg, Worli,
Mumbai : 400 018.

(ii) Financial Calendar 2011-2012 – (Tentative and subject to change) :

Annual General Meeting: 12th August, 2011.

Adoption of audited /unaudited Financial Results for four quarters for FY 2011-12

Unaudited Financial Results for the Quarter ended 30th June - by 15th August 2011
Unaudited Financial Results for the Quarter ended 30th Sept. - by 15th November 2011
Unaudited Financial Results for the Quarter ended 31st Dec. - by 15th February 2012
Audited Financial Results for the year ending 31st March - by 30th May 2012

(iii) Book Closure Date:

08th August, 2011 to 12th August, 2011 (Both days inclusive)

(iv) Dividend Payment Date:

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

(v) Listing on the Stock Exchanges:

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

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

(vi) Dematerialization of Shares:

As on March 31, 2011, 84,50,828 Equity Shares of the Company are Dematerialised i.e. 97.25% of total issued equity share capital of the Company.

Registrar & Transfer Agents:

Sharepro Services (India) Pvt. Ltd.

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

Investor Relation Centre:

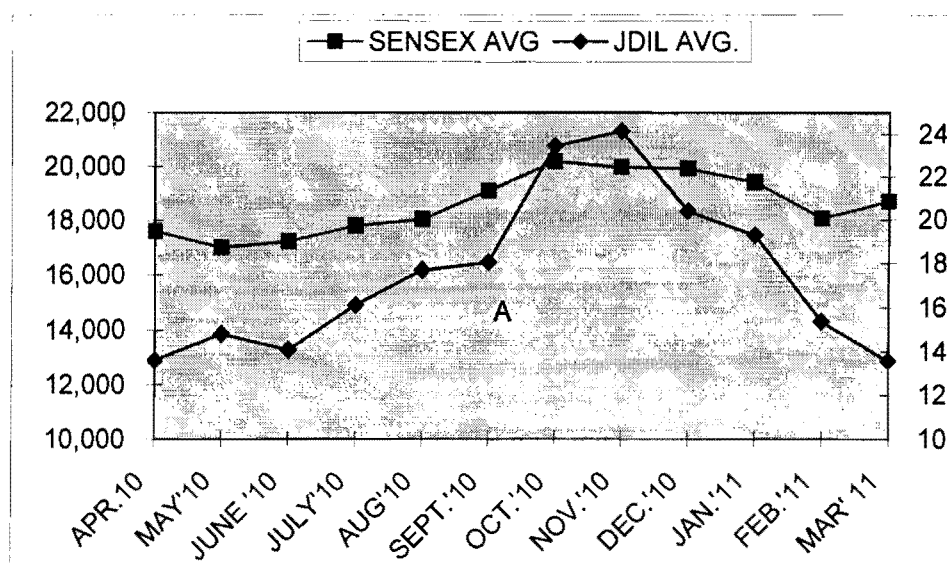
912, Raheja Centre,
Free Press Journal Road,
Nariman Point, Mumbai - 400 021.

(vii) Stock Price Performance - Jaysynth Dyestuff (India) Ltd. Vs. BSE Sensex April, 2010 to March, 2011 :

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

Market Price Data :

MONTH	HIGH	LOW
April'10	15.50	12.00
May'10	15.70	13.67
June'10	15.40	13.03
July'10	18.95	13.51
Aug.'10	20.00	14.95
Sept.'10	20.40	16.00
Oct.'10	32.80	17.80
Nov.'10	29.00	19.75
Dec.'10	22.00	17.50
Jan.'11	23.10	15.70
Feb.'11	17.15	12.65
Mar.'11	14.90	11.10



(viii) Share Transfer System:

The Board of Directors has Constituted Share Transfer/Investors Grievances committee as already mentioned earlier and has delegated the power of share transfer to this Committee. The Committee holds its meetings as and when required to consider all matters concerning transfer & transmission of shares. The company's shares are in compulsory Demat Mode and they are available for trading in the depository systems of both the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd.(CDSL). As on March 31, 2011, 84,50,828 Equity Shares of the Company stand dematerialized forming 97.25% of Company's issued and subscribed Equity Capital. The Company's International Security Identification Number is: **INE703C01025**.

(ix) Shareholding pattern as on March 31, 2011:

Particulars	No. of Shares Held	% of Shares Held
1. Promoters	52,89,710	60.87
2. Mutual Funds & UTI	4,800	0.06
3. Banks/ Financial Institutions	949	0.01
4. Private Corporate Bodies	4,40,328	5.07
5. Indian Public	29,37,094	33.80
6. *NRIs/OCBs	16,819	0.19
TOTAL	86,89,700	100.00

(x) Distribution of Shareholding as on March 31, 2011:

No. of Shares	No. of Shareholders	% of Total Shareholders	Total No. of Shares	% of Total Shares
Upto - 500	1146	68.38	2,49,699	2.87
501 - 1,000	205	12.23	1,80,574	2.08
1,001 - 2,000	126	7.52	1,94,833	2.24
2,001 - 3,000	56	3.34	1,34,725	1.55
3,001 - 4,000	36	2.15	1,32,798	1.53
4,001 - 5,000	30	1.79	1,37,015	1.58
5,001 - 10,000	33	1.97	2,37,030	2.73
10,001 - above	44	2.63	74,23,026	85.42
TOTAL	1676	100.00	86,89,700	100.00

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

Sr.No.	Name	No. of Shares
1.	Shri Nikhil S. Kothari	14,43,451
2.	Shri R. M. Desai	NIL
3.	Shri P.M. Kale	NIL
4.	Shri D.N. Shukla	NIL

(xii) Plant:

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

Processing Unit:

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

(xiii) Address for Correspondence :

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

Contact Person :

Ms. Indira Karkera – Vice President
M/S. Sharepro Services (India) Pvt.Ltd.
Unit : Jaysynth Dyestuff (India) Ltd.

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

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

OR

The Compliance Officer,
Jaysynth Dyestuff (India) Ltd.,
301, Sumerkendra, P.B.Marg,
Worli, Mumbai 400 018.
Tel. No. 022-30423048-49, Fax No. 022-30423434/33
E-Mail Address: info@jaysynth.com Investors' Complaint: jsec@jaysynth.com

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

1. Compliance with mandatory requirements:

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

2. Extent of Compliance with non-mandatory requirements:

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

- I) Remuneration Committee.
- II) Moving towards unqualified financial statements.

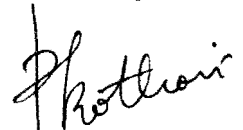
The Company does not complied with other non-mandatory requirements.

3. Certificate from Statutory Auditors -

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

Declaration of compliance with the Code of Conduct:

I hereby confirm that as required under Clause 49 of the Listing Agreement with The Bombay Stock Exchange Ltd., all Directors and Senior Management Personnel have affirmed compliance with Jaysynth Dyestuff (India) Ltd. Code of Conduct for the year ended March 31,2011.



P. S. Kothari

Chairman & Managing Director

Mumbai, May 30, 2011

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

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, 2011 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 explanation given to us, and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

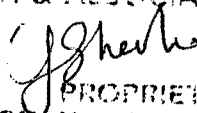
We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

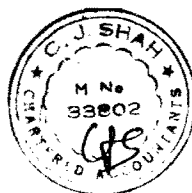
For **C.J.Shah & Associates**
Chartered Accountants

Chandrakant J. Shah
Proprietor
Membership No. 33802

Place: Mumbai
Date: May 30, 2011

For **C. J. SHAH & ASSOCIATES**


PROPRIETOR
FIRM REGN. No : 109522A



JAYSYNTH DYESTUFF (INDIA) LTD.

Annexure-III To The Directors' Report **Management Discussion and Analysis Report**

Overview :

Economy Overview :

The global economy is moving from post-crises recovery to slower but solid growth, with developing countries contributing almost half of global growth. The world economy is forecasted to grow at 4.4% in 2011. (Source: IMF) Manufacturing of developing and emerging economies is projected to grow at 6.4% in 2011. However, growth in advanced economies is projected at 2.2% in 2011. India's performance has been vigorous, with industrial production at a two-year high. Leading indicators like the production manufacturing index and measures of business and consumer confidence point up. India's GDP growth is projected at 8.7% in 2010-11 and at 8.5% in 2011-12 (Source: RBI). Robust corporate profits and favorable external financing will encourage investment. However, inflation at high levels, high commodity prices and hardening interest rates remain main challenges requiring focused attention at Government level.

Industrial Structure and Opportunity :

The Indian dyestuff industry is today self-sufficient with a majority of its inputs manufactured locally. India is currently producing all varieties of synthetic dyestuff and intermediates and has a presence in natural dyes also. India has emerged as a major supplier of dyestuff and dye intermediates, particularly for reactive, acid, vat and direct dyes. In India, small scale units account for a majority of dyestuff production. The small-scale producers concentrate on reactive dyes, acid dyes, and direct dyes whereas large companies concentrate on vat, disperse dyes and pigments. The installed capacity for dyestuff and intermediates is estimated at about 55,000 MT. per annum. 75% of dyes produced in the country is exported to countries like, the USA, Netherlands, U.K. Italy, Japan, Germany, Spain, Switzerland, Turkey, Singapore, Taiwan, Korea, Hong Kong, Thailand.

Indian dyestuff industry has a competitive edge. The huge potential of domestic demand and low per capita consumption of dyestuff compared to world average provide a strong potential for overall performance for Indian dyestuff industry. The Indian dyestuff industry is a potential powerhouse benefiting from comparative low labour costs, an excellent army of technical manpower and capabilities for research and development facilities, huge domestic market and thus poised to increase its share in global markets.

The business environment for dyestuff industry globally has been changing at a fast rate and if the Indian dyestuff business has to hold against competition, they have to change and adopt their strategies, methodology of working and organizational structure. Highly developed technology, in-depth research capabilities, backward and forward linkages and development of domestic capacity to reduce the dependence on imports are some of the crucial factors that need to be taken into consideration. Safety, health and environment protection issues have become the major talking point in the Indian dyestuff industry.

Escalation of crude oil prices, demanding international environment protection standards and sustaining low cost competitiveness has posed major challenges to the industry. The dyestuff industry is highly fragmented and is facing competition from Chinese imports. Dyes and intermediates is growing with good demands from domestic and export markets. However, the industry has to address the issues with respect to clean and green environment and to meet the competitive pressure from China and other markets. Dyestuff industry has the advantage of established textile manufacturing hub, low cost manpower and pool of technical experts. However, the textile industry is highly dependent on input costs and faces competition from low cost countries like Bangladesh, Vietnam, etc.

Company Overview :

The Company was able to sustain its business performance and registered a positive growth in sales. The Company remains a zero debt company with no long-term debt. The Company has created a benchmark in efficient management of working capital. Company's total sale grew from Rs. 8641.60 lacs to Rs.9377.44 lacs. Company's Export grew from Rs. 5609.22 lacs to Rs. 6190.96 lacs. Exports contributed 66.02% of total sales revenue.

During the year under review, Company's plant at Patalganga & processing Unit at Taloja had smooth operation. The Company's activity in digital ink is making good progress. Your Company is recognized in the domestic and international market as a reputed quality ink manufacturer. With a strong R&D your Company is now further developing. new digital inks for various segments like textile printing, outdoor flex printing and paper etc.

Risk and Internal Control Systems :

Risk assessment is linked to Company's overall short and medium term objectives. The changes in the tax laws, Government policies and regulatory requirement might effect the Company's business. With Indian economy coming out of recession, prices of inputs are expected to rise significantly. Whilst the Company continues to pursue cost reduction initiatives, increase in price of input materials could impact the Company's profitability to the extent that the same are not absorbed by the market through price increase and/or could have a negative impact on the demand in the market. The inflation is expected to be higher, which could further increase the interest rates. Our currency operations are subject to risk arising from fluctuations in exchange rates with reference to currencies in which we transact. These risks primarily relate to fluctuations of Euro and USD to INR, the management will take appropriate decisions to mitigate the risk. The Company is operating in highly competitive market which may exert pressure both on the top line as well as bottom line of the Company. There is no credit and liquidity risk foreseen by the Company due to its strong financial position.

The management has taken initiatives for mitigating the above mentioned risks. The following are the few initiative taken by the management- : Continuous improvement activities and implementing lean practices through the Company's production system. Retain and motivate talent by focused employee development programs. Enhance local research, development and testing capabilities. Focus on cost reduction, productivity, improvement and import substitution.

Outlook :

The Indian dyestuff industry has come out of its protected Market. The industry forms backbone of industrial development of India. Over the years, the industry has evolved from basic dyestuff producer to knowledge intensive industry with healthy growth. Dyestuff industry which caters to several key applications will be increasingly important for India and with expanding economic growth and per capita; it is poised to grow at nearly double the rate of growth of the overall economy. This offers unique opportunities for research and technology inputs to support and realize the growth potential and to bring the Indian dyestuff industry on the global map while meeting the needs of enhanced quality of life.

The size of Indian dyestuff industry is estimated at USD 4 billion and it holds about 7% share in global market. India has emerged as a global supplier of dyestuffs and dye intermediates. The dyestuff market is highly fragmented with high concentration in Maharashtra and Gujarat. There are about 50 large and medium players and over 900 small scale manufacturers. The per capita consumption of dyes is very low in India compared to the developed countries. The textile industry is largest end user of dyestuff. The Indian textile industry accounts for 4% of gross domestic product. It is estimated to expand significantly and this will provide opportunities to the dyestuff industry to grow and add value in the expanding market of fashion, formal and leisurewear garments.

Human Resources :

The Company had 81 employees as on 31st March, 2011 as against 53 employees as on 31st March, 2010. The Company continues its efforts to face challenging business environment by building the capability of its Human Resources through various initiatives in development and training of employees.

Cautionary Note :

The information and opinion expressed in this section of the Annual Report consists of certain "forward looking statements" which management believes are true to the best of its information at the time of its preparation. We shall not be liable for any loss, which, may arise as a result of any action taken on the basis of the information contained herein. The information contained herein may not be disclosed, reproduced, or used in whole or in part for any purpose or furnished to any other person without express prior written permission of the Company.

NILESH G. SHAH

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

Company Secretaries

Ref. _____

COMPLIANCE CERTIFICATE

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

The Members,
JAYSYNTH DYESTUFF (INDIA) LIMITED
Mumbai

We have examined the necessary registers, records, books and papers of **JAYSYNTH DYESTUFF (INDIA) LIMITED** as required to be maintained under the Companies Act, 1956 ('the Act'), and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure "B" to this certificate, with the Registrar of the Companies, Maharashtra, Mumbai or such other authorities as required under the Act and the rules made thereunder.
3. The status of the Company being Public Limited Company comment is not invited.
4. The Board of Directors duly met 5 (Five) times for meetings held on 12.05.2010, 09.08.2010, 20.09.2010, 12.11.2010 and 14.02.2011 respectively, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members and Share Transfer Books from 15.09.2010 to 20.09.2010 (Both Days Inclusive) and necessary compliance of Section 154 of the Companies Act, 1956 has been made in respect of the same.
6. The Annual General Meeting for the financial year ended on 31st March, 2010 was held on 20th September, 2010 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting was held during the financial year under review.
8. The Company has not advanced any loans to its directors and / or persons or firms or companies referred to in the Section 295 of the Act.



[Handwritten signature]
30/05/11

211-B (Back Side) 2nd Floor, Building No. 2, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East),
Mumbai - 400 069. Tel.: 2820 7824 / 2820 3582 E-mail: nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
Tel.: 2836 3419 Email: ngshah.cs@gmail.com

NILESH G. SHAH

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

Company Secretaries

Ref: _____

9. As explained by the management, the Company has not entered into any new contracts falling within the purview of provisions of Section 297 of the Act during the year under review.
10. The Company has made necessary entries in the Register as required under Section 301 of the Act.
11. As there were no instances falling within the purview of provisions of section 314 of the Act, the Company was not required to obtain any approvals from the Board of Directors, Members or the Central Government.
12. The Company has not issued any duplicate certificates during the financial year under review.
13. The Company has:
 - a. delivered all certificates on registration of transfer / transmission of shares in compliance with the provisions of the Act. The Company has not had any instances of allotment of shares during the financial year under review;
 - b. not declared any dividend during the year and hence the Company was not required to deposit any amount as unpaid dividend / interim dividend in a separate Bank Account;
 - c. not declared any dividend during the year and hence the Company was not required to pay / post warrants to any members of the Company;
 - d. no amount to be transferred in to the Investor Education and Protection Fund in respect of unpaid dividend account or application money due for refund, or matured deposits, or matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years;
 - e. duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancies during the financial year under review.
15. The Company has not appointed any new Managing Director / Whole Time Director / Manger during the financial year under review.



A handwritten signature in black ink, appearing to be 'Nilesh G. Shah', with the date '30/05/11' written below it.

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

Company Secretaries

Ref. _____

16. The Company has not appointed any sole-selling agents during the financial year under review.
17. The Company has obtained direction from the Central Government for appointment of Cost Auditor during the financial year under review, save and except mention above the Company was not required to obtain any approvals of the Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act during the financial year under review.
18. The directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares / debentures / other securities during the financial under review.
20. The Company has not bought back any shares during the financial year ending 31st March, 2011.
21. The Company has not redeemed any Preference Shares/ Debentures during the financial year under review.
22. There were no transactions necessitating the Company to keep in abeyance the right to dividend, right shares and bonus shares pending registration of transfer of shares during the financial under review.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of the provisions of Sections 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975 during the year under review.
24. The Company has not borrowed any amount during the financial year ended 31st March, 2011.
25. The Company has made investments in the other bodies corporate during the year under review in compliance of the provision of Section 372A of the Act and made necessary entries in the Register maintained for the purpose. However the Company has not made any loan or advances or given guarantees or provided securities to other bodies corporate during the financial year under review and hence no comment is required.
26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the financial year under review.



[Handwritten signature]
30/05/10

NILESH G. SHAH

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

Company Secretaries

Ref: _____

27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the financial year under review.
28. The Company has not altered the provisions of the memorandum with respect to name of the Company during the financial year under review.
29. The Company has not altered the provisions of the memorandum with respect to share capital of the Company during the financial year under review.
30. The Company has not altered any provisions of its Articles of Association during the financial year under review.
31. As explained to us, there was no prosecution initiated against or show cause notices received by the Company for alleged offenses under the Act and no fines and penalties or any other punishment was imposed on the Company during the financial year under review.
32. The Company has not received any money as security from its employees during the financial year under review.
33. The Company has deposited both employees and employer's contribution towards provident fund as required under the provisions of Section 418 of the Act, during the financial year under review.

Place: Mumbai

Date: 30.05.2011



A handwritten signature in black ink, appearing to be "Nilesh G. Shah".

(NILESH G. SHAH)
Company Secretary
C.P. No: 2631

NILESH G. SHAH

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

Company Secretaries

Ref: _____

Annexure - A

SR. NO.	REGISTERS KEPT AND MAINTAINED BY THE COMPANY	UNDER SECTION
1.	Register of Charges	143
2.	Register of Members (Including Index)	150 / 151
3.	Register of Debenture holders	152
4.	Minutes Books of proceedings of: 1. Board Meetings 2. General Meetings	193
5.	Register of contracts, companies and firms in which directors are interested	301
6.	Register of Directors, Managers and Secretary	303
7.	Register of Directors Shareholdings	307
8.	Register of Investments or loans made, guarantee or security provided	372A
9.	Register of Share Application and Allotment	Voluntary
10.	Register of Share Transfer	Voluntary

Place: Mumbai

Date: 30.05.2011



(NILESH G. SHAH)
Company Secretary
C.P. No: 2631

NILESH G. SHAH

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

Company Secretaries

Ref: _____

Annexure - B

SR. NO.	FORM NO.	UNDER SECTION	PURPOSE	SRN & Date of Filing
1.	Form 23C	233B	Appointment of Cost Auditor for the year 01.04.2010 to 31.03.2011	A85737278 25.05.2010
2.	Form I (Cost Auditor Report)	233B	Cost Auditor Report for the year 01.04.2007 to 31.03.2008	A91361659 13.08.2010
3.	Form I (Cost Auditor Report)	233B	Cost Auditor Report for the year 01.04.2008 to 31.03.2009	A91362020 13.08.2010
4.	Form I (Cost Auditor Report)	233B	Cost Auditor Report for the year 01.04.2009 to 31.03.2010	A99101974 26.11.2010
5.	Form 23 Dtd: 29.06.2009	198, 309,310 & Sch. XIII	Increase in Remuneration of Mr. Parag Kothari as Managing Director	A91635094 18.08.2010
6.	Form 61	---	For Intimation of change in the Address of Registrar and Transfer Agent of the Company	A91828384 19.08.2010
7.	Form 66 (Compliance Certificate) Dtd.: 31.03.2010	383A	As per Companies (Compliance Certificate) Rules, 2001	P52747201 24.09.2010
8.	Form 23AC / Form 23ACA (Annual Accounts) Dtd.: 31.03.2010	220	As per requirements of the Act	P53162228 01.10.2010
9.	Form 20B (Annual Return) Dtd.: 20.09.2010	159	As per requirements of the Act	P59221226 10.11.2010

Place: Mumbai

Date: 30.05.2011



(NILESH G. SHAH)
Company Secretary
C.P. No: 2631

C. J. SHAH & ASSOCIATES

CHARTERED ACCOUNTANTS

Prop. CHANDRAKANT J. SHAH

B. COM., F.C.A.

HEAD OFFICE :

26, Vraj Manek No. 1,
3rd Floor, Jai Ambe Mandir Road,
Bhayander (W) - 401 101.
Tel.: (O) 28046453 (R) 28198364

SECOND : 160, D. N. Road, Off. No. 27, 2nd Floor, Above Kelkar Vishranti Grah, C. S. T. Mumbai - 400 001.
OFFICE Tel.: 2207 7865 / 2207 1483 E-mail : cjshah1950@gmail.com

Ref. No. _____

Date : _____

AUDITORS' REPORT

TO THE MEMBERS OF JAYSYNTH DYESTUFF (INDIA) LTD

- (1) We have audited the attached Balance Sheet of JAYSYNTH DYESTUFF (INDIA) LTD (the "Company") as at March 31, 2011 and the related Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- (2) We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- (3) As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the "Order") issued by the Central Government of India in terms of sub-section(4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act'), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a Statement on the matters specified in paragraphs 4 and 5 of the Order.
- (4) Further to our comments in the Annexure referred to in Paragraph 3 above, we report that :
 - i) We have obtained all the information and explanation, which to the best of our knowledge and belief, were necessary for the purpose of audit;
 - ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - iii) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;

C. J. SHAH & ASSOCIATES

CHARTERED ACCOUNTANTS

Prop. CHANDRAKANT J. SHAH

B. COM., F.C.A.

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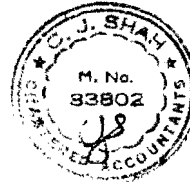
SECOND : 160, D. N. Road, Off. No. 27, 2nd Floor, Above Kelkar Vishranti Grah, C. S. T. Mumbai - 400 001.
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Ref. No. _____

Date : _____

- iv) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this Report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
- v) On the basis of written representation received from the directors, as on March 31, 2011 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2011 from being appointed as director in terms of clause (g) of sub section(1) of Section 274 of the Act;
- vi) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give, in the prescribed manner, the information required by the Act, and give a true and fair view in conformity with the accounting principles generally accepted in India:
- i) in the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2011;
- ii) in the case of the Profit and Loss Account, of the Profit for the year ended on that date; and
- iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For C.J. SHAH & ASSOCIATES
Chartered Accountants



CJ Shah
(Chandrakant J. Shah)
PROPRIETOR

Membership No. 33802

Firm Registration No. 109522W

Place : Mumbai

Date : 30th May, 2011

C. J. SHAH & ASSOCIATES

CHARTERED ACCOUNTANTS

Prop. CHANDRAKANT J. SHAH

B. COM., F.C.A.

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Ref. No. _____

Date : _____

ANNEXURE TO THE AUDITORS REPORT

Referred to in paragraph 3 of the Auditors' Report of even date to the members of Jaysynth Dyestuff (India) Ltd on the financial statements for the year ended March 31, 2011

1. In respect of its fixed asset:
 - (a) The Company has maintained proper records to show full particulars including quantitative details and situation of its fixed Assets.
 - (b) As explained to us, the fixed assets are physically verified by the management at reasonable intervals in a phased verification programme according to the practice of the company, which in our opinion is reasonable looking at the size of the company and the nature of its business. According to the information and explanation given to us, no material discrepancies between the book records and the physical verification have been noticed.
 - (c) In our opinion and according to the information and explanation given to us, a substantial part of the Fixed Assets has not been disposed off by the company during the year.
2. In respect of its inventories:
 - (a) The Management has physically verified the Stocks of Stores, Spares, Raw materials, Packing materials and Finished goods. In our opinion, the frequency of verification is reasonable. In respect of Inventories lying with third parties, these have been confirmed by them.
 - (b) The procedures, as explained to us, which are followed by the management for physical verification of inventories, are, in our opinion, reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) On the basis of our examination of the inventory records of the company, we are of the opinion that, the company is maintaining proper records of its inventory. The discrepancies noticed on verification between the physical stock and the book records were not material and have been properly dealt with in the books of account.
3. (a) According to the information and explanation given to us
 - (i) 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.
 - (ii) the company has not taken any loan from the parties covered in the register maintained under section 301 of the Companies Act, 1956.

C. J. SHAH & ASSOCIATES

CHARTERED ACCOUNTANTS

Prop. CHANDRAKANT J. SHAH

B. COM., F.C.A.

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Ref. No. _____

Date : _____

- (b) In our opinion, the other terms and conditions of the loan given, mentioned in a(i) a(ii) above are, prima facie, not prejudicial to the interest of the _____ company.
 - (c) There is no over due amount of loan or interest from the aforesaid persons.
4. In our opinion and according to the information & explanation given to us, having regard to the explanation that certain items purchased are of special nature for which suitable alternative sources do not exist for obtaining comparative quotations, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. Further, on the basis of our examination of the books and records of the company carried out in accordance with the auditing standards generally accepted in India, we have not observed any continuing failure to correct major weaknesses in the aforesaid internal control procedures.
5. (a) On the basis of the Audit procedures performed by us and according to the information, explanations and representations given to us, we are of opinion that the transactions in which directors were interested and which were required to be entered into the register maintained under section 301 of the companies Act, 1956 have been entered.
- (b) In our opinion and according to the information and explanation given to us, the transaction made in pursuance of contracts or arrangement entered in to the register maintained under section 301 of the Companies Act, 1956, excluding certain transactions of purchase and sale of goods and material, where each of such transaction is in excess of Rupees Five Lakhs in respect of any party, having regards to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at relevant time.
6. In our opinion and according to the information and explanation given to us, the company has not accepted any deposits within the meaning of section 58A and 58AA of the companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regards to the deposits accepted from the public.

C. J. SHAH & ASSOCIATES

CHARTERED ACCOUNTANTS

Prop. CHANDRAKANT J. SHAH

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Ref. No. _____

Date : _____

7. In our opinion, the company has an internal audit system, which is commensurate with the size and nature of its business.
8. We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government of India for the maintenance of cost records prescribed under section 209(1) (d) of the companies Act, 1956 in respect of the company's products to which the said rules are made applicable and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate.
9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other statutory dues have generally been regularly deposited with the appropriate authorities.
According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2011 for a period of more than Six months from the date of becoming payable.

Further, since the Central Government has till date not prescribed the amount of cess payable under section 441 A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the company in depositing the same.
- (b) In case of dues of Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, cess, there is no disputed amount.
10. The Company has no accumulated losses at the March 31, 2011 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
11. Based on our audit procedures and on the basis of information and explanation given by the management, we are of the opinion that the company has not defaulted in the repayment of loan to the banks or debenture holders as at the balance sheet date.
12. As explained to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or any other securities.
13. In our opinion, considering the nature of activities carried on by the company during the year, the provisions of any special statute applicable to Chit Fund, nidhi / mutual benefit fund/ societies are not applicable to the company.

C. J. SHAH & ASSOCIATES

CHARTERED ACCOUNTANTS

Prop. CHANDRAKANT J. SHAH

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Ref. No. _____

Date : _____

14. In our opinion, the company is not a dealer or trader in shares, securities, debentures or other investments.
15. According to information and explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year. .
16. To the best of our knowledge and belief and according to the information and explanation given to us, the company has not taken any term loan during the current year.
17. The company has not raised any short term funds during the year and hence, the question of use of such funds for long term investment does not arise.
18. Based on our examination of record and information provided to us by the management, we report that the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act during the year.
19. The company has not issued any debentures during the year.
20. The company has not raised money by public issue during the year.
21. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by a company, noticed or reported during the year, nor have we been informed of such case by the management.

Place : Mumbai
Date : 30th May, 2011



For C.J. SHAH & ASSOCIATES
Chartered Accountants

(Signature)
(Chandrakant J. Shah)
PROPRIETOR

Membership No. 33802
Firm Registration No. 109522W

JAYSYNTH DYESTUFF (INDIA) LIMITED

Balance Sheet as at March 31, 2011

	<u>Schedule</u>		<u>As at</u> <u>March 31, 2011</u>	<u>As at</u> <u>March 31, 2010</u>
			<u>Rs.</u>	<u>Rs.</u>
I. SOURCES OF FUNDS				
1. Shareholders' funds :				
a) Share capital	A	15,689,700	15,689,700	
b) Reserves and surplus	B	345,437,534	361,127,234	316,453,055
Total			<u>361,127,234</u>	<u>316,453,055</u>
II. APPLICATION OF FUNDS				
1. Fixed assets	C			
a) Gross block		100,259,831	89,527,487	
b) Less: Depreciation		(11,965,159)	(7,160,813)	
c) Net block		88,294,672	82,366,674	
d) Capital work-in-progress		2,807,318	89,645	
			91,101,990	82,456,319
2. Investments	D		23,481,172	217,800
3. Deferred tax asset			14,827,000	20,627,000
4. Current assets, loans & advances				
a) Inventories	E	80,539,738	98,343,126	
b) Sundry debtors	F	226,765,475	231,653,608	
c) Cash & bank balances	G	19,141,895	23,649,920	
d) Loans & advances	H	118,801,520	91,451,707	
		<u>445,248,628</u>	<u>445,098,361</u>	
5. Less: Current liabilities & provisions				
a) Current liabilities	I	178,734,347	210,619,926	
b) Provisions	J	34,797,209	21,326,499	
		<u>213,531,556</u>	<u>231,946,425</u>	
Net current assets			231,717,072	213,151,936
Total			<u>361,127,234</u>	<u>316,453,055</u>
Notes forming part to the accounts	O			

The schedules referred to above and notes to accounts form an integral part of the Balance Sheet

This is the Balance Sheet referred to in our report of even date

For C. J. Shah & Associates

Chartered Accountants

C. J. Shah

Chandrakant J. Shah

Proprietor

Membership No. 33802

Firm Registration No.109522W

Place : Mumbai

Date : 30th May, 2011



For and on behalf of the board of Directors

Parag S. Kothari

Parag S. Kothari

Chairman & Managing Director

M. Patil

Mangesh Patil

Chief Manager Accounts & Compliance Officer

D.N. Shukla

D.N. Shukla

Director

JAYSYNTH DYESTUFF (INDIA) LIMITED
Profit and Loss Account for the year ended March 31, 2011

	<u>Schedule</u>	<u>Year ended</u> <u>March 31, 2011</u>	<u>Year ended</u> <u>March 31, 2010</u>
Income		Rs.	Rs.
Sales		937,744,119	864,160,584
Other Income	K	41,797,798	22,873,731
Total Income		979,541,917	887,034,315
Expenditure			
Decrease/(Increase) In Stock	L	24,423,060	(21,352,812)
Raw Material Consumed	M	313,430,633	349,174,032
Finished Goods Purchased		427,901,757	377,002,589
Manufacturing & Other Expenses	N	145,555,529	116,702,895
Depreciation	C	4,891,766	3,757,489
Total Expenditure		916,202,745	825,284,193
Profit before Tax		63,339,172	61,750,122
Provision for Current Tax		(12,800,000)	(10,600,000)
Provision For Wealth Tax		(63,300)	(42,300)
Excess/(short) Provision for Tax & FBT		(1,693)	10,784
Deferred Tax		(5,800,000)	7,925,000
Profit after Tax		44,674,179	59,043,606
Transfer to Capital Redemption Reserve		(7,000,000)	-
Transfer to General Reserve		(20,000,000)	(25,000,000)
Balance Brought Forward		115,763,355	81,719,749
Balance Carried to the Balance Sheet		133,437,534	115,763,355
Weighted average number of shares outstanding during the year		8,689,700	8,689,700
Basic and diluted earnings per share (in Rs)		5.14	6.79
Face value of share (in Rs)		1.00	1.00

Notes Forming Part of the Accounts O

The schedules referred to above and notes to accounts form an integral part of the Profit & Loss Account

This is the Profit & Loss Account referred to in 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 : 30th May, 2011



For and on behalf of the board of Directors

Parag S. Kothari

Chairman & Managing Director

Mangesh Patil

Chief Manager Accounts & Compliance Officer

D.N. Shukla

Director

Cash flow statement for the year ended March 31, 2011
(Pursuant to the Listing Agreement with Stock Exchange)

	<u>Year ended</u> <u>March 31, 2011</u>	<u>Year ended</u> <u>March 31, 2010</u>
	<u>Rs.</u>	<u>Rs.</u>
A. Cash flow from operating activities		
Net profit before tax and extraordinary items	63,339,172	61,750,122
Adjustments for :		
Depreciation	4,891,766	3,757,489
(Profit) / Loss on sale of fixed assets	(798,766)	-
(Profit) / Loss on sale of investments	(317,187)	(310,290)
Dividend Received	(179,151)	3,447,199
Operating profit before working capital changes	66,935,834	65,197,321
Trade and other receivables	(5,840,325)	(65,171,006)
Inventories	17,803,388	(35,914,971)
Trade payables	(30,940,429)	(18,977,366)
Cash generated from operations	47,958,468	29,601,103
Direct taxes	(16,960,788)	(8,270,430)
Net cash from operating activities	<u>30,997,680</u>	<u>21,330,673</u>
B. Cash flow from investing activities :		
Purchase of fixed assets	(17,507,621)	(26,485,591)
Sale of fixed assets	4,768,950	-
Purchase of investments	(90,299,124)	-
Sale of investments	67,352,939	1,517,265
Dividend Received	179,151	-
Net cash from / (Used in) investing activity	<u>(35,505,705)</u>	<u>(24,968,326)</u>
C. Cash flow from financing activities :		
Borrowings/(repayments)	-	-
Net cash used in financing activities	<u>-</u>	<u>-</u>
Net (decrease) / increase in cash and cash equivalents	<u>(4,508,025)</u>	<u>(3,637,653)</u>
Opening Cash and cash equivalents	23,649,920	27,287,573
Closing Cash and cash equivalents	19,141,895	23,649,920

Above Cash Flow Statement has been prepared under indirect method in accordance with the Accounting Standard 3 as notified under Section 211(3C) of the Companies Act, 1956.

This is the Cash Flow Statement referred to in our Report of the even date.

For and on behalf of the board of Directors

Parag S. Kothari

Chairman & Managing Director

D.N. Shukla

Director

Place : Mumbai

Date : 30th May, 2011

To,

The Board of Directors
JAYSYNTH DYESTUFF (INDIA) LIMITED
MUMBAI

Mangesh Patil

Chief Manager Accounts & Compliance Officer

We have examined the above Cash Flow Statement of JAYSYNTH DYESTUFF (INDIA) LIMITED for the year ended March 31, 2011. The statement has been prepared by the Company and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the Company.



FOR C. J. SHAH & ASSOCIATES

CHARTERED ACCOUNTANTS

Chandrakant J. Shah
PROPRIETOR

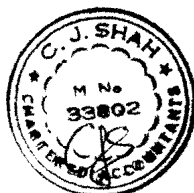
Membership No. 33802

Firm Registration No. 109522W

PLACE : MUMBAI

Date : 30th May, 2011

	As at March 31, 2011 Rs.	£ March 31, 2011
Schedule - A		
Share capital		
Authorised :		
110,000,000 Equity shares of Re. 1/- each	110,000,000	110,000,000
700,000 5% Non Convertible Non Cumulative Preference shares of Rs. 10/- each	7,000,000	7,000,000
4,300,000 Unclassified shares of Rs. 10/- each	43,000,000	43,000,000
	160,000,000	160,000,000
Issued subscribed & paid up :		
8,689,700 Equity shares of Re. 1/- each, fully paid up	8,689,700	8,689,700
700,000 5% Non Convertible Non Cumulative Preference shares of Rs. 10/- each, fully paid up	7,000,000	7,000,000
	15,689,700	15,689,700
Schedule - B		
Reserves and surplus		
Capital Redemption Reserve	7,000,000	-
General Reserve		
As per last Balance sheet	185,000,000	160,000,000
Transferred from Profit & Loss account	20,000,000	25,000,000
	205,000,000	185,000,000
Profit & Loss Account	133,437,534	115,763,355
	345,437,534	300,763,355
Schedule - E		
Inventories		
Raw materials	34,221,568	29,956,295
Finished goods	35,475,061	65,553,484
Work in progress	6,597,323	941,960
Packing materials	1,129,048	1,114,536
Furnace oil & stores	3,116,738	776,851
	80,539,738	98,343,126
Schedule - F		
Sundry debtors		
(Unsecured - Considered good, except otherwise stated - for which the company holds no security other than the Debtors' personal security)		
I) Due Over Six Months	3,648,083	8,241,721
II) Others	225,011,869	225,306,364
	228,659,952	233,548,085
Provision for doubtful debts	(1,894,477)	(1,894,477)
	226,765,475	231,653,608



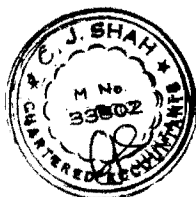
Schedule - C**Fixed assets**

Description	Gross Block as at April 1,2010	Additions	Deductions	Gross Block as at March 31,2011	Depreciation Upto March 31,2010	Depreciation for the year	Deductions	Depreciation Upto March 31,2011	Net Block as at March 31,2011	Net Block as at March 31,2010
Building	22,352,832		-	22,352,832	1,274,762	598,230	-	1,872,992	20,479,840	21,078,070
Plant & Machinery	27,783,840	3,129,037	-	30,912,877	2,249,310	1,443,285	-	3,692,595	27,220,282	25,534,530
Air Condition	524,893	154,567	-	679,460	32,210	30,678	-	62,888	616,572	492,683
Electrical Installation	1,000,994		-	1,000,994	70,987	47,547	-	118,534	882,460	930,007
Equipments	26,489,855	6,156,803	4,057,604	28,589,054	1,975,994	1,324,067	87,420	3,212,641	25,376,413	24,513,861
Computers	2,617,373	2,213,145	-	4,830,518	551,837	517,818	-	1,069,655	3,760,863	2,065,536
Furniture & fixture	554,412	148,508	-	702,920	32,573	41,476	-	74,049	628,871	521,839
Vehicles	8,203,288	2,987,888	-	11,191,176	973,140	888,665	-	1,861,805	9,329,371	7,230,148
Total	89,527,487	14,789,948	4,057,604	100,259,831	7,160,813	4,891,766	87,420	11,965,159	88,294,672	82,366,674
Previous year	58,089,700	31,437,787	-	89,527,487	3,403,324	3,757,489	-	7,160,813		
Capital Work in Progress									2,807,318	89,645
Total									91,101,990	82,456,319



Schedule - D
Investments

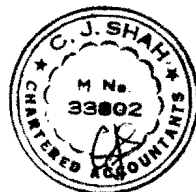
<u>Investments (At cost)</u>	<u>Face value</u> <u>Per Share</u>	<u>No. of</u> <u>Shares</u>	<u>As at</u> <u>March 31, 2011</u> <u>Rs.</u>	<u>As at</u> <u>March 31, 2010</u> <u>Rs.</u>
1. <u>Government securities</u>				
6 Years National Saving Certificates			6,000	12,000
2. <u>Equity shares of companies</u>				
a) <u>Quoted - Fully paid - up</u>				
Bajaj Auto Ltd.	10	147	185,034	-
Bharat Heavy Electricals Ltd.	10	149	329,591	-
Central Bank of India	10	543	94,672	-
Coal India Ltd.	10	3,400	833,000	-
Container Corporation of India Ltd.	10	234	285,065	-
GlaxoSmithkline Pharmaceuticals Ltd.	10	122	277,717	-
Godrej Properties Ltd.	10	439	253,313	-
Hindustan Petroleum Corporation Ltd.	10	501	177,971	-
Hindustan Uniliver Ltd.	1	1,247	340,521	-
Ht Media Limited	2	1,179	179,260	-
Infrastructure Development Finance Company Ltd.	10	2,016	300,760	-
ITC Ltd.	1	1,948	315,552	-
Jindal Steel & Power Ltd.	1	634	418,397	-
Maruti Suzuki India Ltd.	5	123	152,942	-
M R F Ltd.	10	37	226,046	-
Reliance Industries Ltd.	10	296	276,904	-
Reliance Power Limited	10	654	184,050	184,050
Rural Electrification Corporation Ltd.	10	953	233,856	-
State Bank of India	10	148	391,879	-
Shree Cement Ltd.	10	64	105,460	-
Shree Renuka Sugars Ltd.	1	2,094	172,715	-
Trf Limited	10	399	207,035	-
b) <u>Unquoted - Fully paid - up</u>				
Antophill Warehousing Co. Ltd	1,000	10	10,000	10,000
Raghuvanshi Co-op. Bank Ltd	25	470	11,750	11,750
3. <u>Mutual Fund Investment</u>				
<u>Quoted</u>				
Birla Sun Life Fixed Term Plan -Series CN Growth		250,000	2,500,000	-
DSP Black Rock Equity Fund		30,331	500,000	-
HDFC Equity Fund -Growth		3,609	1,000,000	-
HDFC MIP Long Term Quarterly Dividend		184,530	2,504,915	-
HDFC Top 200 Fund Growth		4,769	1,000,000	-
L & T FMP-II (January 15 M A) Growth		250,000	2,500,000	-
Motilal Oswal most Shares Midcap 100 ETF(M100)		315,556	2,500,000	-
Reliance Fixed Horizon Fund		250,000	2,500,000	-
Reliance Monthly Income Plan - Qly Div		214,018	2,506,767	-
			23,481,172	217,800
Aggregated Value of unquoted Investment			27,750	33,750
Aggregated Value of quoted Investment			23,453,422	184,050
Market Value of quoted Investment			24,008,614	107,773



	<u>As at</u> <u>March 31, 2011</u> <u>Rs.</u>	<u>As at</u> <u>March 31, 2010</u> <u>Rs.</u>
<u>Schedule - G</u>		
<u>Cash and bank balances</u>		
Cash and cheques on hand	107,505	259,031
Balances with scheduled banks		
- In current accounts	12,472,325	5,676,885
- In deposit accounts	6,562,065	17,714,004
	<u>19,141,895</u>	<u>23,649,920</u>
<u>Schedule - H</u>		
<u>Loans and advances</u>		
(Unsecured - considered good, for which the company holds no security other than the debtors personal security)		
Advances recoverable in cash or in kind or for value to be received	57,059,666	49,873,463
Balances with excise and customs authorities	17,581,969	6,146,297
Export incentives receivable	14,664,017	16,799,493
Loans & advances to employees	293,350	251,291
Advance income tax (Including T.D.S.)	29,057,141	17,908,093
Fringe benefit tax	145,377	473,070
	<u>118,801,520</u>	<u>91,451,707</u>
<u>Schedule - I</u>		
<u>Current liabilities</u>		
Sundry creditors	133,043,767	168,391,643
Advance payments received for goods to be supplied	19,053,177	19,281,598
Other liabilities	26,637,403	22,946,685
	<u>178,734,347</u>	<u>210,619,926</u>
<u>Schedule - J</u>		
<u>Provisions</u>		
Provision for taxation	31,900,000	19,100,000
Provision for fringe benefit tax	-	326,000
Provision for gratuity	1,728,549	977,895
Provision for leave encashment	1,051,310	770,537
Provision for diminution in value of investment	11,750	98,027
Provision for wealth tax	105,600	54,040
	<u>34,797,209</u>	<u>21,326,499</u>
<u>Schedule - K</u>		
<u>Other income</u>		
Export incentives	30,821,371	26,287,598
Dividend received	179,151	-
Interest earned (TDS Rs. 1,56,543/-, P.Y.-Rs. 1,15,272/-)	1,701,780	1,155,032
Profit/loss on sale of assets(net)	798,766	-
Exchange difference gain/(loss)	7,879,317	(5,095,730)
Profit/(Loss) on sale of shares & investments	230,910	(288,914)
Diminution in the value of investment written back	86,277	599,204
Miscellaneous income	100,226	216,541
	<u>41,797,798</u>	<u>22,873,731</u>



	<u>Year ended</u> <u>March 31, 2011</u> <u>Rs.</u>	<u>Year ended</u> <u>March 31, 2010</u> <u>Rs.</u>
<u>Schedule - L</u>		
<u>Decrease/(Increase) In Stock</u>		
Closing stock :		
Finished goods	35,475,061	65,553,484
Work in progress	6,597,323	941,960
	<u>42,072,384</u>	<u>66,495,444</u>
Opening stock :		
Finished goods	65,553,484	44,736,996
Work in progress	941,960	405,636
	<u>66,495,444</u>	<u>45,142,632</u>
Decrease/(Increase) In Stock	<u><u>24,423,060</u></u>	<u><u>(21,352,812)</u></u>
<u>Schedule - M</u>		
<u>Raw materials consumed</u>		
Opening Stock	29,956,295	16,668,428
Add : Purchases (Net of cenvat)	317,695,906	362,461,899
	<u>347,652,201</u>	<u>379,130,327</u>
Less : Closing Stock	<u>34,221,568</u>	<u>29,956,295</u>
	<u><u>313,430,633</u></u>	<u><u>349,174,032</u></u>
<u>Schedule - N</u>		
<u>Manufacturing and other expenses</u>		
Stores and spares consumed	14,896,585	8,152,230
Repairs and maintenance		
- Plant & machinery	1,002,434	1,346,748
- Others	1,448,483	2,173,445
Insurance	2,300,925	1,599,623
Packing materials	8,189,716	8,155,754
Power, fuel and water	3,067,837	1,633,645
Excise duty	26,078,311	23,460,169
Other manufacturing expenses	3,078,654	1,081,752
Contract labour	2,832,820	2,090,485
Salaries, wages, bonus & allowances	21,783,268	15,348,460
Contribution to provident & other funds	1,691,492	1,254,713
Workmen & staff welfare expenses	1,183,205	881,182
Rent	3,524,628	1,325,652
Donation	1,350,000	750,000
Traveling, conveyance and vehicle expenses	8,183,117	5,955,313
Freight, transport and distribution expenses	20,631,346	17,964,598
Rates and taxes	2,345,356	696,814
Discounts (net)	2,700,450	4,930,222
Commission and service charges	6,966,141	6,464,184
Advertisement and sales promotion	1,232,803	1,330,031
Bad debts	-	464,655
Interest	31,286	8,500
Miscellaneous expenses	8,525,672	7,246,059
Bank charges	2,511,000	2,388,661
	<u><u>145,555,529</u></u>	<u><u>116,702,895</u></u>



Schedule - O

Notes to the financial Statements :

1. Significant accounting policies

A) Method of accounting :

- i) The Financial Statements 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 surrounding the estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.
- iii) Inflation : Assets and Liabilities are recorded at historic cost as a going concern basis. These costs are not adjusted to reflect the changes in the purchasing power of money.

B) Fixed assets :

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

C) Depreciation :

- i) The Company has provided depreciation on straight line method at the rates prescribed under schedule XIV of the Companies (Amendment) Act, 1956.
- ii) Depreciation has been provided on fixed assets net of 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) Long term Investments are valued at cost.
- ii) Current Investments are valued at lower of cost or market value.
- iii) Appropriate provision has been made in the accounts for diminution in the value of investments in accordance with AS-13 issued by the Institute of Chartered Accountants of India.

F) Inventories :

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

G) Sundry debtors and loans & advances :

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

H) Recognition of income and expenditure :

- i) Revenue is recognized when the significant risks and rewards of ownership of goods have passed to the buyer which generally coincides with delivery. Sales turnover for the year include sale value of goods, excise duties and other recoveries, such as insurance, transport and packing charges excluding VAT/CST.
- ii) In respect of exports made under Duty Entitlement Pass Book Scheme (DEPB), in terms of Para 7.25 of the exim policy, and the goods are covered by standard input output norms notified by the Ministry of commerce in hand book procedure. DEPB are issued to the company giving duty credit to be utilised for the purpose of payment of custom duty at the time of Imports. Duty credit so received and receivable on the basis of exports of the current year has been included in the export incentives.



- iii) Revenue is recognised and expenditure is accounted for on their accrual.
- iv) The cenvat credit is accounted by crediting the amount to cost of purchases on receipt of goods and is used on dispatch by debiting excise duty account.
- v) Dividend Income is recognised in the year in which the right to receive dividend is established.
- vi) Income from interest on deposits, loan and interest bearing securities is recognized on the time proportion basis.

I) Excise duty :

Excise duties recovered are included in the sale of products. Excise duty paid on dispatches are shown separately as an item of Manufacturing Expenses.

J) Research and development :

Revenue expenses are charged to Profit & Loss Account in the year in which it is incurred while the capital expenditure is shown as addition to Fixed Assets.

K) Employee benefits :

- i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Profit & Loss A/c. 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 and contingent liabilities :

- i) A provision is recognised when the company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made. Provisions are reviewed regularly and are adjusted where necessary to reflect the current best estimate of the obligation. When the Company expects a provision to be reimbursed, the reimbursement is recognised as a separate asset only when reimbursement is virtually certain.
- ii) A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a 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 Notes to Accounts.

N) Taxation :

- i) Current Tax is the amount of the tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.
- ii) Deferred Tax is recognised on timing differences between the income accounted in financial statements and the taxable income for the year, quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.
- iii) Deferred Tax Assets in respect of unabsorbed depreciation and carry forward of losses are recognised and carried forward to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised. Other deferred Tax Assets are recognised and carried forward to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised..
- iv) The carrying amount of deferred tax assets are reviewed at each Balance Sheet date and written down or written-up to reflect the amount that is reasonable/virtually certain (as the case may be) to be realised.

O) Earnings per share :

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



2. Auditors' Remuneration	2010-11	2009-10
	Rs.	Rs.
Audit fees	285,000	250,000
Tax Audit Fees	35,000	25,000
	<u>320,000</u>	<u>275,000</u>

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

A) Turnover :	2010-11	2009-10
Class of products	Qty (Kgs) Rs.	Qty (Kgs) Rs.
i) Dyes, Pigments & Ink	2,999,560 931,419,875	3,209,340 842,988,417
ii) Others *	6,324,244	21,172,167
	<u>937,744,119</u>	<u>864,160,584</u>

*Others includes sale of Raw Material of Rs.25,76,550/- (Previous year Rs. 13,62,970/-), Sale of Spares & Equipments Rs. 37,47,693/-(Previous year Rs. 11,42,110/-) & Sales of Packing Material Nil (Previous year Rs. 1,57,271/-)

B) * Raw materials consumed :	2010-11	2009-10
	Qty (Kgs) Rs.	Qty (Kgs) Rs.
i) Dyes, Pigments & Ink (Non Standardised)	1,268,737 303,271,218	1,641,138 340,499,330
ii) Others	10,159,415	8,674,702
	<u>313,430,633</u>	<u>349,174,032</u>

* Includes Raw Material purchased for sale.

C) Finished goods purchased :	2010-11	2009-10
	Qty (Kgs) Rs.	Qty (Kgs) Rs.
i) Dyes, Pigments & Ink*	1,556,740 427,901,757	1,555,360 376,488,963
ii) Others	-	513,626
	<u>427,901,757</u>	<u>377,002,589</u>

* Previous year figures exclude goods destroyed due to fire at Dronagiri Node (JNPT) 12 MT valued at Rs. 28.92 lacs. Insurance claim for the same have been lodged and is accounted at cost as insurance claim receivable.

D) Capacities, production & stocks :	2010-11	2009-10
i) * Licensed Capacity :		
Dyes & Pigments	N.A.	N.A.
ii) * Installed Capacity :		
Dyes & Pigments	N.A.	N.A.
Ink	72 M.T.	72 M.T.

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

iii) Production :	2010-11	2009-10
	Qty (Kgs)	Qty (Kgs)
Dyes, Pigments & Ink	<u>1,311,130</u>	<u>1,705,256</u>
iv) Captive Consumption :		
Dyes, Pigments & Ink*	3,417	17,339
Auxiliaries	-	23
	<u>3,417</u>	<u>17,362</u>

* Previous year figures includes loss due to fire at Dronagiri Node (JNPT) of 16 MT. Insurance claim for the same have been lodged and is accounted at cost as insurance claim receivable.

v) Opening Stock of Finished Goods:	2010-11	2009-10
	Qty (Kgs) Rs.	Qty (Kgs) Rs.
Dyes, Pigments & Ink	251,770 65,553,484	217,833 44,736,040
Auxiliaries	-	23 956
	<u>65,553,484</u>	<u>44,736,996</u>
vi) Closing Stock of Finished Goods :		
Dyes, Pigments & Ink	116,663 35,475,061	251,770 65,553,484

4. Directors' Remuneration	2010-11	2009-10
(Included under Salary, wages, bonus & allowances in Schedule 'N')	Rs.	Rs.
Salaries	1,713,564	1,698,390
Contribution to provident & other funds	129,600	129,600
Perquisites	14,814	15,000
	<u>1,857,978</u>	<u>1,842,990</u>



5. Related Parties Disclosure under Accounting Standard - 18

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

Associates Companies / Firms

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

Key Management Personnel of the Company

1. Shri P. S. Kothari
2. Shri N. S. Kothari

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

Particulars			(Rs. in Lacs)	
	Associates	Key Management Personnel		
	31.03.11	31.03.10	31.03.11	31.03.10
1 Balance Outstanding as on 31/03/11 (Net)	Dr. 412.25	Dr. 830.92,	-	-
2 Sale of Goods/Services/Assets	1,431.56	1,033.43	-	-
3 Purchase of Goods	(484.03)	(390.51)	-	-
4 Managerial Remuneration paid	-	-	(18.58)	(18.43)
5 Receipt / Payment (Net)	(1,323.94)	(587.43)	-	-
6 Expenses Paid	(42.26)	(13.29)	-	-

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

i) Total Derivative contracts in respect of cross currency forward covers of USD 35.01 lacs (previous year USD 32.23 lacs) are outstanding at the Balance Sheet date.

In view of the recent announcement made by the Institute of Chartered Accountants of India (ICAI) on "Accounting of Derivatives" there is net gain of Rs.53.29 lacs (previous year Rs. 38.39 lacs) in respect of all such outstanding derivative contract (by marking them to market) as on the Balance Sheet date which 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.

7. Earning Per Share (EPS)

	2010-11	2009-10
Profit attributable to the Shareholder (Rs. in Lacs)	446.74	590.44
No. of Equity Shares	8,689,700	8,689,700
Nominal Value of Equity Shares (Re.)	1.00	1.00
Earning Per Shares - Basic & Diluted (Rs.)	5.14	6.79

8. A) Primary Segments :

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

B) Geographical Segments :

Segment revenue from external customers, based on geographical location of customers.

	2010-11 Rs.	2009-10 Rs.
i) Domestic	318,648,219	303,238,482
ii) Export	619,095,900	560,922,102
	<u>937,744,119</u>	<u>864,160,584</u>

9. Value Of Imports Calculated On C.I.F. Basis : -

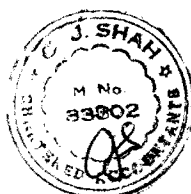
	2010-11 Rs.	2009-10 Rs.
Raw Material*	62,791,758	65,162,091
Finished Goods	4,923,439	6,409,023
Stores & Components	6,600,348	3,361,005
Capital Goods	6,254,129	2,980,746
	<u>80,569,674</u>	<u>77,912,865</u>

* Including High Seas purchases

10. Imported & Indigenous Consumption :

A) Raw Materials :

	2010-11 %	2009-10 %
i) Imported	20.21%	20.63%
ii) Indigenous	79.79%	79.37%
	<u>100.00%</u>	<u>100.00%</u>



B) Stores & Spares consumed* :

i) Imported	42.22%	6,288,796	41.54%	3,386,348
ii) Indigenous	57.78%	8,607,789	58.46%	4,765,882
	100.00%	14,896,585	100.00%	8,152,230

* Includes spares purchase for sale.

11. Expenditure In Foreign Currency (Paid)	2010-11	2009-10
	Rs.	Rs.
Commission	1,620,421	7,125,906
Foreign Travelling Expenses	2,058,454	1,668,030
Others	673,845	12,138
12. FOB value of exports (CIF less insurance & freight)	614,544,489	540,462,305
13. In the opinion of the Board and to the best of their knowledge and belief, the realisable value of current assets, loans and advances in the ordinary course of business would not be less than the amount, at which they are stated in the Balance Sheet unless otherwise stated, and the provision for all known and determined liabilities is adequate and not in excess of the amount reasonably required.		
14. Balance of loans & advances, sundry debtors, sundry creditors & deposits are subject to adjustments, reconciliation and confirmation by the parties.		
15. Bank certificates are obtained for bank balances, but wherever bank certificates could not be obtained we have relied on bank statements.		
16. The Company is in the process of identifying suppliers falling under the Micro, Small and Medium Enterprises Development Act, 2006. However, no confirmation as regards to the status has been received by the Company.		

In the absence of information as regard to the status/ classification of the relevant enterprises into Micro, Small and Medium Enterprises, information as required under Notification No. G.S.R. 719 (E) dated 16.11.2007 issued by the Department of Company Affairs in respect of the total amount payable and amount of interest thereon paid during the year and payable at the end of the year to the Sundry Creditors could not be disclosed.

17. Defined Benefit Plans

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

	(Rs. in Lacs)	
	Gratuity	Leave Encashment.
	Funded	Unfunded
a Expenses recognised in the statement of Profit & Loss		
Current service cost	4.26	1.53
Interest cost	0.74	0.59
Expected return on plan assets	(1.20)	-
Net actuarial gain (loss) recognised in the year	4.12	1.42
Past service cost	0.00	-
Expenses recognised in the statement of Profit & Loss	7.92	3.54
b Actual return on plan assets		
Expected return on plan assets	1.20	-
Actuarial gain (loss) plan assets	(0.53)	-
Actual return on plan assets	0.67	-
c Balance Sheet Recognition		
Present value of obligation	17.29	10.51
Fair value of plan assets	(18.28)	-
Liability (assets)	(0.99)	10.51
Unrecognised past service cost	-	-
Liability (asset) recognised in the Balance Sheet	(0.99)	10.51
d Changes in the present value of the obligation		
Present Value of obligation as on 31st March 2011	9.78	7.71
Interest cost	0.74	0.59
Current service cost	4.26	1.53
Past service cost	-	-
Benefits paid	(1.09)	(0.73)
Actuarial (gain) loss on obligation	3.59	1.41
Present value of obligation as on 31st March 2011	17.29	10.51



e Changes in the Fair Value of the Assets

Fair value of plan Assets as on 31st March 2010	11.79	-
Expected Return on plan assets	1.20	-
Contributions	6.89	0.73
Benefits paid	(1.09)	(0.73)
Actuarial gain (loss) plan assets	(0.53)	-
Fair value of plan assets as on 31st March 2011	18.28	-
Total actuarial gain (loss) recognised during the year	(4.12)	(1.41)

f Actuarial Assumptions

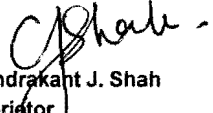
Discount rate	8% p.a.	8% p.a.
Expected return on plan assets	8% p.a.	N/A
Future salary increases	5% p.a.	5% p.a.
Attrition	5% p.a.	5% p.a.
Retirement	58 yrs	58 yrs
Mortality	L.I.C. 1994-96 ULTIMATE	

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

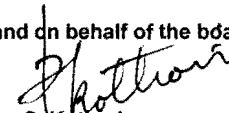
(Signature to Notes & schedule A to O)

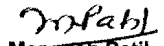
As per our report of even date attached.

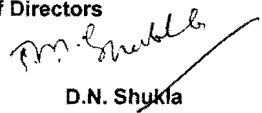
For C. J. Shah & Associates
Chartered Accountants


Chandrakant J. Shah
Proprietor
Membership No. 33802
Firm Registration No.109522W
Place : Mumbai
Date : 30th May, 2011

For and on behalf of the board of Directors


Parag S. Kothari
Chairman & Managing Director


Mangesh Patil
Chief Manager Accounts & Compliance Officer


D.N. Shukla
Director



JAYSYNTH DYESTUFF (INDIA) LTD.

Balance Sheet Abstract and Company's General Business Profile :

I. Registration Details :

Registration No.	35564	State Code	11
Balance Sheet Date	31-03-11		

II. Capital Raised During The Year (Amount In Rs. Thousands) :

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

III. Position Of Mobilisation And Deployment Of Funds Of Funds (Amount Rs. In Thousand) :

Total Liabilities	361,127	Total Assets	361,127
Sources of Funds		Application of Funds	
Paid-Up Capital	15,690	Net Fixed Assets	91,102
Reserves & Surplus	345,437	Investments	23,481
Secured Loans	NIL	Net Current Assets	246,544
Unsecured Loans	NIL	Misc. Expenditure	NIL
		Accumulated Losses	NIL

IV. Performance Of Company (Amount In Rs. Thousands) :

Turnover (including other income)	979,542	Total Expenditure	916,203
Profit / (Loss) before Tax	63,339	Profit /(Loss) after Tax	44,674
Earning Per Share (in Rs.)	5.14	Dividend %	NIL

Product Description

Organic Pigments
Dyes

Dyes

For and on behalf of the Board

Parag S. K.
Chairman

Parag S. Kothari
Chairman & Managing Director

Chief Manager Accounts & Com