



NOTICE

27TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ISHAN DYES & CHEMICALS LIMITED (“THE COMPANY”) WILL BE HELD THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO VISUAL MEANS (“OAVM”) ON FRIDAY, 04TH SEPTEMBER, 2020 AT 04.00 PM IST TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. ADOPTION OF THE ANNUAL AUDITED STANDALONE FINANCIAL STATEMENTS AND REPORTS THEREON:

To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors’ and the Auditors’ thereon.

2. DECLARATION OF FINAL DIVIDEND:

To consider and if thought it to approve declaration of a Final Dividend @10% i.e. Rs. 1.00/- per Equity Share of face value of Rs. 10/- each of the Company for the Financial Year ended 31st March, 2020.

3. APPOINTMENT OF SMT MIRALI HEMANTBHAI PATEL (DIN: 08021784) AS A DIRECTOR RETIRING BY ROTATION:

To consider and if thought fit to approve appointment of a Director in place of Smt. Mirali Hemantbhai Patel (DIN: 08021784), Director, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. TO CONSIDER RE-APPOINTMENT OF MR. RONAK YATINKUMAR DESAI (DIN: 02808811) AS AN INDEPENDENT DIRECTOR AND IF AND IF THOUGHT FIT TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors of the Company, **Mr. Ronak Yatinkumar Desai (DIN: 02808811)**, who was appointed as an Independent Director for a term of Five(5) consecutive years from 29th September 2015 up to 28th September 2020 by the Shareholders, being eligible and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of Five(5) consecutive years i.e. from 29th September 2020 up to 28th September 2025.”



“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors
For ISHAN DYES & CHEMICALS LIMITED**

**20th July, 2020
Ahmedabad**

**Piyush N. Patel
Chairman & Managing Director
DIN: 00450807**

Registered office:

18, G.I.D.C Estate, Phase – 1, Vatva, Ahmedabad– 382445, Gujarat, INDIA
Tel No: 079-25832144/25893607, Fax: 079-25833643
Email id: ishandyes@yahoo.com, CIN: L24110GJ1993PLC020737

NOTES:

1. In view of the prevailing COVID-19 pandemic, the Government of India, Ministry of Corporate Affairs (“MCA”) allowed conducting Annual General Meeting through video conferencing (VC) or other audio-visual means (OAVM) without the physical presence of Members at a common venue. Accordingly, MCA issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (“MCA Circulars”), prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM.

Securities and Exchange Board of India (“SEBI”) also vide its Circular dated May 12, 2020 (“SEBI Circular”), permitted holding of Annual General Meetings through VC/OAVM. In compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars and applicable provisions of the SEBI Circular, the 27th Annual General Meeting (AGM) of the Members will be held through VC/ OAVM. Accordingly, the members can attend and participate in the AGM through VC/OAVM only. The venue of the Meeting shall be deemed to be the registered office of the Company.

2. Pursuant to the provisions of the Companies Act, 2013 (“the Act”), a Member who is entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this General Meeting is held through VC/OAVM the physical attendance of members is dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Act, authorized representative of the Corporate Member(s) may be appointed for the purpose of participation in the 27thAGM through VC / OAVM and also for remote e-Voting during the 27th AGM.
3. No Route map has been sent along with this Notice of the Meeting as the meeting is held through VC/OAVM.
4. Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act, 2013.
5. In line with the MCA Circulars and the SEBI Circular, the Notice calling the AGM and the Annual Report 2019-20 has been uploaded on the website of the Company at www.ishandyes.com. The Notice and the Annual Report 2019-20 can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
6. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business, if any to be transacted at the meeting is annexed hereto. The Board of Directors of the Company at its meeting held on 20th July, 2020 considered that the Special Business under Item No. 4 being considered unavoidable, be transacted at the 27th AGM of the Company.



7. Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se, etc. as required to be disclosed as per the Companies Act, 2013, Regulation 36 (3) the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2), are provided as Annexure 1 to this notice.
8. All documents referred to in the accompanying Notice and the Explanatory Statement have been uploaded on the website of the Company at www.ishandyes.com. All shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to ishandyes@yahoo.com.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from 29th August, 2020 to 04th September, 2020 (both days inclusive) in connection with the AGM and for determining the names of members eligible for Equity Dividend, if declared at the AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
11. Considering the difficulties caused due to the Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report and the Notice of this Meeting, The Annual Reports together with the Notice of this meeting have been sent through registered email id to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as on Friday, July 24, 2020.
12. The dividend on Equity Shares, if declared at the AGM, subject to deduction of tax at source will be payable to those members:
 - (a) whose name appears as a Member in the Register of Members of the Company as on Friday, 28th August, 2020; and
 - (b) whose name appears in the list of Beneficial Owners as on Friday, 28th August, 2020 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
13. The Dividend, if approved, will be paid by crediting in to the bank account as provided by NSDL and CDSL through ECS / NECS / electronic transfer, of those shareholders holding shares in electronic form / demat and having registered relevant bank details. In respect to those shareholders holding shares in physical form or in case of ECS / NECS / electronic payment rejected, dividend will be paid by dividend warrants / demand drafts, at the earliest once the normalcy is restored.
14. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, dividend declared and paid by the Company shall be taxable in the hands of the shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to the Shareholders at prescribed rates in the Income Tax Act, 1961 (the "IT Act").

In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN and Category as per the IT Act with their Depository Participants in case shares are held in Dematerialized form. In case shares are held in physical form, aforementioned details need to be updated with the Company at ishandyes@yahoo.com by quoting their name and folio number.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H provided all prescribed conditions are met, to avail the benefit of non-deduction of tax at source to the Company at ishandyes@yahoo.com latest by 11:59 p.m. IST, 28th August, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.



Further, resident shareholders to provide the self-attested copy of PAN. In case Lower or Nil withholding certificate has been obtained under Section 197 of the IT Act by the resident shareholder, the self-attested copy of such certificate shall be required to be submitted to the Company at ishandyes@yahoo.com as referred above.

Resident shareholders being mutual funds to provide self-declaration that they are specified in Section 10(23D) of the IT Act, along with self-attested copy of PAN and registration certificate.

Non-resident shareholders [other than FII (called as FPI)] can avail beneficial rates under tax treaty between India and their country of residence, subject to the following documents/declaration are provided:

- (a) Self-attested copy of Permanent Account Number (PAN), if allotted by the Indian Income Tax Authorities;
- (b) Self-attested Tax Residency Certificate (TRC) issued by the tax authorities of the country of which shareholder is a resident, evidencing and certifying shareholder's tax residency status during the Financial Year 2020-21;
- (c) Completed and duly signed Self-Declaration in Form 10F;
- (d) Self-declaration certifying on the following points:

- i. The Non-resident Shareholder is and will continue to remain a tax resident of the country of its residence and does not hold dual residency in India during the Financial Year 2020-21;

In case of non-resident partnership firm/ trusts, the shareholders/ partners/ beneficiaries are subject to tax in the recipient's i.e. partnership firm/ trust's country of residence;

- ii. The Non-resident Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. The Non-resident shareholder meets the requirements under LOB clause of the respective tax treaty, if applicable;
 - iv. The Non-resident shareholder's claim for tax treaty benefits is not hit by the principal purpose test under the treaty read with the Multilateral Instrument, if applicable;
 - v. The Non-resident Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - vi. The Non-resident Company does not have place of effective management ('POEM') in India;
 - vii. The Non-resident shareholder is the beneficial owner of the dividend and the said non-resident shareholder is under no legal or contractual obligation to pass on the dividend income to any other person;
 - viii. Confirm whether any declaration of beneficial ownership is filed under Companies Act in respect of the shares held by the non-resident shareholders in the Company;
 - ix. The Non-resident Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2020-21 and that their shareholding in the Company is not effectively connected to such permanent establishment;
- (e) In case of FII (now known as FPI) shareholders, kindly confirm that the investment in the Company has been made under FPI route;
 - (f) In case of non-resident shareholder being partnership firms/ trusts, list of partners/ beneficiaries/ their respective share of income in partnership firms/ trusts and their residential status (if not stated in the TRC of partnership firms/ trusts).
 - (g) The aforesaid documents / declarations should be submitted to the Company at ishandyes@yahoo.com.
 - (h) The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 p.m. IST, August 28, 2020.

15. The Members are requested to dematerialize their shareholdings with their Depository Participants as the Company's Shares are traded compulsorily under Demat mode in the Stock Exchanges.

16. The Securities and Exchange Board of India (SEBI) has amended Regulation 40 of SEBI LODR. Pursuant to amended Regulation 40 of SEBI LODR, effective 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.



The Company in this regard has sent letters to the shareholders holding shares in physical form informing them about the above requirement. All shareholders holding shares in physical form are requested to demat their shares at the earliest.

17. Members holding shares in single name and/or in physical mode are advised to make nomination in respect of their shareholding in the Company. Nomination forms can be obtained from the Company's Registered Office.
18. Members who have not encashed their Final Dividend for the financial year 2015-16 and Interim Dividend for the Financial Year 2017-18, are requested to contact the Company at 18, G.I.D.C Estate, Phase - 1, Vatva, Ahmedabad - 382445, Gujarat, INDIA. Details of the unpaid / unclaimed dividend are uploaded as per the requirements on the Company's website www.ishandyes.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed at www.iepf.gov.in
19. Members are requested to note that Dividends not encashed or remaining unclaimed for a period of 7 (seven) Years from the date of transfer to the Company's Unpaid Dividend Accounts shall be transferred to the Investor Education and Protection Fund (IEPF) established under Section 124 of the Companies Act, 2013 and the relevant Rules thereunder.
20. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF Authority.
21. Pursuant to Section 124 of the Companies Act, 2013 the unpaid dividends that are due for transfer to the Investor Education and Protection Fund are as follows:

Type of Dividend	Date of Declaration of Dividend	For the Year ended	Due for Transfer on
Final Dividend	28-Sept-2016	31-Mar-2016	31-Oct-2023
Interim Dividend	23-Feb-2018	31-Mar-2018	29-Mar-2025

22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company.
23. Members are requested to:
 - (a) Intimate to the Company's Registrar and Share Transfer Agents -MCS Share Transfer Agent Limited, changes, if any, in their registered addresses and e-mail id at an early date, in case shares held in physical form;
 - (b) Intimate respective Depository Participant, changes, if any, in their registered addresses or e-mail id at an early date, in case of shares held in dematerialized form;
 - (c) Quote their folio numbers/client ID/DP ID in all correspondence; and
 - (d) Consolidate their holdings into one folio in the identical order of names.
 - (e) Update their PAN and Bank account details by sending a self-attested copy of the PAN along with original cancelled cheque bearing their name on it or bank passbook/statement attested by their Bank to MCS, the Registrar and Share Transfer Agents of the Company.
 - (f) Members may opt for the direct credit of dividend / ECS wherein members get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of bank instrument in transit. To avail this facility, the members are requested to update with their DP, the active bank account details including 9 digit MICR code and IFSC code, in case the holding is in dematerialized form. In case of shares held in physical form, the said details may be communicated to the RTA by quoting registered folio number and attaching photocopy of the cheque leaf of the active bank account along with a self-attested copy of the PAN card. Additionally, members holding shares in physical form can update their bank account details to the RTA.
24. Pursuant to Section 101 and 136 of the Act read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered



their e-mail address either with the Company or with the Depository. As per provisions of Section 20 of the Act read with Rules thereunder, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his / her Depository Participant / the Company's Registrar & Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. In cases, where any member has not registered his / her e-mail address with the Company, the service of documents, etc. will be effected by other modes of service as provided in Section 20 of the Act read with the relevant Rules thereunder.

Those members, who desire to receive notice / financial statement / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his / her Depository Participant / the Company's Registrar & Share Transfer Agent, M/s. MCS Share Transfer Agent Limited, as the case may be;

Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form) or with MCS (in case of Shares held in physical form)

25. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

Instructions for Members for voting electronically are as under:-

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on "Shareholders/Members" tab to cast your vote(s)
- c) Now enter your User ID as follows:
 - For CDSL: 16 digits beneficiary ID.
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - Members holding shares in physical form should enter Folio Number registered with the Company.
 - Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- d) Enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) For Shareholders holding shares in physical form and first time users holding shares in electronic form, the steps given below are to be followed:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Date of Birth or	Enter the Date of Birth as recorded in your demat account or in the Company's



Date of Incorporation or Bank Account	records for the said demat account in DD/MM/YYYY format. OR # Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member ID/ folio number in the Dividend Bank details field as mentioned in instruction (c).
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CDSL users can enter any one of the details viz. dividend bank details or date of birth, in order to login; however, NSDL users mandatorily have to mention their bank account number in order to login. In case bank details are not recorded with the depository, please enter the number of shares held by you as on the cut-off date viz. Friday, 28th August, 2020 in the Dividend Bank details field

- g) After entering these details appropriately, click on “**SUBMIT**” tab.
- h) For Members holding shares in physical form, the login details can be used only for e-voting on the resolutions contained in this Notice. On logging in, Members holding shares in physical form will be directed to the Company selection screen.
- i) Members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the electronic holders for voting on resolutions of other companies, as well, on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j) Click on the EVSN for the relevant Company <“**ISHAN DYES AND CHEMICALS LIMITED**”> on which you choose to vote.
- k) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO, as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the “Resolutions File” Link if you wish to view the entire Notice.
- m) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote. You can also take a print of the voting done by you.
- o) If an electronic account holder has forgotten the set password, then he has a ‘Forgot password’ option to reset the password.
- p) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- q) Note for Institutional Shareholders:
 - Institutional shareholders (i.e. other than Individuals, HUFs, and NRIs etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- r) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.



General Guidelines for shareholders:

- I. The remote e-voting begins on Tuesday, 01st September, 2020 (09.00 AM IST) and will end on Thursday, 03rd September, 2020 (5.00 p.m. IST) both days inclusive. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/ entitlement date of Friday, 28th August, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- III. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off/ entitlement date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.
- IV. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Friday, 28th August, 2020 for determining the eligibility to vote by electronic means or at the Meeting.
- V. Any person who becomes a member of the Company after the date of this Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, 28th August, 2020 may obtain the User ID and Password by sending an email request to ishandyes@yahoo.com. Members may also call on 079-25832144/2589360 or send a request/fax on 079-25833643 to Ms. Ankita V. Shah, Company Secretary and Compliance Officer of the Company, by writing to her at Ishan Dyes & Chemicals Limited, 18, G.I.D.C Estate, Phase - 1, Vatva, Ahmedabad - 382445, Gujarat, INDIA.
- VI. The Company has appointed Shri Kunal Sharma, Practicing Company Secretary (FCS 10329) as the Scrutinizer to conduct e-voting and the voting process at the AGM in a fair and transparent manner.
- VII. The Scrutinizer shall not later than 48 hours from the conclusion of the Meeting, issue consolidated Scrutinizer's Report of remote e-voting and voting at AGM, of the total votes casted in favor or against, if any, to the Chairman of the Meeting or a person as may be authorized by him in writing shall declare the result of the voting forthwith and all the resolutions as mentioned in the Notice of the Meeting shall be deemed to be passed on the date of the Meeting.
- VIII. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.ishandyes.com and on the website of CDSL and communicated to BSE Limited where the shares of the Company are listed.
- IX. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- X. The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.
- XI. You can also update your mobile number and Email id in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting in future. The same may be used in case the Member forgets the password and the same need to be reset.

Instructions for Members for E-Voting During the 27thAGM are as under:

- I. The procedure for e-Voting during the 27th AGM is same as the instructions mentioned hereinabove for remote e-Voting.
- II. Only those Members / shareholders, who will be present in the AGM through VC / OAVM and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the 27th AGM.
- III. If any votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC / OAVM, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only the members participating in the meeting.
- IV. Members who have cast their vote through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- V. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person(s) mentioned above in this Notice.



Instructions for Members for attending the 27th AGM through VC / OAVM are as under:

- I. Member will be provided with a facility to attend the 27th AGM through VC / OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-Voting credentials. The link for VC / OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- II. The Members can join the 27th AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 27th AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 27th AGM without restriction on account of first come first served basis.
- III. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- IV. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- V. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- VI. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before Friday, 28th August, 2020 mentioning their name, demat account number/folio number, email id, mobile number at ishandyes@yahoo.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries on or before Friday, 28th August, 2020 mentioning their name, demat account number/folio number, email id, mobile number at ishandyes@yahoo.com. These queries will be replied by the Company suitably by email.
- VII. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time as appropriate for smooth conduct of the AGM.
- VIII. Convenience of different persons positioned indifferent time zones has been kept in mind before scheduling the time for this Meeting.

Contact Details:

Company	M/s Ishan Dyes & Chemicals Limited Reg. Office: 18, G.I.D.C Estate, Phase - 1, Vatva, Ahmedabad - 382445, Gujarat, INDIA, Tel No: 079-25832144/25893607, Fax: 079-25833643, Email ID: ishandyes@yahoo.com , CIN:L24110GJ1993PLC020737
Registrar and Share Transfer Agent	MCS Share Transfer Agent Limited 1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chappanbhog Sweet, Alkapuri, Vadodara - 390 007 Tel:(0265) 2314757, 2350490, Fax:(0265) 2341639 E-mail: mcsltdbaroda@gmail.com
E-voting Agency	Central Depository Services (India) Ltd Email id: helpdesk.evoting@cdslindia.com
Scrutinizer	CS Kunal Sharma, Practicing Company Secretary 501-502,Skylar,Near Shalin Bunglows, Corporate Road Prahladnagar, Satellite, Ahmedabad -380 015 Tel., +91 9173430216, Email id: cskunalsharma@gmail.com

By order of the Board of Directors
For ISHAN DYES & CHEMICALS LIMITED

20th July, 2020
Ahmedabad

Piyush N. Patel
Chairman & Managing Director
DIN: 00450807



Registered office:

18, G.I.D.C Estate, Phase – 1, Vatva, Ahmedabad– 382445, Gujarat, INDIA

Tel No: 079-25832144/25893607, Fax: 079-25833643

Email id: ishandyes@yahoo.com, CIN: L24110GJ1993PLC020737

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no: 04:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report.

Mr. Ronak Yatinkumar Desai (DIN: 02808811) was appointed as an Independent Director (Non-Executive) of the Company for a period of five (5) years w.e.f 29th September 2015 upto 28th September 2020.

The Nomination and Remuneration Committee on the basis of his skills, experience, knowledge and report of his performance evaluation recommended re-appointment of Ronak Yatinkumar Desai (DIN: 02808811) as a Non-Executive Independent Director for a second term of five consecutive years on the Board of the Company w.e.f 29th September 2020.

The Board of Directors (“Board”) at its meeting held on 20th July, 2020 reviewed the declaration made by Mr. Ronak Yatinkumar Desai (DIN: 02808811) that he meets the criteria of independence as provided in Section 149 (6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and was of opinion that he fulfills the conditions specified in the Act, the rules made there-under and in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the Management.

The Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company.

The Board accordingly re-appointed him as a Non – Executive Independent Director not liable to retire by rotation for a further period of five years w.e.f 29th September 2020 upto 28th September 2025.

Except for the Director being appointed and his relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any manner, concerned or interested, financially or otherwise, in the respective resolution set out at Item No. 04 of the Notice.

The Board recommends the Special Resolution set out at Item No. 04 of the Notice for approval by the shareholders.

**By order of the Board of Directors
For ISHAN DYES & CHEMICALS LIMITED**

**20th July, 2020
Ahmedabad**

**Piyush N. Patel
Chairman & Managing Director
DIN: 00450807**

Registered office:

18, G.I.D.C Estate, Phase – 1, Vatva, Ahmedabad– 382445, Gujarat, INDIA

Tel No: 079-25832144/25893607, Fax: 079-25833643

Email id: ishandyes@yahoo.com, CIN: L24110GJ1993PLC020737



Annexure - 1

Details of Directors including Directors to be appointed / reappointed at the ensuing Annual General Meeting:
(This also includes information Pursuant to Regulation 36 (3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name with Age and Qualifications	Experience	Details of Directorships in other Companies including Listed Companies	Details of Membership of Committees of all the Companies	No of Meetings attended during the Year	Brief Resume of Directors	Disclosure on relationship between Directors Inter-se
<p>Piyushbhai N. Patel</p> <p>Date of Birth - 01/04/1955</p> <p>65 years</p> <p>B.E. (Mechanical Engineer)</p>	<p>He is one of the founding Promoters and first Director of the Company. He possesses Diploma in Mechanical Engineering accredited by Gujarat University. He has experience of over 36 years in the industry in which our Company operates. He currently provides strategic direction and leadership to our Company</p>	<p>(i) Cluster Enviro Private Limited</p> <p>(ii) Beverly Hills Construction Private Limited</p>	<p>Ishan Dyes and Chemicals Limited</p> <p>Membership:</p> <p>i. Stakeholders Relationship Committee</p> <p>Chairmanship</p> <p>ii. Corporate Social Responsibility (CSR) Committee</p>	13	<p>He is the key promoter and associated with the Company since its incorporation. Presently he is Chairman and Managing Director of the Company.</p> <p>He holds 39,64,859 Shares in the Company</p>	<p>Husband of Anilaben Patel, Father of Shrinal P. Patel and Father in Law of Mirali H. Patel</p>
<p>Shrinal P. Patel</p> <p>Date of Birth - 12/05/1985</p> <p>35 years</p> <p>BBA (Business Finance, Psychology and Bioscience) from University of Florida</p>	<p>He is one of the Promoters and Whole Time Director of the Company. He possesses a degree of B.B.A. in Business Finance from University of Florida. He has experience of over 12 years in the industry in which our Company operates. He is on the Board of our Company since the year 2010 and currently heads the marketing, finance and business operations in our Company.</p>	<p>(i) Cluster Enviro Private Limited</p>	NIL	13	<p>He is Co-promoter of the Company and associated as a Whole-Time Director of the Company since 2010 and contributed to accelerate the growth of the Company to achieve present scale of operations and performance.</p> <p>He holds 16,65,210 Shares in the Company</p>	<p>Son of Piyush N. Patel, Anilaben P. Patel and Husband of Mirali H. Patel</p>



<p>Anilaben P. Patel</p> <p>Date of Birth - 07/11/1957</p> <p>62 years</p> <p>B.A. (Psychology)</p>	<p>She is having experience of general administration and involved into various social activities.</p>	<p>(ii) Cluster Enviro Private Limited</p>	<p>Ishan Dyes and Chemicals Limited</p> <p>Membership:</p> <p>i. Stakeholders Relationship Committee</p>	<p>13</p>	<p>She is one of the key promoters of the Company. Presently she is a promoter director liable to retire by rotation.</p> <p>She holds 12,92,325 Shares in the Company</p>	<p>Wife of Piyush N. Patel, Mother of Shrinal P. Patel and Mother in Law of Mirali H. Patel</p>
<p>Ronak Y. Desai</p> <p>Date of Birth - 01/09/1984</p> <p>35 years</p> <p>Hotel Management</p>	<p>He possesses a Degree of Hotel Management from University of Boston. He is currently engage in building and construction business and has experience of over 13 years of the industry.</p>	<p>NIL</p>	<p>Ishan Dyes and Chemicals Limited</p> <p>Membership:</p> <p>i. Audit Committee</p> <p>ii. Nomination and Remuneration Committee</p>	<p>9</p>	<p>The Board of Directors had first appointed Mr. Ronak Y. Desai as an Additional Director of the Company with effect from 30/04/2005.</p> <p>At the 22nd Annual General Meeting of the Company held in the year 2015, shareholders have approved his appointment as an Independent Director for a period of 5 years.</p> <p>He holds NIL Shares in the Company.</p>	<p>NIL</p>
<p>Mayankumar H. Patel</p> <p>Date of Birth - 22/10/1973</p> <p>26 years</p> <p>Undergraduate</p>	<p>He is farmer and actively involved with agricultural business.</p>	<p>NIL</p>	<p>Ishan Dyes and Chemicals Limited</p> <p>Membership:</p> <p>i. Audit Committee</p> <p>ii. Nomination and Remuneration Committee</p> <p>iii. Corporate Social Responsibility</p>	<p>13</p>	<p>The Board of Directors had first appointed Mr. Mayankumar H. Patel as a Director of the Company with effect from 28/01/2010.</p> <p>At the 26th Annual General Meeting of the Company held in the year 2019,</p>	<p>NIL</p>



			y (CSR) Committee		shareholders have approved his re-appointment as an Independent Director for a period of 5 years. He holds 450 Shares in the Company	
Roopin A. Patel Date of Birth - 31/05/1977 43 years Chartered Accountant	He is practicing Chartered Accountant and having vast experience in the field of accounts, finance, taxation and banking.	NIL	Ishan Dyes and Chemicals Limited Chairman: i. Audit Committee ii. Nomination and Remuneration Committee iii. Stakeholders Relationship Committee Member i. Corporate Social Responsibility (CSR) Committee	13	The Board of Directors had first appointed Mr. Roopin A. Patel as a Director of the Company with effect from 20/09/2010. At the 26 th Annual General Meeting of the Company held in the year 2019, shareholders have approved his re-appointment as an Independent Director for a period of 5 years. He holds NIL Shares in the Company	NIL
Yatinbhai G. Patel Date of Birth - 01/06/1955 65 years Graduate	He is a Graduate and having rich experience in the areas of Finance and Management.	NIL	Ishan Dyes and Chemicals Limited Membership: i. Audit Committee ii. Nomination and Remuneration Committee	9	The Board of Directors had first appointed Mr. Yatin G. Desai as a Director of the Company with effect from 07/09/2011. At the 26 th Annual General Meeting of the Company held in the year 2019, shareholders have approved his re-appointment as	NIL



					an Independent Director for a period of 5 years. He holds 900 Shares in the Company	
Mirali Hemantbhai Patel Date of Birth - 25/10/1989 30 years Degree in Computer Engineering	She is having experience of general administration	(iii) Cluster Enviro Private Limited	NIL	13	The Board of Directors had appointed Mrs. Mirali Hemantbhai Patel as an Additional Director of the Company with effect from 25/03/2019 and subsequently her appointment has been regularized by the Shareholders at the 26 th AGM held on 27 th September, 2019. She holds 21,66,494 Shares in the Company.	Wife of Shrinal P. Patel and Daughter in Law of Piyushbhai P. Patel and Anilaben P. Patel