



ISHAN DYES & CHEMICALS LIMITED

25TH ANNUAL REPORT 2017-18



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CORPORATE INFORMATION

BOARD OF DIRECTORS

SHRI PIYUSH NATVARLAL PATEL	-	Chairman & Managing Director
SHRI SHRINAL PIYUSHBHAI PATEL	-	Whole-Time Director
SMT ANILABEN PIYUSHBHAI PATEL	-	Non-Executive and Non-Independent Director
SHRI MARUT DINESHCHANDRA PATEL	-	Non-Executive and Non-Independent Director
SHRI MAYANK HASMUKHBHAI PATEL	-	Independent Director
SHRI RONAK YATINKUMAR DESAI	-	Independent Director
SHRI ROOPIN AMRIT PATEL	-	Independent Director
SHRI YATIN GORDHANBHAI PATEL	-	Independent Director

CHIEF FINANCIAL OFFICER

- SHRI CHINTAN PRAKASHBHAI PANCHOLI

COMPANY SECRETARY & COMPLIANCE OFFICER

- MS. ANKITA VIVEKKUMAR SHAH

BANKERS

- Kalupur Commercial Co. Op. Bank Limited
Kotak Mahindra Bank Limited
CITI Bank
Bank of India
Axis Bank Limited

STATUTORY AUDITORS

- G.S. Mathur & Co.
Chartered Accountants
F-3, Vikram Chamber,
Income Tax, Ahmedabad – 380009

INTERNAL AUDITORS

- K. D. Dave & Co.
Chartered Accountants
501-502, Skylar, Near Shalin Bungalows
Corporate Road, Prahladnagar Road,
Satellite, Ahmedabad – 380015

REGISTERED OFFICE & FACTORY ADDRESS

- 18, G.I.D.C Estate, Phase – 1,
Vatva, Ahmedabad – 382445, Gujarat, INDIA
Tel.: 079-25832144/25893607
Fax: 079-25833643
E-mail: ishandyes@yahoo.com
Website: www.ishandyes.com

CIN NO

- L24110GJ1993PLC020737

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

- MCS Share Transfer Agent Limited
1st Floor, Neelam Apartment, 88, Sampatrao
Colony, Above Chappanbhog Sweet, Alkapuri,
Vadodara - 390 007
Tel No:-0265-2314757/2350490
Fax: 0265 - 2341639
E-mail: mcsltdbaroda@gmail.com

NOTICE



25th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH ANNUAL GENERAL MEETING OF ISHAN DYES & CHEMICALS LIMITED WILL BE HELD ON FRIDAY, 14TH SEPTEMBER, 2018 AT 2.30 P.M. AT 18, G.I.D.C ESTATE PHASE - 1, VATVA AHMEDABAD – 382445 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

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

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2018 together with the Reports of the Directors' and Auditors' thereon.

2. CONFIRMATION OF INTERIM DIVIDEND ON EQUITY SHARES AS FINAL DIVIDEND:

To confirm the payment of Interim Dividend of Rs. 0.75/- per Equity Share (i.e. 7.5% of face value of Rs. 10/- each) of the Company for the financial year ended 31st March, 2018.

3. APPOINTMENT OF A DIRECTOR IN PLACE OF DIRECTOR RETIRING BY ROTATION:

To appoint a Director in place of Smt. Anilaben Piyushbhai Patel (DIN: 00450893), Director, who retires by rotation and being eligible, offers herself for re-appointment.

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

**14th August, 2018
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. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The Proxy, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.



In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

2. 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.
3. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting is done away with vide notification dated 7th May 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 23rd September, 2014.
4. Brief resume of Directors including those 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 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 to this notice.
5. Members/Proxies should bring attendance slips sent herewith duly filled in, for attending the Meeting.
6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 03.00 p.m. to 05.00 p.m. upto the date of this Annual General Meeting.
7. A route map along with prominent landmark for easy reach to the venue of annual general meeting is annexed with this notice.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 08th September, 2018 to 14th September, 2018 (both days inclusive) for the purpose of 25th Annual General Meeting of the Company.
9. 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.
- 10. The Securities and Exchange Board of India (SEBI) has decided that securities of listed companies can be transferred only in case of dematerialized form w.e.f. December 05, 2018 onwards. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.**
11. 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.
12. 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.
13. 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.
14. The Register of Directors, Key Managerial Personnel and their shareholding and register of Contracts or Arrangements in which Directors are interested, maintained as per Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- 15. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies of Annual Report to the Meeting. No gifts or coupons or any other form of solicitation will be provided at the Annual General Meeting.**



16. The Notice of the 25th Annual General Meeting is available on the website of the Company www.ishandyes.com and website of CDSL www.cdslindia.com.
17. 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.
18. 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) Attendance Slip and Proxy Form is annexed. Members are requested to affix their signature at the space provided in the entrance pass and hand over the same at the entrance to the place of meeting.
- (g) **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)

- (h) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 25th Annual General Meeting (AGM). For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically.

The Company is also providing facility for voting by Ballot paper at the venue of the 25th Annual General Meeting apart from providing remote e-voting facility for all those members who are present at the general meeting but have not casted their votes by availing the remote e-voting facility.



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) Log on to the e-voting website www.evotingindia.com
- b) Click on "Shareholders" 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.
- 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 Date of Incorporation or Bank Account	<p>Enter the Date of Birth as recorded in your demat account or in the Company's records for the said demat account in DD/MM/YYYY format.</p> <p style="text-align: center;">OR</p> <p># Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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).</p>

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, 07th September, 2018 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, 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.

Other Instructions:

- I. The remote e-voting period commences on Tuesday, 11th September, 2018 (9.00 a.m. IST) and ends on Thursday, 13th September, 2018 (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, 07th September, 2018 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. 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.
- III. 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, 07th September, 2018 for determining the eligibility to vote by electronic means or at the Meeting by Ballot Paper.
- IV. 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, 07th September, 2018 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.
- V. The Company has appointed Shri Kunal Sharma, Practicing Company Secretary as the Scrutinizer to conduct e-voting and the voting process at the AGM in a fair and transparent manner.
- VI. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes casted by Ballot Paper at the Meeting, thereafter unblock the votes casted through remote e-voting in the manner provided in the Rules and make, not later than 48 hours from the conclusion of the Meeting, consolidated Scrutinizer's Report of remote e-voting and voting by Ballot Paper at the Meeting, 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.
- VII. 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.



- VIII. The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.
- IX. 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.

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**

**14th August, 2018
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 Board of other Companies	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>63 years</p> <p>B.E.(Mechanical Engineer)</p>	<p>He is having rich experience in the business of Chemicals, farming, general Trading and Banking. He is also actively involved with various social, industrial and trade association activities.</p>	<p>(i) Cluster Enviro Private Limited</p> <p>(ii) Beverly Hills Construction Private Limited</p>	NIL	<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 16,40,650 Shares in the Company</p>	<p>Husband of Anilaben Patel and Father of Shrinal P. Patel</p>
<p>Shrinal P. Patel</p> <p>Date of Birth - 12/05/1985</p> <p>33 years</p> <p>BBA(Business Finance, Psychology and Bioscience) from University of Florida</p>	<p>He is having rich experience in the areas of Marketing, finance and Business operations with knowledge of chemical industry.</p>	<p>(i) Cluster Enviro Private Limited</p>	NIL	<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 9,58,500 Shares in the Company</p>	<p>Son of Piyush N. Patel and Anilaben P. Patel</p>
<p>Anilaben P. Patel</p> <p>Date of Birth - 07/11/1957</p> <p>60 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>	NIL	<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 3,63,750 Shares in the Company</p>	<p>Wife of Piyush N. Patel and Mother of Shrinal P. Patel</p>
<p>Marutbhai D. Patel</p> <p>Date of Birth - 20/04/1956</p> <p>62 years</p> <p>Graduate</p>	<p>He is NRI and has rich experience of running retail business of over 30 years.</p>	<p>(i) Beverly Hills Construction Private Limited</p>	NIL	<p>He is co-promoter of the Company and associated as Non-executive Director of the Company since 08/09/1994. He is director liable to retire by rotation.</p>	NIL



				He holds 2,49,700 Shares in the Company.	
Ronak Y. Desai Date of Birth - 01/09/1984 33 years H. SC	He is having rich experience in the areas of quarry, mining and Infrastructure projects.	NIL	NIL	The Board of Directors had first appointed Mr. Ronak Y. Desai as an Additional Director of the Company with effect from 30/04/2005. He holds NIL Shares in the Company.	NIL
Mayankkumar H. Patel Date of Birth - 22/10/1973 44 years Undergraduate	He is farmer and actively involved with agricultural business.	NIL	NIL	The Board of Directors had first appointed Mr. Mayankkumar H. Patel as a Director of the Company with effect from 28/01/2010. At the 21 st Annual General Meeting of the Company held in the year 2014, shareholders have approved his appointment as an Independent Director for a period of 5 years. He holds 450 Shares in the Company	NIL
Roopin A. Patel Date of Birth - 31/05/1977 41 years Chartered Accountant	He is practicing Chartered Accountant and having vast experience in the field of accounts, finance, taxation and banking.	NIL	NIL	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 21 st Annual General Meeting of the Company held in the year 2014, shareholders have approved his 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	He is a Graduate and having rich experience in the areas of Finance and Management.	NIL	NIL	The Board of Directors had first appointed Mr. Yatin G. Desai as a Director of the Company with effect from 07/09/2011.	NIL



63 years				At the 21 st Annual General Meeting of the Company held in the year 2014, shareholders have approved his appointment as an Independent Director for a period of 5 years.	
Graduate				He holds 900 Shares in the Company	



DIRECTORS' REPORT

To,
The Members,
ISHAN DYES AND CHEMICALS LIMITED

Your Directors have pleasure in presenting 25th Annual Report together with the Audited Financial Statements for the financial year ended 31st March, 2018.

1. FINANCIAL RESULTS:

The Company's financial performance, for the year ended March 31, 2018 is summarized below:

	<i>(Amount in Lacs)</i>	
	Current Year (2017-18)	Previous Year (2016-17)
Sales(Net)	7214.94	6,674.29
Other Income	159.20	114.24
Total Revenue	7374.14	6,788.53
Earnings before Interest, Depreciation, Exceptional /Extraordinary Items, Tax & Amortizations (EBITDA)	685.98	1219.07
Interest(Net)	64.26	81.90
Depreciation	84.37	154.64
Profit before Exceptional / Extraordinary items & tax	592.34	982.53
Exceptional / Extraordinary expenses	--	--
Profit before Tax	592.34	982.53
Tax Adjustments (Net)	256.01	422.43
Profit after Tax	336.33	560.10

2. STATE OF COMPANY'S AFFAIRS AND FINANCIAL PERFORMANCE:

The Company has achieved total revenue of Rs. 7374.14 Lacs and EBITDA (pre-exceptional and extraordinary item) of Rs. 685.98 Lacs as against that of Rs. 6788.53 Lacs and Rs. 1219.07 Lacs respectively for the previous year. During the year the operations has resulted increase in total revenues by 8.63%. However EBITDA has decreased due to increase in prices of key raw materials which the Company was unable to pass in finished product prices due to various market constraints. Besides that other operating overheads has also increased marginally due to inflationary pressure. The overall cost escalation has resulted into lower margins for the year ended and in turn lower EBITDA and Net Profit for the year ended.

3. PROSPECTS & DEVELOPMENTS:

During the year, the Company has undertaken modernization program and already incurred capital expenditure of more than Rs. 8.00 Crores to improve its plant building and also add balancing equipments. The same will result into overall efficiency improvements, reduction in operating cost and better quality product with increased output. The undertaken steps will facilitate better yields, reduction in cost of operations and also overall increase in margins for the products of the Company. The Company has developed sound export market and overall customer spread besides introducing new ranges for the products, all these factors will drive the growth during coming years for the benefits of the Company. Barring unforeseen circumstances, the management is confident of delivering improved results during the coming years. The management is also working on various expansion plans and opportunities to diversify for creating value chain of business.



The Company is also planning to raise funds by right issue and the proceeds of same will be utilized to repay debts of the Company.

The Company operates in a competitive business environment and key challenge areas are ecology and allied regulatory compliances, commodity and petro-products price volatility, foreign currency fluctuations, inflationary pressure on operational costs, large working capital need, skilled manpower availability etc. The management of the Company is working with a proactive approach to meet challenges and cater opportunities with an aim to enhance stakeholder's value. The management of the Company has charted out growth plans for the Company which includes further expanding export business; add new ranges and products to create a basket of products for catering customer needs and also to create value addition in present product portfolio with a view to increase revenues and margin for the Company. Also debt reduction will help to reduce interest burden for the Company and overall profitability of the Company would be improved in due course of time.

Barring unforeseen circumstances the management is confident to further improve its business performance and also position the Company as a preferred quality producer and exporter of Pthalocyanine blue pigments.

4. CHANGE IN NATURE OF BUSINESS, IF ANY:

During the Financial Year 2017-18, the company has not changed its nature of business.

5. DIVIDEND:

The Board of Directors at their meeting held on 23rd February, 2018 had declared an interim dividend of Rs. 0.75/- per Equity Share i.e. @ 7.5% of face value of Rs. 10/- per share to all the shareholders of the Company whose names appeared on the Register of Members / Register of Beneficial Owners on Friday, 09th March, 2018. The interim dividend was paid to the Shareholders in the month of March, 2018.

The Board has recommended the same to be confirmed as the Final Dividend for FY 2017-2018. Necessary resolution is being proposed for the purpose at the ensuing 25th Annual General Meeting ("AGM").

6. FINANCE

During the year, your Company has obtained sanction for machinery term loan and other term loan from the Kalupur Commercial Co. Op. Bank Ltd. Also the working capital facilities has been renewed during the year for Rs. 8.00 Crores from the Kalupur Commercial Co. Op. Bank Ltd. All the installments of banking facilities, private loans and vehicle loans which were due during the financial year were repaid as per schedule in due course.

7. TRANSFER TO RESERVES:

During the year under review, no transfer to reserves was carried out.

8. EXPORTS

The Export is the thrust area for the growth of the Company and during the year ended recorded gross export turnover of Rs. 34.29 Crores

9. SHARE CAPITAL:

As on 31st March, 2018, the Share Capital structure of the Company stood as follows:



Particulars	No of Shares	Amount
Authorized Share Capital		
Equity Shares of Rs. 10/- each	2,50,00,000	25,00,00,000
Total	2,50,00,000	25,00,00,000
Issued, Subscribed and Paid up Share Capital		
Equity Shares of Rs. 10/- each	1,12,64,700	11,26,47,000
Total	1,12,64,700	11,26,47,000

Increase in Authorized Share Capital of the Company:

During the year 2017-18, the Authorized Share Capital of the Company has been increased from Rs. 20.00 Crores to Rs. 25.00 Crores by way of Ordinary Resolution passed by the Shareholders at the 24th AGM of the Company held on 28th September, 2017. In this regard, the Company has complied with all the applicable sections, rules, regulations and guidelines of the Companies Act, 2013 and the Securities Exchange Board of India (SEBI).

Rights Issue:

During the year under review, the Board of Directors at their meeting held on 20th March, 2018 has approved to raise funds upto an aggregate amount of Rs. 20.00 Crores by way of Issue of Equity Shares of the Company to its eligible existing Shareholders on rights basis subject to the Shareholders approval.

Further, at the Extra Ordinary General Meeting held on 23rd April, 2018, the Shareholders of the Company has approved to raise funds upto an aggregate amount of Rs. 20.00 Crores by way of Issue of Equity Shares of the Company to its eligible existing Shareholders on a rights basis.

The Company has appointed M/s Vivro Financial Services Private Limited as the Lead Manager to the Issue and M/s Link Intime India Private Limited as the Registrar to the Rights Issue.

The Board of Directors at their meeting held on 19th July, 2018 has approved the Draft Letter of Offer dated 19th July, 2018 for submission with the Securities Exchange Board of India ("SEBI") and BSE Limited ("BSE") which has been submitted to SEBI for their comments and observations.

10. SEGMENT WISE PERFORMANCE:

The Company has only one reportable segment of activity i.e. "Chemicals", in accordance with the definition of "Segment" as per the Accounting Standard 17 issued by the Institute of Chartered Accountants of India. The performance of the Company is discussed separately in this Report.

11. SUBSIDIARIES, JOINT VENTURES & ASSOCIATES:

Your Company doesn't have any Subsidiaries, Joint Ventures and Associates.

12. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report and provides overview of the business and operations of the Company.

13. PUBLIC DEPOSITS:

The Company has not accepted any public deposits nor any amount of principal or interest thereof was outstanding in terms of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, for the financial year ended.



14. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:

In terms of Section 134(3) (l) of the Companies Act, 2013, except as disclosed elsewhere in this Report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this Report.

15. CORPORATE GOVERNANCE:

As required by Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed report on Corporate Governance is given as a part of the Annual Report. The Company is in full compliance with the requirements and disclosures that have to be made in this regard. The Auditors' Certificate of the compliance with Corporate Governance requirements by the Company is attached to the Report on Corporate Governance.

16. INDUSTRIAL RELATIONS

The relationship with employees at all level remained cordial and harmonious during the year. We appreciate for committed contribution made by employees of the Company at all the levels to achieve present growth of the Company.

17. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT OF THE COMPANY:

In accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Board of Directors has formulated the Nomination and Remuneration Policy on the basis of recommendations made by the Nomination and Remuneration Committee. The salient aspects covered in the Nomination and Remuneration Policy has been outlined in the Corporate Governance Report which forms part of this Report. The Policy is also available on the website of the Company www.ishandyes.com.

18. BOARD DIVERSITY

The Company recognizes the importance of a diverse Board in its process. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender which will help to provide better directions and supervision to the affairs of the Company. The Board has adopted the Board diversity policy which sets out the approach to diversity of the Board of Directors. The Policy is also available on the website of the Company www.ishandyes.com

19. PARTICULARS OF EMPLOYEES:

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 (12) of the Companies Act, 2013 and Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in "Annexure [A]" that forms part of this Report.

No employee of the Company was in receipt of remuneration more than the limits specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, during the financial year ended 31st March 2017.



20. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Appointments:

During the year 2017-18, No Director was appointed on the Board of the Company.

Re-appointments:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company, Smt. Anilaben P. Patel, Non-Executive and Non-Independent Director of the Company is liable to retire by rotation at the ensuing AGM and being eligible offered herself for reappointment.

Appropriate resolution for her re-appointment is being placed for your approval at the ensuing AGM. The brief resume of Smt. Anilaben P. Patel together with other related information has been detailed in the Notice of AGM which is forming part of the Annual Report.

Your Directors recommend her re-appointment as Non-Executive and Non Independent Director of your Company.

Resignations along with facts of resignation:

During the financial year 2017-18, no Director has been resigned from the office of Directorship of the Company.

Key Managerial Personnel:

During the year under review, Ms. Ankita Vivekkumar Shah (ACS: 40326) has been appointed as a Company Secretary & Compliance officer of the Company w.e.f 20th March, 2018.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Shri Piyush N. Patel, Chairman and Managing Director, Shri Chintan Prakash Pancholi, Chief Financial Officer and Ms. Ankita Vivekkumar Shah, Company Secretary and Compliance officer, are the Key Managerial Personnel of your Company.

Annual Evaluation of Board's Performance:

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the corporate governance report section in this Annual Report.

Declaration of Independence:

Your Company has received declarations from all the Independent Directors under Section 149(7) of the Companies Act, 2013 confirming that they fulfill the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as under Regulation 16(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Familiarization Program for Independent Directors

At the time of the appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities. Further, the Independent Directors



are introduced with the corporate affairs, new developments and business of the Company from time to time. The Familiarization program is also available on the website of the Company www.ishandyes.com.

21. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company as well as consequences of violation. The Policy has been formulated to regulate, monitor and ensure reporting of deals by the employees and to maintain the highest ethical standards of dealing in the Company's Shares. The code is also available on the website of the Company www.ishandyes.com.

22. COMMITTEES OF THE BOARD

As on 31st March, 2018, the Board has following committees:

- a. Audit committee,
- b. Nomination and Remuneration committee,
- c. Stakeholder's relationship committee
- d. Corporate Social Responsibility Committee
- e. Rights Issue Committee.

A detailed note on the Board and its committees is provided under the corporate governance report section in this Annual Report.

23. NUMBER OF MEETINGS OF THE BOARD AND AUDIT COMMITTEE MEETINGS:

The details of the number of Board and Committee Meetings of your Company along with the composition and attendance of the Directors and Members at such meetings are set out in the Corporate Governance Report which forms part of this Report. The time gap between the two meetings was in accordance with the requirements. All the information required to be furnished to the Board was made available along with detailed Agenda.

24. DIRECTORS' RESPONSIBILITY STATEMENT:

As required under Section 134(3) (c) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2018, the applicable accounting standards have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2018 and of the profit and loss statement of the Company for the financial year ended 31st March, 2018;
- (c) proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a 'going concern' basis;
- (e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and operating effectively; and
- (f) Proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.



25. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as “Annexure [B]” and form an integral part to this Report.

26. RELATED PARTY TRANSACTIONS

During the financial year 2017-18, all transactions with the Related Parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were entered in the ordinary course of business and on an arm’s length basis.

27. LOANS AND INVESTMENTS:

Loans, guarantees/securities and investments, if any and as covered under Section 186 of the Companies Act, 2013 forms part of the notes to the financial statements.

28. RISK MANAGEMENT:

At present the company has not identified any element of risk which may threaten the existence of the Company.

All the properties and insurable interest of the Company are adequately insured.

29. VIGIL MECHANISM AND WHISTLE BLOWER POLICY:

The Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. The policy is also available on the website of the Company www.ishandyes.com.

30. CORPORATE SOCIAL RESPONSIBILITY:

Your Company has constituted the Corporate Social Responsibility (CSR) Committee as per the requirement of the Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time. Shri Piyush N. Patel is the Chairman of the Committee and two other members namely Shri Roopin A. Patel and Shri Mayankkumar H. Patel are the members of said Committee. The Committee has framed the Corporate Social Responsibility Policy for the Company. The philosophy for CSR activity of the Company is mainly focused in the various areas of rural infrastructure development, social upliftment, education, promotion of healthcare and sanitation, ensuring environmental sustainability and promoting rural sports.

During the year under review the Company has not spent any amount on CSR activities due to lack of availability of proper and satisfactory opportunity for such spending in line with policy and philosophy framed by the Committee. However, the Committee in consultation with the Management of the Company is working out long term basis plan for CSR spending in a phased manner over a period of time.



31. AUDITORS AND AUDITORS' REPORT:

Statutory Auditors:

At the 21st Annual General Meeting held on 23rd September, 2014, M/s. G. S. Mathur & Co. Chartered Accountants were appointed as statutory auditors of the Company to hold office till the conclusion of the 26th Annual General Meeting to be held in the calendar year 2019.

Further, in terms of Clause 40 of the Companies (Amendment) Act, 2017 which was notified vide Notification dated S. O. 1833 (E) dated 07th May, 2018 and effective from that date, the Proviso of Section 139 (1) relating to ratification of Appointment of Auditors at every Annual General Meeting of the Company has been omitted and the requirement of Ratification of Auditors Appointment is no longer required as per the Companies Act, 2013.

Therefore, the resolution for ratification of Appointment of Statutory Auditors, M/s G. S. Mathur & Co, Chartered Accountants has not been provided for the approval of the Shareholders and not formed as a part of Notice of the 25th AGM of the Company

Cost Auditor:

The appointment of Cost Auditor for the Company is not applicable to the Company.

Secretarial Audit:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Mr. Kunal Sharma, Practicing Company Secretary to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as “**Annexure - [C]**” to this Report.

32. EXPLANATION ON AUDITORS REPORT:

Statutory Auditor

The notes to the accounts referred to in the Auditors Report are self-explanatory and therefore do not call for any separate or further comments or explanations.

Secretarial Auditor

The Secretarial Audit report does not contain any remarks and qualifications and are self-explanatory therefore do not call for any separate or further comments or explanations.

33. FRAUDS REPORTED BY AUDITORS:

No frauds are reported by Auditors which falls under the purview of sub section (12) of Section 143 of the Companies Act, 2013.

34. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 with respect to the information on conservation of energy, technology absorption and foreign exchange earnings and outgo is given in “**Annexure - [D]**” appended hereto and forms part of this Report.



35. INTERNAL FINANCIAL CONTROLS:

The Company has adequate internal controls and checks in commensurate with its size and activities. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

36. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. During the year under review, there was no case filed pursuant to the sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

37. SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS:

There are no significant/material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of your Company and its future operations.

38. ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation for the continued support received from stakeholders, employees at all levels, vendors, customers, bankers, consultants and all associates of the Company.

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

**14th August, 2018
Ahmedabad**

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



“Annexure - [A]”

RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE’S REMUNERATION

(i) Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year, percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year ;

Amount in Rupees

S. No	Name of the Director/KMP	Designation	Remuneration	Median remuneration of the employees	Ratio of the remuneration of each director to the median remuneration of the employees	% increase in remuneration during FY 2017-18
1.	Piyushbhai Natvarlal Patel	Chairman and Managing Director	26,64,000	1,24,586	21.38 : 1	NIL
2.	Shrinal Piyushbhai Patel	Whole-Time Director	19,98,000	1,24,586	16.03 : 1	NIL
3.	Anilaben Piyushbhai Patel	Non-Executive Director	NIL	N.A.	N.A.	N.A.
4.	Marutbhai Dineshchandra Patel	Non-Executive Director	NIL	N.A.	N.A.	N.A.
5.	Ronak Yatinkumar Desai	Independent Director	NIL	N.A.	N.A.	N.A.
6.	Mayankkumar Hasmukhbhai Patel	Independent Director	NIL	N.A.	N.A.	N.A.
7.	Roopin Amrit Patel	Independent Director	NIL	N.A.	N.A.	N.A.
8.	Yatinbhai Gordhanbhai Patel	Independent Director	NIL	N.A.	N.A.	N.A.
9.	Chintan Prakashbhai Pancholi	Chief Financial Officer	5,06,160	1,24,586	4.06: 1	NIL
10	Ankita Vivekkumar Shah	Company Secretary	8,769	124586	0.07 : 1	N.A

Notes:

- No remuneration, including sitting fees was paid to the Non-Executive Directors and Independent Directors during the financial year 2016-17 and 2017-18, therefore, % increase in remuneration is not applicable and Ratio of the remuneration of each director to the median remuneration of the employees

(ii) The percentage decrease in the median remuneration of the employees in the financial year:

Permanent employees on the rolls of the Company as on March 31, 2018	87
The median remuneration of employees of the Company during the financial year	Rs. 1,24,586
% decrease in the median remuneration of employees in the financial year	1.58%



(iii) The relationship between average increase in remuneration and Company performance:

The increase in remuneration is determined based on the performance by the employees of the Company.

(iv) Variation in the market capitalization, price earnings ratio of the Company with the last public offer:

Particulars	March 31, 2018	March 31,2017	Variation (%)
Market Capitalization	48.43 Crores	55.37 Crores	(12.53%)
Price earnings ratio	14.38	9.89	45.40%

(v) Average percentage increase already made in the salaries of employees other than the key managerial personnel in Financial Year 2017-18 and its comparison with the percentage increase in the managerial remuneration:

During the year under review there was no increase in managerial remuneration.

(vi) The key parameters for any variable component of remuneration availed by the Directors:

No variable components of remuneration are availed by the Directors of the Company during the year under review.

(vii) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:

The parameters of this point are not applicable to the Company.

(viii) Affirmation that the remuneration is as per the remuneration policy of the Company:

The remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees as recommended by the Nominations Committee and approved by the Board from time to time.

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

**14th August, 2018
Ahmedabad**

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



Form No. MGT-9
EXTRACT OF ANNUAL RETURN
 As on the financial year ended on **31st March, 2018**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:-	L24110GJ1993PLC020737
ii)	Registration Date	30/11/1993
iii)	Name of the Company	Ishan Dyes and Chemicals Limited
iv)	Category / Sub-Category of the Company	Company Limited by shares, Indian Non-Government Company
v)	Address of the Registered office and contact details	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
vi)	Whether listed company Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	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: mcslttdbaroda@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr.	Name and description of Main Products / Services	NIC Code	% of total Turnover of the Company
1	Pthalocyanine Blue Products	32045751	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name & address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares Held	Applicable section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									



a) Individual/ HUF	2770005	0	2770005	24.60	4696500	0	4696500	41.69	17.09
b) Central Govt	-	-	-	-	-	-	-	-	--
c) State Govt(s)	-	-	-	-	-	-	-	-	--
d) Bodies Corp.	-	-	-	-	-	-	-	-	--
e) Banks / FI	-	-	-	-	-	-	-	-	--
f) Any other	-	-	-	-	-	-	-	-	--
Sub-total (A)(1):	2770005	0	2770005	24.60	4696500	0	4696500	41.69	17.09
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	--
b) Other – Individuals	-	-	-	-	-	-	-	-	--
c) Bodies Corp.	-	-	-	-	-	-	-	-	--
d) Banks/FI	-	-	-	-	-	-	-	-	--
e) Any other	-	-	-	-	-	-	-	-	--
Sub-total (A)(2):	-	-	-	-	-	-	-	-	--
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	2770005	0	2770005	24.60	4696500	0	4696500	41.69	17.09
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	--
b) Banks / FI	-	-	-	-	-	-	-	-	--
c) Central Govt.(s)	-	-	-	-	-	-	-	-	--
d) State Govt.(s)	-	-	-	-	-	-	-	-	--
e) Venture Capital Funds	-	-	-	-	-	-	-	-	--
f) Insurance Companies	-	-	-	-	-	-	-	-	--
g) FIs	-	-	-	-	-	-	-	-	--
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	--
i) Others (specify)	-	-	-	-	-	-	-	-	--
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	--
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	699519	0	699519	6.21	229994	0	229994	2.04	(4.17)
ii) Overseas	-	-	-	-	-	-	-	-	--
b) Individuals	-	-	-	-	-	-	-	-	--



i) Individual shareholders holding nominal share capital upto Rs. 2 lacs	1244655	783265	2027920	18.00	1594514	710615	2305129	20.46	2.46
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lacs	3227691	333765	3561456	31.61	1561672	332665	1894337	16.82	(14.79)
c) Others (specify)									
Non Resident Indians	38364	1922865	1961229	17.41	155026	1764915	1919941	17.04	(0.37)
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	--
Foreign Nationals	-	-	-	-	-	-	-	-	--
Clearing Members	-	-	-	-	-	-	-	-	--
Trusts	-	-	-	-	-	-	-	-	--
HUF	244571	-	244571	2.17	218799	-	218799	1.94	(0.23)
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Office Bearers	-	-	-	-	-	-	-	-	-
Directors / Relatives	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	5454800	3039895	8494695	75.40	3760005	2808195	6568200	58.31	(17.09)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	5454800	3039895	8494695	75.40	3760005	2808195	6568200	58.31	(17.09)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	8224805	3039895	11264700	100.00	8456505	2808195	11264700	100.00	0.00

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total Shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total shares	
1	Shrinal P. Patel	958500	8.51	--	958500	8.51	--	--
2	Piyushbhai N Patel	1036290	9.20	--	1640650	14.56	--	5.36
3	Anilaben P. Patel	363750	3.23	--	363750	3.23	--	--
4	Marutbhai D. Patel	411465	3.67	--	249700	2.22	--	(1.45)
5	Mirali H. Patel	--	--	--	1483900	13.17	--	13.17
	Total	2770005	24.60	--	4696500	41.69	--	--



(iii) Change in Promoters' Shareholding (please specify, if there is no change):

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		% Change in Shareholding during the year
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
1	Piyushbhai N Patel*	1036290	9.20	1640650	14.56	5.36
2	Marutbhai D. Patel#	411465	3.67	249700	2.22	(1.45)
3	Mirali H. Patel\$	--	--	1483900	13.17	13.17

* During the year, Mr. Piyushbhai N. Patel has purchased 7,04,360 Equity Shares of the Company on 03rd November, 2017 under Open Offer and sold 1,00,000 Equity Shares of the Company on 15th January, 2018 through market sale.

During the year, Mr. Marut D. Patel has sold 33,364 Equity Shares of the Company on 09th January, 2018, 65,100 Equity Shares on 10th January, 2018, 55,000 Equity Shares of the Company on 11th January, 2018, 1,500 Equity Shares of the Company on 12th January, 2018, 3,801 Equity Shares of the Company on 15th January, 2018 and 3,000 Equity Shares of the Company on 16th January, 2018 total aggregating to 1,61,765 Equity Shares through market sale.

\$ Mrs. Mirali H Patel has acquired 14,83,900 Equity Shares of the Company on 08th December, 2017 from Mrs. Shardaben J. Patel by way of Gift Deed.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase/ Decrease (Nos.)	Increase/ Decrease (%)	Shareholding at the end of the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company
1.	Shardaben J. Patel	1533900	13.61	(1583900)	(13.17)	50,000	0.44
2.	Bipinbhai R Patel	279015	2.48	--	--	279015	2.48
3.	Dipakbhai C Patel	264450	2.35	--	--	264450	2.35
4.	Amita Y Desai	202350	1.80	--	--	202350	1.80
5.	Rajendra Bhogilal Desai	142354	1.26	(85423)	(0.76)	56,931	0.50
6.	Deepak J Patel	139650	1.24	--	--	139650	1.24
7.	Smita Girish Murmu	150900	1.34	(25,000)	(0.22)	125900	1.12
8.	Adroit Tradelink Private Limited	337500	2.99	(337500)	(2.99)	--	--
9.	Alpeshbhai B Patel	266850	2.36	--	--	266850	2.36
10.	Ajit J Patel	107700	0.96	--	--	107700	0.96



(V) Shareholding of Directors and Key Managerial Personnel

Sr. No.	Directors/KMP Name	Shareholding at the beginning of the year		Increase/Decrease (Nos.)	Increase/Decrease (%)	Shareholding at the end of the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company
1.	Piyushbhai Natvarlal Patel	1036290	9.20	604360	5.36	1640650	14.56
2.	Anilaben Piyushbhai Patel	363750	3.23	-	-	363750	3.23
3.	Marutbhai Dineshchandra Patel	411465	3.67	(161765)	(1.45)	249700	2.22
4.	Ronak Yatinkumar Desai	--	--	-	-	--	--
5.	Mayankkumar Hasmukhbhai Patel	450	0.01	-	-	450	0.01
6.	Shrinal Piyushbhai Patel	958500	8.51	-	-	958500	8.51
7.	Roopin Amrit Patel	--	--	-	-	--	--
8.	Yatinbhai Gordhanbhai Patel	900	0.01	-	-	900	0.01
9.	Chintan Prakashbhai Pancholi	--	--	-	-	--	--
10.	Ankita V Shah	--	--	-	-	--	--

(VI) INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Secured Loan Working Capital	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i) Principal Amount	99,35,725	1,24,96,600	4,83,44,608	-	7,07,76,933
ii) Interest due but not paid	-	-	-	-	-
iii) Interest accrued but not due	-	-	-	-	-
Total (i+ii+iii)	99,35,725	1,24,96,600	4,83,44,608	-	7,07,76,933
Change in Indebtedness during the financial year					
• Addition	3,61,23,895	19,12,381	17,71,884	-	3,98,08,160
• Reduction	(73,06,717)	(1,02,62,912)	-	-	(1,75,69,629)
Net Change	2,88,17,178	(83,50,531)	17,71,884	-	2,22,38,531
Indebtedness at the end of the financial year					
i) Principal Amount	3,87,52,903	41,46,069	5,01,16,492	-	9,30,15,464
ii) Interest due but not paid	-	-	-	-	-
iii) Interest accrued but not due	-	-	-	-	-
Total (i+ii+iii)	3,87,52,903	41,46,069	5,01,16,492	-	9,30,15,464

(VII) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A. Remuneration of Managing Director, Whole-Time Director and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount	Name of MD/WTD/ Manager	Total Amount
		PIYUSH PATEL <i>Managing Director</i>		SHRINAL PATEL <i>Whole Time Director</i>	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	24,00,000/-		18,00,000/-	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--		--	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--		--	
2.	Stock Option	--		--	
3.	Sweat Equity	--		--	
4.	Commission				
	- as % of profit	--		--	
	- others, specify	--		--	
5.	Others, please specify (Bonus)	2,64,000/-		1,98,000/-	
	Total (A)	26,64,000/-		19,98,000/-	
	Ceiling as per the Act	<i>As per the Companies Act, 2013</i>			

The above excludes reimbursement of expenses.

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Anilaben P. Patel	Marut D. Patel	Ronak Y. Desai	Mayankkumar H. Patel	Roopin A. Patel	Yatinbhai G. Patel	
1.	Independent Directors							
	• Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2.	Other Non-Executive Directors							
	• Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	<i>As per the Companies Act, 2013</i>						

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
		NIL	Ankita V. Shah (W.e.f 20 th March, 2018)	Chintan Pancholi	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	8,769	4,56,000	4,64,769
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL



	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission				
	- as % of profit	NIL	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL	NIL
5.	Others, (Bonus)	NIL	NIL	50,160	50,160
	Total	NIL	8,769	5,06,160	5,14,929

(VIII) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of The Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					



Form MR-3
SECRETARIAL AUDIT REPORT
For the Financial Year ended on 31st March, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members
Ishan Dyes & Chemicals Limited

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **Ishan Dyes & Chemicals Limited** (Hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit together with necessary management representations, We hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2018 in general complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have in general examined the books, papers, minute books, forms and returns filed and other records, as applicable to the Company and to the extent required to be verified by us for the purpose of this certification and as maintained by the Company for the Financial Year ended on March 31, 2018 according to the provisions of:

- (a) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (b) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (d) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- (e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992/ The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/SEBI (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during Audit Period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ; **(Not applicable to the Company during Audit Period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during Audit Period)** and



(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 ; **(Not applicable to the Company during Audit Period)**

(2) We have also examined compliance with the applicable clauses/ regulations of the following:

- i. Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India under provisions of The Companies Act, 2013 w.e.f.1st July, 2015 and
- ii. The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the above said information provided by the company, we report that during the financial year under report, the company has general complied with the provisions, as applicable of the above mentioned Acts including the applicable provisions of the Companies Act, 2013 and Rules, Regulations, Guidelines, Standards, etc mentioned above.

We further report that compliance of applicable Labor laws and financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

MANAGEMENT RESPONSIBILITY:

- i. Maintenance of secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
- ii. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
- iii. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company, related party transactions figures and AS-18 disclosures of the Company provided to us or verified compliances of laws other than those mentioned above;
- iv. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
- v. We have obtained Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required;
- vi. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

We further report that:

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Based on the representation made by the company and its officer, Majority decision is carried through and that there were no dissenting member's views on any of the matter during the year that were required to be captured and recorded as part of the minutes.



(iii) Based on general review of compliance mechanisms established by the Company and on basis of management representations, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. As informed, the company has responded appropriately to notices received if any from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

The Company has no specific events which could have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above during the audit period except as follows :-

- (i) As per the information and documents provided by the management of the Company, the Company has declared and paid the Interim Dividend of Rs. 0.75/- per Equity Share for the financial year ended on 31st March, 2018.
- (j) The Board of Directors has approved to raise funds upto Rs. 20.00 Crores by way of Rights Issue and the same has been approved by the Shareholders at Extra Ordinary General Meeting held on 23rd April, 2018

Place: Ahmedabad
Date: 14th August, 2018

For Kunal Sharma & Associates
Company Secretaries
SD/-
Kunal Sharma
ACS No. A34708
C P No.: 12987



“Annexure - [D]”

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

(Section 134 of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014)

A. CONSERVATION OF ENERGY

Several measures are undertaken to conserve and optimize the use of energy which will be continued.

FORM OF DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, POWER, FUEL AND WATER CONSUMPTION

		31/03/2018 Amount in Rupees
1.	Electricity	
a)	Purchased unit in kwh	6623820
	Total Amount (Rs.)	52421530
	Rate/Unit (Rs.)	7.91
b)	Own generation	
	Through Diesel Generator Units in kwh	1128
	Unit per liter of diesel oil (kwh)	0.17
	Liter of Diesel	188
	Total amount (Rs.)	11500
	Cost/Units (Rs.)	10.20
2.	Coal	
	Quantity (Kg)	4694000
	Total Amount (Rs.)	28386748
	Average Rate (Rs./MT)	6.05
3.	Water	
	Quantity (M3)	-
	Total Cost (Rs.)	287466
	Average Rate (Rs./M3)	-

B. TECHNOLOGY ABSORPTION

(i) The Company has carried out process improvement, energy conservation, yield improvements, reduction in the effluents, and product quality up-gradation efforts as a part of technology absorption, adaptation and innovation. It has also carried out in-house R&D activities in the said areas.

(ii) Above efforts have resulted in reduction in production cost due to process improvement and overall increase in operational efficiencies to optimize plant capacities and reduce cost.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year).

Not Applicable

(iv) The expenditure incurred on Research and Development.

No Specific expenditure has been incurred on R & D.



C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The total exports during the period were Rs. 34.29 Crores (Previous Year Rs. 33.50 Crores). The Company is focusing and putting all its efforts to tap new export markets and widen its clientele base. Also Company supplies under deemed exports.

Total Foreign Exchange used and earned as on 31st March, 2018

		Amount in Rupees
(i)	Used :	
	a) Imports of Raw Materials (CIF)	8,19,14,376
	b) Travelling expenses	10,42,333
(ii)	Earned :	
	Exports (F.O.B.)	34,28,93,032



REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2017-18:

Pursuant to Schedule V(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance as on 14th August, 2018 (the date of this Report) is given below:

1. COMPANY'S PHILOSOPHY:

The Company emphasizes the need for full transparency and accountability in all its transactions, in order to enhance and protect the interests of its stakeholders at all levels. The Board considers itself as a Trustee of its Shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth.

Your Company believes that good governance contributes to enhance corporate growth, its image and benefits for stakeholders. Accordingly even though the requirements to comply with Corporate Governance is not applicable and mandatory for the Company, the Board adopted to establish and implemented the system for the same to the best practical extent with a view to provide transparent information to the shareholders. We consistently review on a periodical basis all systems, policies and delegations so as to establish adequate and sound systems of risk management and internal controls.

2. BOARD OF DIRECTORS:

The Board of Directors is entrusted with the ultimate responsibility for the supervision, control and management of the Company and has been vested with requisite powers, authorities and duties.

The Management Committee looks after the management of the day-to-day affairs of the Company and is headed by the Managing Director and Whole-Time Director of the Company.

A. Composition & Category, Attendance Records, Inter-se relationship between Directors and Details of Directorships held in other Companies and Committees:

As on March 31, 2018 the Board comprised of Eight (8) Directors out of which Two (2) are Executive Director, Two (2) are Non-Executive and Non-Independent Directors including Women Director and other Four (4) are Independent Directors. The composition of the Board is in conformity with the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details for the Board of Directors are as under:

Name of the Director(s)	Category	No of Board Meetings Attended		Attendance at the last AGM held on 28 th September, 2017	No of outside Directors including Private Limited Companies	No of outside Committees position held*	
		Held	Attended			Member	Chairman
Piyushbhai N. Patel (Promoter)	Executive -Managing Director	7	7	Yes	2	NIL	NIL
Shrinal P. Patel (Promoter)	Executive – Whole Time Director	7	7	Yes	1	NIL	NIL
Anilaben P. Patel (Promoter)	Non-Executive & Non-Independent	7	7	Yes	NIL	NIL	NIL
Marutbhai D. Patel (Promoter)	Non-Executive & Non-Independent	7	2	No	1	NIL	NIL
Ronak Y. Desai	Independent Director	7	4	Yes	NIL	NIL	NIL



Mayankkumar H. Patel	Independent Director	7	7	Yes	NIL	NIL	NIL
Roopin A. Patel	Independent Director	7	7	Yes	NIL	NIL	NIL
Yatinbhai G. Patel	Independent Director	7	3	Yes	NIL	NIL	NIL

*Only Audit Committee and Stakeholders Relationship Committee in other Public Companies have been considered for the Committees position.

None of Directors of the Company is either member in more than Ten (10) committees and/or Chairman of more than Five (5) committees in other companies in which he is Director.

Every Director currently on the Board of the Company has personally attended at least one Board / Committee of Directors' Meeting in the financial year 2017-18.

All the Directors bring rich and varied experience and also provide valuable contribution by participating in the meetings of the Board and its committees. The detail profile of Directors is provided in Notice forming part to this report.

B. Independent Directors:

Pursuant to Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued thereunder and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, at the Annual General Meeting held on 23rd September, 2014, your Company has appointed Shri Mayankkumar H. Patel, Shri Yatin G. Patel and Shri Roopin A. Patel as Independent Directors of the Company for the period of five (5) consecutive years upto the conclusion of 26th Annual General Meeting to be held in calendar year 2019. Further, on the Annual General Meeting held on 29th September, 2015, Shri Ronak Y. Desai has been appointed as an Independent Director for the period of five (5) consecutive years upto the conclusion of 27th Annual General Meeting to be held in calendar year 2020.

In terms of Section 149(7) of the Companies Act, 2013, the Independent Directors have submitted declarations that they meet the criteria of Independence as per Section 149(6) of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Independent Directors have confirmed that they do not hold directorship in more than seven listed companies.

Your Company had also issued formal appointment letters to all the Independent Directors in the manner provided under the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions along with draft Appointment letters is also placed on the website of the Company www.lshandyes.com.

C. Board Meetings:

During the year 2017-18, there were in total Seven (7) Board Meetings held on 02nd May, 2017, 18th August, 2017, 12th September, 2017, 14th December, 2017, 8th February, 2018, 23rd February, 2018 and 20th March, 2018. The maximum time gap between the two meetings did not exceed (120) one hundred and twenty days. All the information required to be furnished to the Board was made available along with detailed Agenda.



D. Board Procedure

Board meets at least once in every quarter to review quarterly performance, business operations, general affairs of the Company and considering approval of financial results. The agenda along with notice of each meeting in writing is circulated in advance to the Board Members. The Board is also free to recommend the inclusion of any method for discussion and consideration in consultation with the Chairman. The information as specified in Schedule II of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is regularly made available to the Board. The minutes of the meeting of the Board and its Committees are captured in accordance with the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and Secretarial Standards in respect of the Board Meeting and also circulated in advance to all Directors and Members of the Committee and confirmed at subsequent meeting.

E. Familiarization Programme

Your Company has adopted orientation program for all its Directors including the Independent Directors. The Company through such programme provide introduction of Corporate affairs of the Company to the Directors, together with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, operations of the Company, etc. They are also informed of the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to Regulate, Monitor and Report Trading by Insiders, etc. The Familiarization Programme is also available on the website of the Company www.Ishandyes.com.

F. Independent Directors' Meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on 8th February, 2018, without the attendance of Non-Independent Directors and members of the management. In said meeting, Independent Directors inter alia discussed:

- the performance of non-Independent Directors and the Board as a whole;
- the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non- Executive Directors; and
- The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- the performance of various committees of the Board

G. Evaluation of Board Effectiveness

In terms of provisions of the Companies Act, 2013 read with Rules issued thereunder and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board.

Accordingly, the performance evaluation of the Board and each Director was carried out for the financial year ended 31st March, 2018. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company, suggestions and experience contributed to the Board.

The results of the Evaluation were shared with the Board, Chairman of respective Committees and individual Directors.



3. CODE OF CONDUCT:

Your Company has adopted a Code of Conduct for all the employees including Board Members and Senior Management Personnel of the Company in accordance with the requirements under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Code of Conduct has been posted on the website of the Company www.Ishandyes.com. All the Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended 31st March, 2018.

A declaration regarding compliance of Code by the Board is separately annexed to the Annual Report.

4. COMMITTEES OF THE BOARD

As on 31st March, 2018, your Company has total 5 (Five) Committees of the Board, viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility committee and Rights Issue Committee. The terms of reference of each Committee were approved by the Board and are in line with the requirements of Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A. Audit Committee:

Constitution of the Committee

As on March 31, 2018 composition of members of Audit Committee and their details are mentioned below:

Shri Roopin A. Patel	Chairman	Independent Director
Shri Mayank H. Patel	Member	Independent Director
Shri Ronak Y. Desai	Member	Independent Director
Shri Yatin G. Patel	Member	Independent Director

The composition and terms of reference of the Audit Committee are in conformity with the Section 177 of the Companies Act, 2013 together with Regulation 18 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the minutes of the Audit Committee are placed before the Board for its information. All the members of the Audit Committee are financially literate and have requisite experience in financial management.

Terms of reference

The terms of reference of the Audit Committee are as under:

- Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board for appointment, re-appointment and if required, the replacement or removal of the Statutory Auditor and the fixation of the fees;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
- Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
- Changes, if any, in accounting policies and practices and reasons for the same
- Major accounting entries involving estimates based on the exercise of judgment by management.
- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements



- Disclosure of any related party transactions
- Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing with the management performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussions with internal auditors any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussions with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- The Audit Committee shall mandatorily review the following information.
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Statement of significant related party transactions (as defined by the audit committee), submitted by Management ;
 - c. Management letters/letters of internal control weaknesses issued by the statutory auditors ;
 - d. Internal audit reports relating to internal control weakness ; and
 - e. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- To look into any other matter which may be referred to it by the Board.
- In addition to the above, the Committee shall have such functions / role / powers as may be specified in the Companies Act, Listing Agreement with Stock Exchanges or any other applicable law.

Meetings held and attendance

During the Financial year 2017-18, Five (5) meetings were held on 2nd May, 2017, 18th August, 2017, 12th September, 2017, 14th December, 2017 and 08th February, 2018. The attendance record of the members is as follows:

Name of the Member	No of Meetings	
	Held/Entitled	Attended
Shri Roopin A. Patel	5	5
Shri Ronak Y. Desai	5	3
Shri Mayank H. Patel	5	5
Shri Yatin G. Patel	5	3

Mr. Roopin A. Patel, Chairman of the Audit Committee, was present at the last Annual General Meeting held on 28th September, 2017.

The Internal Auditor and the representatives of the Statutory Auditors also attend the Audit Committee meetings, besides the executives invited by the Audit Committee to be present thereat.



The Internal Auditors report directly to the Audit Committee.

B. Nomination and Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013 read with Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, "Nomination and Remuneration Committee" of the Board of Directors of the Company was formed after merging and re-constituting the erstwhile Remuneration Committee.

Composition of the Committee

As on 31st March, 2018 the Remuneration Committee consists of the following Directors:

Shri Roopin A. Patel	Chairman	Independent Director
Shri Mayank H. Patel	Member	Independent Director
Shri Ronak Y. Desai	Member	Independent Director
Shri Yatin G. Patel	Member	Independent Director

The Composition of this committee is also in compliance with the requirements of Section 178 of the Companies, Act 2013, and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compensation grades of the senior managerial personnel are governed by the HR policies of the Company. Managerial remuneration is regulated in terms of Section 197,198, Schedule V and other applicable provisions of the Companies Act, 2013.

Terms of reference

The terms of reference of the Nomination and Remuneration Committee are as under:

- The Committee shall have meetings periodically as it may deem fit.
- The Committee shall invite such of the executives to be present at the meetings of the Committee required by it.
- The Committee shall have the following powers and functions :
 - a. Identify persons who are qualified to become directors and persons who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
 - b. Carry on the evaluation of every Director's performance;
 - c. Formulate criteria for determining qualifications, positive attributes and independence of a Director;
 - d. Recommend to the Board a policy, relating to the remuneration of the directors, Key Managerial Personnel and other employees;
 - e. Formulate criteria for evaluation of Independent Directors and the Board; and
 - f. Devise a policy on Board Diversity;
- To administer and supervise Employee Stock Option Schemes (ESOS) including framing of policies related to ESOS and reviewing grant of ESOS.
- To Review HR Policies and initiatives.



In accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has formulated the Nomination and Remuneration Policy of the Company.

Nomination and Remuneration Policy of the Company:

In accordance with the Nomination and Remuneration Policy, the Nomination and Remuneration Committee has, inter alia, the following responsibilities:

- Formulate the criteria for appointment as a Director:

The Committee shall formulate broad guidelines and parameters required to be fulfilled for becoming a Director of the Company and review the same ongoing basis. The broad parameters are qualifications, skills, expertise, inter personal qualities, positive attributes, experience, social standing, and etc factors.

- Identify persons who are qualified to be Directors:

The Committee shall identify persons who are qualified to become Directors and who satisfy the criteria laid down. The process of identification shall include ascertaining, meeting, screening and reviewing candidates for appointment as Directors, whether Independent, Non-Executive or Executive.

- Nominate candidates for Directorships subject to the approval of Board:

The Committee recommends to the Board the appointment of potential candidates as Non- Executive Director or Independent Director or Executive Director, as the case may be.

- Approve the candidates required for senior management positions:

The Committee shall lay down criteria qualifications, skills, expertise and qualities required for senior management positions like Managing Director & CEO, CFO and Company Secretary and members of the Management Committee of the Company.

- Evaluate the performance of the Board:

The Committee shall determine a process for evaluating the performance of every Director, Committees of the Board and the Board. The Committee may seek the support and guidance of external experts and agencies for this purpose as may be required.

- Evaluate the performance of the Managing Director or Whole-time Director and determine their compensation:

The Committee shall evaluate the performance of the Managing Director or Whole-time Director by setting their Key Performance Objectives at the beginning of each financial year. The Committee shall also approve their compensation package(s) in accordance with applicable laws, in line with the Company's objectives, shareholders' interests, comparable with industry standards and in commensurate with the role and responsibilities.

- Review performance and compensation of senior management:

The Committee shall review the performance of the senior management of the Company. The Committee shall ensure that the remuneration to the Key Managerial Persons and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate



to the working of the Company, roles and responsibilities, functional areas, industry standards etc factors.

Details of Remuneration paid to all the Directors

The details of remuneration paid to the Directors of the Company during the financial year 2016-17 are as under:

Directors	Remuneration paid/payable during 2017-18 (in Rs)				Shares held by Non-Executive Directors
	Sitting Fees	Salary & Perks	Commission	Total	
Shri Piyushbhai N. Patel	NIL	26,64,000	NIL	26,64,000	N.A.
Shri Shrinal P. Patel	NIL	19,98,000	NIL	19,98,000	N.A.
Smt. Anilaben P. Patel	NIL	NIL	NIL	NIL	3,63,750
Shri Roopin A. Patel	NIL	NIL	NIL	NIL	NIL
Shri Yatinbhai G. Patel	NIL	NIL	NIL	NIL	900
Shri Ronak Y. Desai	NIL	NIL	NIL	NIL	NIL
Shri Mayankkumar H. Patel	NIL	NIL	NIL	NIL	450
Shri Marutbhai D. Patel	NIL	NIL	NIL	NIL	2,49,700
Total:	----- NIL -----	----- 46,62,000 -----	----- NIL -----	----- 46,62,000 -----	

* The Company has no practice of paying any sitting fees to Independent Directors. Also executive directors are not eligible for sitting fees and remuneration paid to them is in terms of managerial contract approved by the board of directors and shareholders. Shri Piyushbhai N. Patel and Shri Shrinal P. Patel are eligible for commission linked with profit of the Company in terms of the managerial contract, however, keeping in view to conserve resources both of them have voluntarily forgone same for the financial year 2017-18.

Stock Option Scheme: The Company does not have any stock option scheme for any of its director or employees.

Number of Meetings held and attendance records:

The meetings of Remuneration Committee were held from time to time to conduct the business in relation with references as mentioned above from time to time as and when required.

During the Financial Year 2017-18, the meetings were held on 28th September, 2017 and 20th March, 2018. The attendance records of the Members are as follows:

Name of the Member	No of Meetings	
	Held/Entitled	Attended
Shri Roopin A. Patel	2	2
Shri Ronak Y. Desai	2	2
Shri Mayank H. Patel	2	2
Shri Yatinbhai G. Patel	2	1

C. Stakeholders Relationship Committee:

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Composition of the Committee

The Committee comprise of 3 (Three) Directors. The Chairman of the Committee is a Non-Executive Director.

As on March 31, 2018 composition of members of the Committee and their details are mentioned below:

Shri Roopin A. Patel	Chairman	Independent Director
Smt. Anilaben P. Patel	Member	Non-Executive Director
Shri Piyushbhai N. Patel	Member	Executive Director

Terms of Reference

The terms of reference of the Committee are as under:

- To specifically look into the Redressal of Investors' Grievances pertaining to:
 - a. Transfer and Transmission of Shares and Debentures.
 - b. Dividends, Interests and Redemption Proceeds of Debentures.
 - c. Dematerialization of Shares and Debentures.
 - d. Replacement of Lost, Stolen, Mutilated Share and Debenture Certificates.
 - e. Non-receipt of Rights, Bonus, Split Share Certificates.
- To look into other related issues towards strengthening Investors' Relations.
- To consider and approve issuance of Share/Debenture Certificates including Duplicate Share/ Debenture Certificates.
- To look into the reasons for any defaults in the payment to the Depositors, Debenture Holders, Shareholders (in case of nonpayment of Declared Dividends) and Creditors.
- To review the reports submitted by the Registrars and Share Transfer Agents of the Company at half-yearly basis.

Number of Meetings held and attendance records:

The meetings of Stakeholders Relationship Committee were held from time to time to conduct the business in relation with references as mentioned above from time to time as and when required.

During the Financial Year 2017-18, the meetings were held on 2nd May, 2017, 18th August, 2017, 12th September, 2017, 14th December, 2017 and 08th February, 2018. The attendance records of the Members are as follows:

Name of the Member	No of Meetings	
	Held	Attended
Shri Roopin A. Patel	5	5
Smt. Anilaben P. Patel	5	5
Shri Piyushbhai N. Patel	5	5

Investors' Grievances Redressal:

There were no pending complaints/transfers as on 31st March, 2018 and also there were no complaints which were not resolved to the satisfaction of Shareholders. The summary of status of complaints/request received, disposed and pending as on March 31, 2018 is as under:

No. of complaints/request received	No. of complaints/request not solved to the satisfaction of shareholders/investors	No. of pending complaints/request
NIL	NIL	NIL



The minutes of Stakeholders Relationship Committee are placed before the Board for its information.

All Share transfer and correspondence thereon are handled by the Company's Registrars and Share Transfer Agents viz. 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) 2341639E-mail: mcsltdbaroda@gmail.com.

Compliance officer:

Ms. Ankita V. Shah has been appointed as the Compliance Officer, as required by the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has been entrusted with the task of overseeing the Share Transfer work done by the Registrars and Share Transfer Agents and attending to grievances of the Shareholders and Investors intimated to the Company directly or through SEBI or Stock Exchanges. All complaints/grievances intimated during the year, have been resolved within the stipulated time frame.

There are no pending legal matters, in which the Company has been made a party, before any other Court(s)/ Consumer Forum(s) etc., on Investors grievances

D. Corporate Social Responsibility (CSR) Committee:

The composition of the CSR Committee is in line with provisions of Section 135 of the Companies Act, 2013.

As on March 31, 2018, Composition of members of the Committee and their details are mentioned below:

Shri Piyushbhai N. Patel	Chairman	Executive Director
Shri Roopin A. Patel	Member	Independent Director
Shri Mayankkumar H. Patel	Member	Independent Director

Number of Meetings held and attendance records:

During the Financial Year 2017-18, the meeting was held on 28th September, 2018. The attendance records of the Members are as follows:

Name of the Member	No of Meetings	
	Held	Attended
Shri Piyushbhai N. Patel	1	1
Shri Roopin A. Patel	1	1
Shri Mayank H. Patel	1	1

The CSR Committee is empowered pursuant to its terms of reference, inter alia, to:

1. Recommend the amount of expenditure to be incurred on the CSR activities;
2. Monitor implementation and adherence to the CSR Policy of the Company from time to time;
3. Prepare a transparent monitoring mechanism for ensuring implementation of the projects/programmes/activities proposed to be undertaken by the Company; and
4. Such other activities as the Board of Directors may determine from time to time.

The Board of Directors of the Company approved the CSR Policy of the Company on the recommendations of the CSR Committee.



E. Rights Issue Committee:

In view of the proposed Rights Issue of the Company and also for administrative convenience to decide various matters concerning the Rights Issue, the Board of Directors at their meeting held on 20th March, 2018 has constituted a Rights Issue Committee.

As on March 31, 2018, Composition of members of the Committee and their details are mentioned below:

Shri Piyushbhai N. Patel	Chairman	Executive Director
Shri Shrinal P. Patel	Member	Executive Director
Shri Roopin A. Patel	Member	Independent Director

Shri Piyush N. Patel, Managing Director shall be the Chairman of the Committee and in his absence, the Chairman of the meeting be elected by the Members from amongst themselves.

Number of Meetings held and attendance records:

During the Financial Year 2017-18, the meeting was held on 20th March, 2018. The attendance records of the Members are as follows:

Name of the Member	No of Meetings	
	Held	Attended
Shri Piyushbhai N. Patel	1	1
Shri Shrinal P. Patel	1	1
Shri Roopin A. Patel	1	1

The Rights Issue Committee is empowered pursuant to its terms of reference, inter alia, to:

1. To decide all matters relating to the Rights Issue;
2. To decide the issue and offer structure i.e. final Rights Issue size, offer price with premium thereon, if any, rights entitlement ratio, as permitted under the applicable laws, regulations, policies and guidelines, and decide other matters incidental to the Issue;
3. To appoint and enter into arrangements with Lead Manger to the Issue, Bankers to the Issue, Registrar to the Issue, Consultants, Legal Advisors to the Issue, Printers, Ad agencies and such other agencies as may be desired and to negotiate and finalize the terms of their appointment, including but not limited to changing and/or substituting any one or more of the above agencies, finalizing the issue expenses including payments to intermediaries, regulators and any other entities as may be required by way of commission, brokerage, fees, charges, reimbursement of expenses etc., execution of the Lead Managers mandate letter, negotiation, finalization and execution of the memorandum of understanding with the Lead Managers etc.;
4. To finalize the draft Letter of Offer, Letter of Offer, Composite Application Form, Abridged Letter of Offer, Public announcements, Advertisements and other documents in consultation with the Lead Manager and /or Legal Advisors to the Issue and to make any alteration, addition or vary any of the above, as directed by / in consultation with SEBI or Stock Exchanges and to file the same with SEBI, stock exchange and other concerned authorities and issue the same to the equity shareholders of the Company;
5. To apply to the stock exchange for obtaining in-principle approval for listing and, for permission to trade the equity on it with power to settle any query difficulty or doubt that may arise in regard to the rights issue;
6. To obtain the requisite approvals, consents and sanctions from SEBI, stock exchange(s), RBI, Registrar of Companies, Government of India, Foreign Investment Promotion Board ("FIPB") if applicable, lenders of the Company etc.;
7. To issue public advertisements and notices as per regulatory requirements;
8. To decide the opening, closing, extension of Rights Issue Dates, if required i.e. Rights Issue Time Schedule and split applications receipt dates for the Rights Issue and to extend, vary or alter the same as it may



deem fit at its absolute discretion or as may be suggested or stipulated by SEBI, Stock Exchange or other authorities from time to time;

9. To fix record date(s) for the purpose of the Rights Issue for ascertaining the names of members who will be entitled to the aforesaid offer of Equity Shares in consultation with the stock exchange with which the Company's shares are listed;
10. To open Bank Account(s) to receive applications along with application monies in respect of the issue of shares and to make refunds;
11. To decide the treatment to be given to the fractional entitlement, if any, including rounding upward or downwards or ignoring such fractional entitlements or issue of fractional coupons and the terms and conditions for consolidation of fractional entitlements into a whole share and application to the Company for the same as well as to decide the disposal of the shares representing the fractional coupons which are not so consolidated and presented to the Company for allotment of whole shares or treating fractional entitlement in the manner as may be approved by SEBI and the stock exchange;
12. To finalize basis of Allotment of Equity Shares in consultation with Lead Managers, Registrar and the Designated Stock Exchanges;
13. To issue the Letters of Allotment and Share Certificates to the proposed Allottees either in dematerialized form or in physical form as may be required by the Allottees;
14. To allot Equity Shares in one or more tranches and to do all such acts, deeds, matters and things necessary in connection with the Rights Issue;
15. To credit the Equity Shares when allotted, through NSDL / CDSL / Other Depository to the concerned beneficiary account;
16. To file Listing Application with the Stock Exchanges where the shares are listed ;
17. To file necessary returns, make declarations/ announcements, furnish information etc. to the concerned authorities in connection with the Rights Issue;
18. To sign and execute any other document, agreement, undertaking in connection with the rights issue and to take all such other steps as may be necessary in connection with this Rights Issue.
19. To do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment and utilization of the proceeds of the Issue;
20. To perform any acts, deeds, things and matters as may be required in connection with such issue and allotment of equity shares;
21. To settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issue and allotment of the equity shares as aforesaid and to do all such acts, deeds and things as the Committee may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Rights Issue and allotment of equity shares and;
22. Any other matter as may be delegated by the Board from time to time.

F. GENERAL BODY MEETINGS:

Details of Annual General Meetings held during last 3 years and details of Special Resolutions passed thereat are given below:

Annual General Meeting	Date and Time	Venue	Details of Special resolutions passed
24 th Annual General Meeting (2016-17)	28 th September, 2017	18, G.I.D.C. Estate, Phase - I, Vatva, Ahmedabad - 382 445.	<ul style="list-style-type: none">• AUTHORITY TO BORROW MONEY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013• AUTHORITY TO MAKE INVESTMENTS IN EXCESS OF LIMITS SPECIFIED UNDER



			SECTION 186 OF THE COMPANIES ACT, 2013:
23 rd Annual General Meeting (2015-16)	28 th September, 2016 at 02.30 p.m.	18, G.I.D.C. Estate, Phase – I, Vatva, Ahmedabad – 382 445.	RE-APPOINTMENT OF SHRI PIYUSH N. PATEL AS MANAGING DIRECTOR AND SHRI SHRINAL PATEL AS WHOLE-TIME DIRECTOR FOR PERIOD OF 5 YEARS
22 nd Annual General Meeting (2014-15)	29 th September, 2015 at 03.00 p.m.	18, G.I.D.C. Estate, Phase – I, Vatva, Ahmedabad – 382 445.	NIL

Postal Ballot

No resolution was passed through Postal Ballot during the Financial Year 2017-18. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing of resolution through Postal Ballot.

G. MEANS OF COMMUNICATION:

Half yearly/Quarterly Results are not been sent to shareholders; instead shareholders are intimated these through press.

The Quarterly, Half-yearly and Annual Results of the Company's financial performance are published in the newspapers. These, before release to the press, are informed to the Bombay Stock Exchange.

Newspapers in which results are normally published are Business Standard/Financial Express/Economic Times (English) and Lokmitra (Gujarati).

As the financial results of the Company are published in the Newspapers and also displayed on the Company's website, a separate half yearly declaration of financial performance is not sent to each household of shareholders.

H. WEBSITE AND NEWS RELEASES:

A separate dedicated section under 'Investors' on the Company's website www.ishandyes.com gives information on various announcements made by the Company from time to time particularly about the financial results of the Company.

I. GENERAL SHAREHOLDERS INFORMATION:

Annual General Meeting: Date, time and venue:

25th Annual General Meeting on 14th September, 2018, 2018 at 18, G.I.D.C., Phase I, Vatva, Ahmedabad – 382445.

Financial Calendar (Tentative):

Quarter ended 30 June, 2018	1 st week of August, 2018
Quarter ended 30 September, 2018	1 st week of November, 2018
Quarter ended 31 December, 2018	1 st week of February, 2018
Year ended 31 March, 2019	Mid of May, 2019
Annual General Meeting for the year ending March 31, 2019	August/ September 2019

**Date of Book Closure:**

08th September, 2018 to 14th September, 2018 (both days inclusive).

Dividend Payment date:

No Final Dividend was declared for the financial year 2017-18. The Board has declared and paid Interim Dividend for the financial year 2017-18 and the same has been paid in the month of March, 2018.

Corporate Identification Number (CIN):

The CIN of the Company allotted by Ministry of Corporate Affairs, Government of India is L24110GJ1993PLC020737.

Listing on Stock Exchange(s):

The Equity Shares of the Company are listed on the BSE Limited (BSE), Phiroze Jeejee Bhoy Towers, Dalal Street, Mumbai- 400001. Phones: 91-22-22721233/4, 91-22-66545695, Fax: 91-22-22721919. The Company confirms that the annual listing fees to the stock exchange have been paid.

Stock Code (Equity Shares):

Bombay Stock Exchange Limited (BSE) - Security Code No. 531109, Security ID: ISHANCH

Stock Market Data:

The monthly high and low prices and volumes of shares of the Company at BSE Limited (BSE) for the year ended 31st March, 2018 are as under:

Month/ Year	No. of Shares Traded	Bombay Stock Exchange Limited(BSE)	
		High (Rs)	Low (Rs)
Apr-2017	236057	54.20	45.60
May-2017	261593	51.15	40
Jun-2017	1084033	55	44.70
Jul-2017	345775	63.90	51.50
Aug-2017	164152	57	48.10
Sep-2017	267718	54.70	47.05
Oct-2017	417123	55	48
Nov-2017	241245	54.50	49.15
Dec-2017	194071	57	48.10
Jan-2018	1562018	79.90	47
Feb-2018	202956	52.75	44.15
Mar-2018	130343	49.35	41.15

Performance of Share price in comparison to broad based indices – BSE Sensex

Month/ Year	Share Price of the Company (Rs)			BSE Sensex (Rs)		
	High	Low	Closing Price	High	Low	Closing Price
Apr-2017	54.20	45.60	46.90	30184.22	29241.48	29918.4
May-2017	51.15	40	46	31255.28	29804.12	31145.8



Jun-2017	55	44.70	52.50	31522.87	30680.66	30921.61
Jul-2017	63.90	51.50	51.80	32672.66	31017.11	32514.94
Aug-2017	57	48.10	50	32686.48	31128.02	31730.49
Sep-2017	54.70	47.05	49	32524.11	31081.83	31283.72
Oct-2017	55	48	50.70	33340.17	31440.48	33213.13
Nov-2017	54.50	49.15	52.10	33865.95	32683.59	33149.35
Dec-2017	57	48.10	50.15	34137.97	32565.16	34056.83
Jan-2018	79.90	47	50.65	36443.98	33703.37	35965.02
Feb-2018	52.75	44.15	47.50	36256.83	33482.81	34184.04
Mar-2018	49.35	41.15	43	34278.63	32483.84	32968.68

Registrars and Share Transfer Agents:

M/s. MCS Share Transfer Agent Limited is the Registrar and Share Transfer Agents of the Company. The Contact details are as follows:

M/s. MCS Share Transfer Agent Limited 10, Aram Apartment, 12, Sampatrao Colony, B/h. Laxmi Hall, Alkapuri, Vadodara – 390007, Tel No:-0265-2314757/2350490, E-mail: mcsltbaroda@gmail.com

Share Transfer System:

The share transfer activities in respect of the shares in physical mode are carried out by the Company's Registrar and Transfer Agent (RTA). The shares lodged for transfer are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects.

The Board of Directors of the Company have delegated the authority to approve the transfer of shares, transmission of shares or requests for deletion of name of the shareholder, etc., as mentioned in the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the designated officials of the Company. The transactions in respect of issue of duplicate share certificates, split, Rematerialisation, consolidation and renewal of share certificates are approved by the Shareholder's Committee of the Board of Directors of the Company.

A summary of all the transfers, transmissions, deletion requests, etc., so approved by the Shareholders Committee are placed before the Board of Directors from time to time for their review.

The Company obtains from a Company Secretary in Practice, half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges and files a copy of the certificate with the Stock Exchanges.

Company's shares are compulsorily traded in the Demat segment on the Stock Exchange, and most of the transfer of shares take place in the electronic form.

Shareholding Pattern:

Shareholding Pattern as on 31st March 2018.

Sr. No.	Category	No. of Shares	% of shareholding
A	Promoters Shareholding	4696500	41.70
	Total (A)	4696500	41.70
B	Public Shareholding		



	<i>Non Institutions</i>		
1	Body Corporate	229994	2.04
2	Individual Shareholders Holding Nominal Share Capital Upto Rs. 2 lakh	2305129	20.46
3	Individual Shareholders Holding Nominal Share Capital in excess of Rs. 2 lakh	1894337	16.81
4	Non Resident Individuals	1919941	17.03
5	HUF	218799	1.94
	Total(B)	6568200	58.30
	Grand Total (A+ B)	1,12,64,700	100.00%

Distribution of Share:

Distribution of shareholding as on 31st March, 2018:

Category	No. of Shareholders	% to Total No. of Shareholders	No. of Shares	% to Total Shares
1-500	2271	63.58	431532	3.83
501-1000	586	16.4	453780	4.02
1001-2000	272	7.61	397683	3.53
2001-3000	88	2.46	229708	2.03
3001-4000	60	1.67	217232	1.92
4001-5000	27	0.75	122440	1.08
5001-10000	166	4.64	1238979	10.99
10001-50000	83	2.32	1710475	15.18
50001-100000	5	0.14	407646	3.61
Total	3572	100.00	11264700	100.00

Dematerialization of Shares:

The shares of the Company are available for dematerialization (holding of shares in electronic form) on both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The shares of your Company are to be compulsorily traded in the dematerialized form. As on 31st March, 2018 total 84,56,505 Equity Shares comprising of 75.07% of Paid-up Capital of the Company, have been dematerialized by the Investors and bulk of transfers take place in the demat segment.

The Company has not issued any GDR's/ADR's/Warrants or any convertible instruments. Also the Company has not raised any deposits from the public during the financial year 2017-18.

Plant Location:

The Company's plant is located at 18, G.I.D.C Estate, Phase-1, Vatva, Ahmedabad – 382445, Gujarat, India

Investors Correspondence:

Registered Office	Secretarial Department	Registrar & Share Transfer Agents
Ishan Dyes and Chemicals Ltd 18, G.I.D.C Estate, Phase – 1, Vatva,	The Compliance Officer Ishan Dyes and Chemicals Ltd	MCS Share Transfer Agent Limited



Ahmedabad – 382445, Gujarat, INDIA Tel No: 079-25832144/25893607 Fax: 079-25833643 Email id: ishandyes@yahoo.com	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	1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chappanbhog Sweet, Alkapuri, Vadodara - 390 007 Tel:(0265) 2314757, 2350490 Fax:(0265) 23416390, E-mail: mcsltdbaroda@gmail.com
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J. SUBSIDIARY COMPANIES

Your Company doesn't have any Subsidiaries.

K. RELATED PARTY TRANSACTIONS

During the financial year 2017-18, the Company has entered into Related Party Transactions ("RPTs") in its ordinary course of the business and on arms' length basis; and in accordance with the provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The transactions with Related Parties are referred to the Audit Committee/Board for its approval at the scheduled quarterly meetings or as may be called upon from time to time along with all relevant and stipulated information of such transaction(s).

The details of the RPTs are set out in the Notes to Financial Statements forming part of this Annual Report. The Company has a Related Party Transaction Policy in place, which has been posted on the website of the Company at www.Ishandyes.com.

L. DISCLOSURES:

- The Board has received disclosures from Directors and/or key managerial personnel relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large. Transactions with related parties, if any, are disclosed in "Notes on Accounts" annexed to Financial Statements of the year. All related parties transactions are entered after approval from the board in accordance with the requirements of the Companies Act, 2013 and interested directors did not participated in the discussions or proceedings of the agenda of such transaction and the remaining board of directors has approved the transaction unanimously.
- The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other statutory authorities relating to the above.
- Through the Whistle Blower Policy, the Company takes cognizance of complaints made and suggestions given by the employees and others. Even anonymous complaints are looked into and whenever necessary, suitable corrective steps are taken. No employee of the Company has been denied access to the Audit Committee of the Board of Directors of the Company. The Company has periodic review and reporting to the Board of Directors of risk assessment by senior executives with a view to minimize risk.
- The Compliance Officer is responsible for compliances in respect of Company Law, SEBI, Stock Exchange rules and regulations and other related laws and legal issues in general.



- As a matter of transparency and good governance, key operational and financial data is furnished to the Directors in every meeting of the Board. Management Discussions and Analysis report forming part of the Annual Report is enclosed.
- The Company complies with all the mandatory requirements and non-mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to Corporate Governance.
- The Company does not have any material subsidiaries.
- Disclosure of commodity price risks and commodity hedging activities is not applicable to the Company.
- The disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations), have been made in this Corporate Governance report. Details required under clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the said Regulations are displayed on the website of the Company at www.Ishandyes.com

M. RECONCILIATION OF SHARE CAPITAL

On a quarterly basis, a qualified practicing Chartered Accountant / Company Secretary carried out a Share Capital audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

N. GREEN INITIATIVE:

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India (MCA), by its recent Circulars, enabling electronic delivery of documents including the Annual Report, Quarterly, Half Yearly results etc. to shareholders at their e-mail address previously registered with the Depository Participants (DPs)/Company/Registrars & Share Transfer Agents. Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with R&T agent, by sending a letter, duly signed by the first/sole holder quoting details of Folio No.

O. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

Your Company's Code of Conduct for Prevention of Insider Trading covers all the Directors, senior management personnel, persons forming part of promoter(s)/promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company. The Directors, their relatives, senior management personnel, persons forming part of promoter(s)/promoter group(s), designated employees etc. are restricted in purchasing, selling and dealing in the shares of the Company while in possession of unpublished price sensitive information about the Company as well as during certain periods known as "Trading Window Closure Period".

The Board of Directors at its meeting held on 22nd May 2015 approved and adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders' in line with SEBI (Prohibition of Insider Trading) Regulation, 2015.



P. Unclaimed Dividend:

Shareholders are requested to encash their dividend warrants immediately on receipt as dividends remaining unclaimed for seven years are to be transferred to the Investor Education and Protection Fund.

Pursuant to Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, shares, in respect of which dividend is not claimed for seven consecutive years, are required to be transferred by the Company in the name of Investor Education and Protection Fund. Any claimant of such transferred shares would be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with the procedure as laid down in the aforesaid Rules.

Q. CEO/CFO CERTIFICATION:

The Company is duly placing a certificate to the Board from the Chairman & Managing Director in accordance with the provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The aforesaid certificate duly signed by the Chairman & Managing Director has been placed before the Board in their meetings.

R. COMPLIANCE CERTIFICATE:

Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not mandatory to the Company hence Auditors Certification in that context is not applicable.

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

**14th August, 2018
Ahmedabad**

**Piyush N. Patel
Chairman & Managing Director**



DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that:

As provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel for the financial year ended 31st March, 2018.

14th August, 2018
Ahmedabad

Piyush N. Patel
Chairman & Managing Director



**CEO/CFO CERTIFICATE UNDER REGULATION 17(8) AND PART B OF SCHEDULE II OF THE
SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**

**To
The Board of Directors
Ishan Dyes & Chemicals Limited**

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Ishan Dyes & Chemicals Limited ("the Company"), to the best of our knowledge and belief certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the Financial Year ended 31st March, 2017 and based on our knowledge and belief, we state that :
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2016-17, which are fraudulent, illegal or violative of the Company's code of conduct;
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies, if any.
- (d) We further certify that –
- (i) there have been no significant changes in internal control over financial reporting during the year 2016-17;
 - (ii) there have been no significant changes in accounting policies during the year 2016-17; and
 - (iii) There have been no materially significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system over financial reporting.

**Piyush N. Patel
Chairman & Managing Director**

**Chintan Pancholi
Chief Financial Officer**

**Place: Ahmedabad
14th August, 2018**



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of Ishan Dyes & Chemicals Limited

We have examined the compliance of conditions of Corporate Governance by Ishan Dyes & Chemicals Limited, Ahmedabad ('the Company') for the year ended 31st March, 2018 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15 (2) of the Listing Regulations.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We further 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.

Date: 14th August, 2018
Place: Ahmedabad

For G.S. Mathur & Co.
Chartered Accountants

CA. Bhargav Vaghela
Partner
M. No: 124619



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. INDUSTRY STRUCTURE AND DEVELOPMENT

The Company has achieved total revenue of Rs. 7374.14 Lacs and EBITDA (pre-exceptional and extraordinary item) of Rs. 685.98 Lacs as against that of Rs. 6,788.52 Lacs and Rs. 754.47 Lacs respectively for the previous year. During the year the operations has resulted increase in total revenues by 8.63%. However EBITDA has decreased due to increase in prices of key raw materials which the Company was unable to pass in finished product prices due to various market constraints. Besides that other operating overheads has also increased marginally due to inflationary pressure. The overall cost escalation has resulted into lower margins for the year ended and in turn lower EBITDA and Net Profit for the year ended. The operations have shown Net Profit after tax of Rs. 337.95 Lacs which was lower as compared to previous year due to lower margins. During the year ended overall operations and performance of the Company were satisfactory considering various constraints and business conditions prevailing during the year.

Your Company's current product includes Pthalocyanine Blue range of products like CPC Blue, Pigment Alpha Blues and Pigment Beta Blue. All these products are having wide applications for various industrial purposes with huge export demands. The management of the Company estimates increasing demand for the products of the Company in India and overseas market. The Company is working out plans to spread its customer base as well as to introduce new grades of the products for increasing turnover and profitability. Also the Company is successfully in expanding export base and new clientele.

B. OPPORTUNITIES, THREATS, RISK AND CONCERNS

Your Company has gained its position in the domestic as well as international markets due to its quality products and continuous improvements which in turn has helped us to develop and maintain long term relationship with the clients and further supported us to spot for the new opportunities. This systematic approach has delivered favorable results for the Company to grow at the steady rate by creating sustainable demand from satisfied customer base and repetitive orders from them and in turn increased profitability.

Going forward, your Company considers challenges and threats mainly on account of fluctuation in the prices of various raw materials which are linked to world petro products and commodity prices, foreign exchange fluctuations, environmental regulations, and general global demand situation. Availability of skilled manpower and contract work force would be another set of challenges to be managed carefully for the growth of the Company.

Your Company has identified the major thrust areas of sensitive business factors to concentrate on, which it believes to be critical for achievement of organizational goals. A well-defined structure has been laid down to assess, monitor and mitigate risk associated with these areas on a continuous basis.

C. OUTLOOKS FOR 2018-19

During the year the Company has incurred significant amount of capital expenditure on modernization of plant and factory building which will result in overall efficiency improvement, cost savings, increased tonnage of production. Also the Company has developed sound export market and overall customer spread besides introducing new ranges for the products. All these factors will drive the growth during coming years for the benefits of the Company. Barring unforeseen circumstances, the management is confident of delivering improved results during the coming years. The management is also working on various expansion plans and opportunities to diversify for creating value chain of business.

The Company is also planning to raise funds by right issue and the proceeds of same will be utilized to repay debts of the Company.



D. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

We have a strong integrated internal control system which is deemed to be adequate considering the nature and scale of our class of business.

E. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO THE OPERATIONAL PERFORMANCE

During the year under review, your Company has achieved satisfactory financial results and details are provided in directors' report. The Company was also successful to increase export business during the year ended by achieving export turnover of Rs.33.49 Crores.

F. MATERIAL DEVELOPMENTS ON HUMAN RESOURCES

Human Resource programs and initiatives in the Company are aligned to meet the future business plans and needs. Your Company believes in investing in people to develop and expand their capability. The Company has been able to create a favorable work environment that motivates performance, customer focus and innovation. The Company's strategies are based, inter alia, on processes of continuous learning and improvements.

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

**14th August, 2018
Ahmedabad**

**Piyush N. Patel
Chairman & Managing Director**



Independent Auditors' Report

TO THE MEMBERS OF ISHAN DYES & CHEMICALS LIMITED

1. REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone IND AS financial statements of **ISHAN DYES & CHEMICALS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Profit and Loss Statement (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

2. MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE IND AS FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the 'Act') with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. AUDITORS' RESPONSIBILITY

- a. Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.
- b. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under section 143 (11) of the Act.
- c. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.
 - a. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes



evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

- b. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

4. OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

5. REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143 (3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
- d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- e. On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its Ind AS financial position in its financial statements as referred to in Note No. 33.



- ii. The Company did not have any long-term contracts including derivative contracts which may lead to foreseeable losses, although company enters into short term forward contracts to hedge against foreign currency movements. It has been appropriately disclosed in its financial statements as referred to in Note No. 30.
 - iii. There the Company does not have any dues that are required to be transferred to the Investor Education and Protection Fund.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Date: 29th May, 2018

Place: Ahmedabad

**For G.S. Mathur & Co.
Chartered Accountants**

**CA. Bhargav Vaghela
Partner**

M. No: 124619



Annexure "A"

The Independent Auditors' Report on the Standalone Financial Statements of ISHAN DYES & CHEMICALS LIMITED

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date) REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (i) OF SUBSECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of ISHAN DYES & CHEMICALS LIMITED ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and whether such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and payments of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

Date: 29th May, 2018

Place: Ahmedabad

**For G.S. Mathur & Co.
Chartered Accountants**

**CA. Bhargav Vaghela
Partner
M. No: 124619**



Annexure “B”

Independent Auditors’ Report on the Standalone Financial Statements of ISHAN DYES & CHEMICALS LIMITED

(Referred to in paragraph 2, under ‘Report on Other Legal and Regulatory Requirements’ section of our Report of even date)

Annexure to the Independent Auditors’ Report of even date to the members of Ishan Dyes & Chemicals Ltd. on the financial statements for the year ended 31st March 2018.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

(iii) In respect of fixed assets:

- a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. As Explained to us, all the fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies between book records and the physical inventories have been noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.

(iv) In respect of inventories:

- a. The inventories have been physically verified at reasonable intervals by the management.
- b. The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.

(v) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

(vi) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities.

(vii) According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the Order is not applicable to the Company.



(viii) On the basis of records produced we are of the opinion that prima facie cost records and accounts prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 in respect of products of 'the Company' covered under the rules under said section have been made and maintained. However we are neither required to carry out nor have carried out any detailed examination of such accounts and records.

(ix) In respect of statutory dues:

- a. According to the information and explanations give to us, the Company in general is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Goods and Service Tax, Cess and other material statutory dues 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, 2018 for a period of more than six months from the date of becoming payable
- b. The details of the dues outstanding in respect of Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax and Cess which have not been deposited as on March 31, 2018 on account of disputes in case of Ishan Dyes & Chemicals Limited are given below:

Name of the Statue	Nature of dues	Amount (in Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act	Notice for short deduction/ payment of TDs and interest thereon	1,03,119	AY 2017-18, AY 2016-17 and prior years.	TDS Authority
Commercial Tax	CST Penalty	21,949	FY 2011-12	DEO for Appeal JC Office
Commercial Tax	VAT Penalty	1,21,050	FY 2011-12	DEO for Appeal FC Office

- (x) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and Government and dues to debenture holders.
- (xi) In our opinion and according to the information and explanations given to us, monies raised by way of debt instruments and the term loans during the year have been applied by the Company for the purposes for which they were raised.
- (xii) In our opinion and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.



- (xiii) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xiv) The Company is not a Nidhi Company and hence reporting under clause (xii) of Paragraph 3 of the Order is not applicable.
- (xv) In our opinion and according to the information and explanations given to us the Company's transactions with its related party are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xvi) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of Paragraph 3 of the Order is not applicable to the Company.
- (xvii) In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence reporting under clause (xv) of Paragraph 3 of the Order is not applicable to the Company.
- (xviii) In our opinion and according to information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Date: 29th May, 2018

Place: Ahmedabad

**For G.S. Mathur & Co.
Chartered Accountants**

**CA. Bhargav Vaghela
Partner
M. No: 124619**



Ishan Dyes & Chemicals Limited

Reg. Off : Plot No. 18, GIDC Estate, Phase I, Vatva, Ahmedabad 382445

Tel.: 079-25832144/25893607, Fax: 079-25833643

E-mail: ishandyes@yahoo.com, Website: www.ishandyes.com

CIN: L24110GJ1993PLC020737

Balance Sheet as at March 31, 2018

(Amount in ₹)

Particulars	Note	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
ASSETS				
Non-Current Assets				
Property, plant and equipment	2	19,78,84,219	12,47,67,294	12,71,64,104
Capital work-in-progress	2	78,06,890	44,03,994	-
Financial Assets				
Investments	3	2,05,000	2,05,000	2,05,000
Deferred Tax Asset (Net)	4	-	47,62,931	69,58,415
Other non-current assets	5	51,35,803	51,25,109	2,94,44,320
		21,10,31,913	13,92,64,328	16,37,71,839
Current Assets				
Inventories	6	6,05,68,824	11,89,14,128	4,38,16,475
Financial Assets				
Trade receivables	7	16,26,92,730	11,13,78,193	7,67,20,319
Cash and cash equivalents	8	27,93,193	54,23,059	38,30,164
Current financial Asset-Loans	9	-	1,83,00,000	-
Other Current assets	10	4,35,06,867	4,34,88,391	6,52,32,621
		26,95,61,613	29,75,03,771	18,95,99,579
Total Assets		48,05,93,526	43,67,68,099	35,33,71,418
EQUITY AND LIABILITIES				
Equity				
Equity share capital	11	11,26,47,000	11,26,47,000	7,50,98,000
Other equity	12	17,86,19,725	15,49,92,291	13,65,30,796
		29,12,66,725	26,76,39,291	21,16,28,796
LIABILITIES				
Non-Current Liabilities				
Financial Liabilities				
Borrowings	13	2,85,17,225	1,12,17,877	2,69,29,454
Provisions	14	69,57,496	1,16,38,876	56,86,707
Deferred Tax Liabilities (Net)	15	42,36,643	-	-
		3,97,11,364	2,28,56,753	3,26,16,161
Current Liabilities				
Financial Liabilities				
Borrowings	16	5,42,62,561	5,05,78,296	4,80,52,227
Trade payable	17	7,65,51,498	4,68,86,519	4,10,65,092
Other	18	1,02,35,678	89,80,760	1,06,18,913
Other Current Liabilities	19	11,69,100	3,46,86,900	12,89,621
Provisions	20	73,96,600	51,39,580	81,00,608
		14,96,15,437	14,62,72,055	10,91,26,461
Total Equity and Liabilities		48,05,93,526	43,67,68,099	35,33,71,418
Significant Accounting Policies				
See accompanying Notes to the Financial Statements	1 to 44			

For, G S Mathur & Co.
Chartered Accountants

Bhargav Vagehla
Partner
M. No. : 124619
FRN: 008744N

Place : Ahmedabad
Date : 29th May, 2018

Piyush N. Patel Chairman & Managing Director
DIN - 00450807

Shrinal P. Patel Whole Time Director
DIN - 02992519

Roopin A. Patel Independent Director
DIN - 03302732

Chintan Pancholi Chief Financial Officer
PAN - ARJPP4526E

Ankita V. Shah Company Secretary
M. No - A 40326

Place : Ahmedabad
Date : 29th May, 2018



Ishan Dyes & Chemicals Limited

Reg. Off : Plot No. 18, GIDC Estate, Phase I, Vatva, Ahmedabad 382445

Tel.: 079-25832144/25893607, Fax: 079-25833643

E-mail: ishandyes@yahoo.com, Website: www.ishandyes.com

CIN: L24110GJ1993PLC020737

Statement of Profit & Loss for the year ended March 31, 2018

(Amount in ₹)

	Particulars	Note	2017-18	2016-17
1	REVENUES:			
	Sales		72,14,94,270	66,74,29,118
	Other Income	21	1,59,19,709	1,14,23,510
	Total Revenue		73,74,13,978	67,88,52,628
2	Expenses:			
	(a) Cost of materials consumed	22	41,24,56,315	39,20,37,178
	(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	3,54,22,653	(4,16,06,013)
	(d) Employee benefits expense	24	5,22,90,084	5,40,91,983
	(e) Finance Cost	25	64,26,329	81,89,656
	(f) Depreciation and amortisation expense	2	84,37,493	1,54,64,173
	(g) Other expenses	26	16,86,46,681	15,24,22,162
	Total Expenses		68,36,79,555	58,05,99,139
3	Profit before Interest, Depreciation & Tax (PBIDT)		5,37,34,423	9,82,53,489
4	Exceptional Items		55,00,000	-
5	Profit/(Loss) from ordinary activities before an Extra Ordinary items and Tax (3 - 4)		5,92,34,423	9,82,53,489
6	Extra Ordinary Items		-	-
7	Profit/(Loss) from ordinary activities before tax (5 - 6)		5,92,34,423	9,82,53,489
	Tax Expenses			
	- Current tax		1,70,00,000	3,15,00,000
	- Short/(Excess) provision of tax in respect of earlier years		(3,98,232)	(50,26,233)
	- Excess balance of MAT credit written off		-	1,35,73,743
	- Deferred tax		89,99,574	21,95,484
	Total Tax Expenses		2,56,01,342	4,22,42,994
8	Net Profit(loss) for the period		3,36,33,081	5,60,10,495
9	Other Comprehensive income net of taxes		1,62,799	-
10	Total Comprehensive Income for the period		3,37,95,880	5,60,10,495
11	Earnings per equity share of face value of Rs. 10 each			
	(a) Basic (in INR)	32	2.99	4.97
	(b) Diluted (in INR)	32	2.99	4.97
	Significant Accounting Policies			
	See accompanying Notes to the Financial Statements	1 to 44		

For, G S Mathur & Co.
Chartered Accountants

Bhargav Vagehla
Partner
M. No. : 124619
FRN: 008744N

Place : Ahmedabad
Date : 29th May, 2018

Piyush N. Patel Chairman & Managing Director
DIN - 00450807

Shrinal P. Patel Whole Time Director
DIN - 02992519

Roopin A. Patel Independent Director
DIN - 03302732

Chintan Pancholi Chief Financial Officer
PAN - ARJPP4526E

Ankita V. Shah Company Secretary
M. No - A 40326

Place : Ahmedabad
Date : 29th May, 2018



Ishan Dyes & Chemicals Limited

Reg. Off : Plot No. 18, GIDC Estate, Phase I, Vatva, Ahmedabad 382445
Tel.: 079-25832144/25893607, Fax: 079-25833643
E-mail: ishandyes@yahoo.com, Website: www.ishandyes.com
CIN: L24110GJ1993PLC020737

Cash Flow Statement for the year ended March 31, 2018

(Amount in ₹)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Cash flow from operating activities		
Net profit before tax	5,92,34,423	9,82,53,489
Adjustments for:		
Cash flow from extraordinary item	-	-
Depreciation	84,37,493	1,54,64,173
Finance Cost	64,26,329	81,89,656
Interest Income	(4,40,994)	(5,98,335)
Loss/(profit) on sale of fixed assets (net)	(55,00,000)	-
Operating profit before working capital changes	6,81,57,251	12,13,08,984
Adjustment for change in working capital		
(Increase)/decrease in Inventories	5,83,45,304	(7,50,97,653)
(Increase)/decrease in Trade Receivables	(5,13,14,537)	(3,46,57,874)
(Increase)/decrease in other assets	1,84,33,630	34,03,573
Increase/(Decrease) in Trade payables	2,96,64,979	58,21,427
Increase/(Decrease) in Other Liabilities	(3,22,62,882)	3,17,59,126
Increase/(Decrease) in Provisions	(14,37,423)	(29,61,028)
Cash flow from extraordinary item	-	-
Cash generated from operations	8,95,86,322	4,95,76,554
Direct taxes paid (net)	(1,75,88,705)	(97,35,474)
Net cash generated from operating activities	7,19,97,617	3,98,41,080
Cash flow from investing activities		
Purchase of fixed assets (including capital work in progress)	(8,49,57,315)	(1,74,71,357)
Investment in Non - Current Investment	-	-
Proceeds from sale of fixed assets	55,00,000	-
Interest received	4,40,994	5,98,335
Net cash used in investing activities	(7,90,16,321)	(1,68,73,022)
Cash flow from financing activities		
Proceeds / (Repayment) of long term borrowings	1,72,99,348	(1,57,11,577)
Proceeds from short term borrowings	36,84,265	25,26,069
Dividend Paid (including Dividend Distribution Tax)	(1,01,68,446)	-
Interest paid	(64,26,329)	(81,89,656)
Net cash used in financing activities	43,88,838	(2,13,75,164)
Net increase/(decrease) in cash and cash equivalents	(26,29,865)	15,92,894
Cash and cash equivalents at the beginning of year	54,23,059	38,30,164
Cash and cash equivalents at the end of year	27,93,193	54,23,058
Components of cash and cash equivalents		
Cash in hand	1,50,985	31,991
Balance with scheduled banks		
- current accounts	2,35,593	1,72,397
- deposit account	24,06,615	52,18,671
	27,93,193	54,23,058

Notes :

- Figures given in brackets indicate cash outflow
- The figures of the previous year have been regrouped/reclassified, where necessary, to confirm with the classification of the current year.

This is the Cash flow statement referred to in our report of even date

For, G S Mathur & Co.
Chartered Accountants

Bhargav Vagehla
Partner
M. No. : 124 619
FRN: 008744N

Place : Ahmedabad
Date : 29th May, 2018

For and on behalf of the Board

Piyush N. Patel Chairman & Managing Director
DIN - 00450807

Shrinal P. Patel Whole Time Director
DIN - 02992519

Roopin A. Patel Independent Director
DIN - 03302732

Chintan Pancholi Chief Financial Officer
PAN - ARJPP4526E

Ankita V. Shah Company Secretary
M. No - A 40326

Place : Ahmedabad
Date : 29th May, 2018

Note 1 : NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2018

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

A CORPORATE INFORMATION:

The Company Ishan Dyes and Chemicals Limited was incorporated on 30th November, 1993 under the Companies Act, 1956. The Company is at present listed on BSE Limited (Bombay Stock Exchange). The Company is engaged into the business of manufacturing Copper Phthalocyanine Crude Blue (CPC Blue) and Pigment Blues. The products of the Company are well established in the international and domestic market.

B SUMMARY OF BASIS OF COMPLIANCE, BASIS OF PREPARATION AND PRESENTATION, CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGMENTS AND SIGNIFICANT ACCOUNTING POLICIES:

B.1 BASIS OF COMPLIANCE

The financial statements comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the 2013 Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

Until the adoption of Ind AS, for all periods up to and including the year ended 31 March, 2017, the Company prepared its financial statements in accordance with Section 133 of the 2013 Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 ('Previous GAAP').

Reconciliation and description of the effects of the transition has been summarised in note 44.

B.2 BASIS OF PREPARATION AND PRESENTATION

The financial statements have been prepared under the historical cost convention using the accrual method of accounting basis, except for certain financial instruments that are measured at fair values at the end of each reporting period as explained in the significant accounting policies below.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the 2013 Act.

B.3 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGMENTS

The preparation of the financial statements requires management to make estimates, assumptions and judgments that affect the reported balances of assets and liabilities and disclosures as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Impact on account of revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below.

C.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Property, plant and equipment

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

Depreciation on property, plant and equipment is provided using straight line method.

Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except, where useful life is different than those prescribed in Schedule II;

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Note 1 : NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2018

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

(b) Investments

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

(c) Borrowing cost

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

(d) Inventories

The inventory is valued as follows:

(i) Raw Materials	At Cost First in First out.
(ii) Stores and Spare parts	At Cost First in First out.
(iii) Finished Goods	Valued at lower of cost or Net Realisable Value
(iv) Work in Process	At cost by using absorption cost method.

As per normal practices the cost of finished goods includes all direct cost and normal fixed overheads. However, it does not include selling and distribution cost. Value of stock of finished goods at the date of Balance Sheet includes duties and taxes if any applicable.

(e) Impairment loss

Impairment loss is provided to the extent the carrying amount of assets exceeds their recoverable amounts. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

(f) Employee benefit obligations

Short term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post employment benefits

1) Defined Benefit Plan

GRATUITY

The Trustees of Ishan Dyes and Chemicals Limited Employees' Gratuity Fund has a fund arrangement (cash accumulation policy) with Life Insurance Corporation of India (LIC) to administer its gratuity benefit scheme. The contributions towards the said funds which are as determined by LIC are charged to revenue each year. Company ascertains the Liability towards Gratuity at the year-end and provision for the differential amount between the liability determined on Actuarial Valuation and Fund balance is provided in the books of account.

2) Defined Contribution Plans

PROVIDENT FUND

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund. The Company's contribution is recognised as an expense in the Profit and Loss Statement during the period in which the employee renders the related service.

(g) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(h) Foreign currency translation

The functional currency of Ishan Dyes and Chemical Limited (i.e. the currency of the primary economic environment in which the Company operates) is Indian Rupee. On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

Note 1 : NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2018

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

(l) Revenue recognition

Revenue is recognised only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations are net of excise duty, GST and adjusted for discounts (net).

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

Dividend income is recognised when the Company's right to receive the payment has been established.

(f) Provision, contingent liabilities and contingent assets :

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

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

(k) Income tax expense

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

(m) Impairment

Provision is made in the accounts in respect of debts/advances which in the opinion of the management are considered doubtful of recovery.

(n) Financial instruments

i) Financial Assets

A. Initial recognition and measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

B. Subsequent measurement

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

a) Financial assets carried at amortised cost (AC)

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income ('FVTOCI'). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains or losses which are recognised in Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised as gains/ (losses) within other income or other expense. Interest income from these financial assets is included in other income using the effective interest rate method.

c) Financial assets at fair value through profit or loss (FVTPL)

Assets that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognised in profit or loss and presented net in the Statement of Profit and Loss as gains/(losses) within other income or other expense in the period in which it arises. Interest income from these financial assets is included in other income.

Note 1 : NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2018

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

C. Investment in equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss. Dividends from such investments are recognised in the Statement of Profit and Loss as Other Income when the Company's right to receive payments is established. Changes in the fair value of financial assets at FVTPL are recognised as gains/(losses) within other income or other expense in the Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

ii) Financial liabilities

A. Initial recognition and measurement

The Company's financial liabilities comprise borrowings, trade payables and other liabilities. These are initially measured at fair value, net of transaction costs,

B. Subsequent measurement

Subsequently measured at amortised cost using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

(o) Dividend

Final dividend on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

Note : 2 Property, plant and equipment

Sr. No.	Fixed Assets	Gross Block					Accumulated Depreciation			Net Block	
		Balance as at 1st April 2017	Additions during the year	Disposals during the year	Balance as at 31st March 2018	Balance as at 1st April 2017	Depreciation provided for the year	Reversals	Balance as at 31st March 2018	Balance as at 31st March 2017	
1	Land	1,87,44,820	-	-	1,87,44,820	-	-	-	-	1,87,44,820	
2	Factory Building	5,34,36,830	5,08,15,410	-	10,42,52,240	1,25,45,476	12,87,106	-	1,38,32,582	9,04,19,659	
3	Office Building	58,09,576	38,816	-	58,48,392	11,74,380	2,68,299	-	14,42,679	44,05,713	
4	Electrical Fittings	1,26,59,394	22,62,730	-	1,49,22,124	97,27,361	2,80,486	-	1,00,07,847	49,14,277	
5	Plant & Machinery	9,02,65,846	2,73,26,280	-	11,75,92,126	5,32,26,550	27,42,028	-	5,59,68,578	6,16,23,548	
6	Plant & Equipment	1,90,25,532	5,55,415	-	1,95,80,947	58,38,455	15,98,666	-	74,37,121	1,21,43,826	
7	Office Equipments	41,21,697	1,36,867	-	42,58,564	16,43,143	3,30,889	-	19,74,032	22,84,533	
8	Computer	13,02,286	2,300	-	13,04,586	12,90,194	12,514	-	13,02,708	1,878	
9	Furniture & Fixtures	16,81,919	4,16,600	-	20,98,519	12,14,013	2,36,241	-	14,50,254	6,48,265	
10	Vehicles	3,76,38,734	-	2,04,89,981	1,71,48,753	3,32,59,768	16,81,265	2,04,89,981	1,44,51,052	26,97,701	
	Grand Total	24,46,86,634	8,15,54,419	2,04,89,981	30,57,51,072	11,99,19,341	84,37,493	2,04,89,981	10,78,66,853	19,78,84,219	
	Previous Year	23,16,19,271	1,30,67,363	-	24,46,86,634	10,44,55,168	1,54,64,173	-	11,99,19,341	12,47,67,294	

Details of Capital Work in Process:

Particulars	Amount in Rs.
Balances at the beginning of the Year	44,03,994
Add: Addition during the year	6,52,58,198
Less: Capitalised during the year	6,18,55,302
Balances at the End of the Year	78,06,890

Note : 2 Property, plant and equipment

(Amount in ₹)

Sr. No.	Fixed Assets	Gross Block				Accumulated Depreciation			Net Block	
		Balance as at 1st April 2016	Additions during the year	Disposals during the year	Balance as at 31st March 2017	Balance as at 1st April 2016	Depreciation provided for the year	Reversals	Balance as at 31st March 2017	Balance as at 31st March 2016
1	Land	1,87,44,820	-	-	1,87,44,820	-	-	-	1,87,44,820	1,87,44,820
2	Factory Building	5,34,05,230	31,600	-	5,34,36,830	12,86,974	-	1,25,45,476	4,08,91,354	4,21,46,728
3	Office Building	50,06,230	8,03,346	-	58,09,576	2,39,580	-	11,74,380	46,35,196	40,71,430
4	Electrical Fittings	1,26,59,394	-	-	1,26,59,394	2,80,486	-	97,27,361	29,32,033	32,12,518
5	Plant & Machinery	7,95,77,966	1,06,87,880	-	9,02,65,846	25,89,591	-	5,32,26,550	3,70,39,296	2,89,41,006
6	Plant & Equipment	1,90,25,532	-	-	1,90,25,532	15,96,102	-	58,38,455	1,31,87,077	1,47,83,179
7	Office Equipments	33,75,967	7,45,730	-	41,21,697	13,56,407	-	16,43,143	24,78,554	20,19,560
8	Computer	13,02,286	-	-	13,02,286	1,62,082	-	12,90,194	12,092	1,74,174
9	Furniture & Fixtures	16,30,919	51,000	-	16,81,919	2,12,278	-	12,14,013	4,67,906	6,29,184
10	Vehicles	3,68,90,927	7,47,807	-	3,76,38,734	88,10,345	-	3,32,59,768	43,78,966	1,24,41,504
	Grand Total	23,16,19,271	1,30,67,363	-	24,46,86,634	1,54,64,173	-	11,99,19,341	12,47,67,294	12,71,64,104
	Previous Year	21,33,27,595	1,82,91,676	-	23,16,19,271	9,03,72,009	-	10,44,55,168	12,71,64,104	12,29,55,586

Details of Capital Work in Process:

Particulars	Amount in Rs.
Balances at the beginning of the Year	-
Add: Addition during the year	44,03,994
Less: Capitalised during the Year	-
Balances at the End of the Year	44,03,994



Notes to Financial Statements
For the year ended March 31, 2018

Note - 3 Non Current Investments

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017	As at March 31,2016
Unquoted Shares fully paid up			
The Green Environment Services Co-op. Soc. Ltd. (50 no. of Equity Shares of Rs.100/- each)	5,000	5,000	5,000
The Kalupur Commercial Co.Op. Bank (Shares) (8,000 no. of Equity Shares of Rs.25/- each)	2,00,000	2,00,000	2,00,000
Total	2,05,000	2,05,000	2,05,000

Note - 4 Deffered Tax Assets

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017	As at March 31,2016
Opening Balance	47,62,931	69,58,415	89,61,454
Deferred Tax Liability			
Provisions	(1,64,124)	10,74,050	(8,29,200)
Deferred Tax Assets			
Depreciation on Fixed Assets	(88,35,450)	(32,69,534)	(28,32,239)
Transferred to Deferred Tax Liabilities (Refer Note 15)	42,36,643		
Total	-	47,62,931	69,58,415

Note - 5 Other Non Current Assets

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017	As at March 31,2016
Capital Advances	14,85,569	14,85,569	14,85,569
Deposits	35,46,791	35,46,791	34,71,791
MAT Credit Entitlements	-	-	2,43,79,300
Advance Paid to the Gratuity Fund	75,753	-	-
Advance Tax (FY 16-17)	27,690	-	-
Others	-	92,749	1,07,660
Total	51,35,803	51,25,109	2,94,44,320

Note - 6 Inventories

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017	As at March 31,2016
Raw Materials	1,51,65,622	3,81,20,072	49,23,618
Work-in-Progress	4,32,26,758	7,30,22,611	3,28,41,063
Finished Goods	9,48,424	65,75,224	51,50,759
Strores & Spares	5,40,141	5,40,141	5,40,141
Fuel	6,87,879	2,53,877	67,051
ETP Material	-	4,02,203	2,93,843
Total	6,05,68,824	11,89,14,128	4,38,16,475


Note - 7 Trade Receivables

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017	As at March 31,2016
Unsecured, Considered good	16,26,92,730	11,13,78,193	7,67,20,319
Non Current Portion	1,05,799	41,79,010	24,45,696
Current Portion	16,25,86,931	10,71,99,183	7,42,74,623
Total	16,26,92,730	11,13,78,193	7,67,20,319

Note - 8 Cash and Cash Equivalents

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017	As at March 31,2016
Cash on Hand	1,50,985	31,991	21,893
Balances with Banks			
Current Accounts	2,35,593	1,72,397	1,92,209
Fixed Deposits	24,06,615	52,18,671	36,16,062
Total	27,93,193	54,23,059	38,30,164

Note - 9 Current financial Asset-Loans

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017	As at March 31,2016
Unsecured Considered good:-			
Other Loans & Advances	-	1,83,00,000	-
Total	-	1,83,00,000	-

Note - 10 Other Current Assets

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017	As at March 31,2016
Advances recoverable	5,24,373	5,24,373	1,37,42,500
Advances to suppliers	63,33,367	51,36,339	1,59,85,147
Staff Loans	6,45,571	4,57,200	4,81,700
Balances with Government Authorities	3,54,72,945	3,61,95,813	3,41,58,880
Other Current Asset	5,30,611	11,74,667	8,64,394
Total	4,35,06,867	4,34,88,391	6,52,32,621

(Amount in ₹)

Particulars	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016	
	Number	Rs.	Number	Rs.	Number	Rs.
Authorised :						
Equity Shares of Rs. 10/- Each	2,50,00,000	25,00,00,000	2,00,00,000	20,00,00,000	1,10,00,000	11,00,00,000
Issued, Subscribed and Paid-up :						
Equity Shares of Rs. 10/- each	1,12,64,700	11,26,47,000	1,12,64,700	11,26,47,000	75,09,800	7,50,98,000
Total	1,12,64,700	11,26,47,000	1,12,64,700	11,26,47,000	75,09,800	7,50,98,000

Note - 11.1 The reconciliation of the number of shares outstanding is set out below :

Share Capital	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016	
	Number	Rs.	Number	Rs.	Number	Rs.
Equity Shares Outstanding at the beginning of the year	1,12,64,700	11,26,47,000	75,09,800	7,50,98,000	75,09,800	7,50,98,000
Equity Shares issued during the year	-	-	37,54,900	3,75,49,000	-	-
Equity Shares bought back during the year	-	-	-	-	-	-
Equity Shares outstanding at the end of the year	1,12,64,700	11,26,47,000	1,12,64,700	11,26,47,000	75,09,800	7,50,98,000

Note - 11.2 The details of shareholders holding more than 5% shares :

Name of Shareholder	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mirali H. Patel	14,83,900	13.17%	-	-	-	-
Piyush N. Patel	16,40,650	14.56%	10,36,290	9.20%	6,90,860	9.20%
Shrinal P. Patel	9,58,500	8.51%	9,58,500	8.51%	6,39,000	8.51%
Shardaben J. Patel	-	-	15,33,900	13.62%	10,81,000	14.39%

Shares issued for other than cash, Bonus issue and Shares bought back

No shares had been allotted as fully paid up pursuant to contract(s) without payment being received in cash during the period of five years immediately preceding the balance sheet date.

During the previous year (16-17), Company has issued and allotted 37,54,900 Bonus Equity Shares of face value of Rs. 10/- each to the existing Ordinary Equity Shareholders of the Company in the proportion of 1 (One) new Bonus Equity Share of Rs. 10/- (Rupees Ten only) each fully paid up for every 2 (Two) existing Ordinary Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid up of the Company by capitalisation of free reserves in accordance with the Companies Act, 2013 and other regulations as applicable.

No shares had been bought back during the period of five years immediately preceding the balance sheet date.




Note - 12 Other Equity

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017	As at March 31, 2016
a. Securities Premium Account			
Balance as per last account	53,75,000	53,75,000	53,75,000
	53,75,000	53,75,000	53,75,000
b. Revaluation Reserve			
Balance as per last account	1,21,36,953	1,21,36,953	1,21,36,953
	1,21,36,953	1,21,36,953	1,21,36,953
c. Retained Earnings			
Balance as per last account	13,74,80,338	11,90,18,843	8,46,91,807
Less: Utilised for issue of Bonus Shares / Capitalised	-	3,75,49,000	
Add: Profit for the year	3,36,33,081	5,60,10,495	3,88,46,343
Less: Appropriations			
Dividend	84,48,525	-	37,54,900
Tax on Dividend	17,19,921	-	7,64,407
Balance as per end of the year	16,09,44,973	13,74,80,338	11,90,18,843
d. Other Comprehensive Income (OCI)			
Balance as per last account			
Add: Movement in OCL (Net) during the year	1,62,799	-	-
Balance as per end of the year	1,62,799	-	-
Total	17,86,19,725	15,49,92,291	13,65,30,796

(Amount in ₹)

Note - 13 Borrowings - Non Current

Particulars	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016	
	Non Current	Current	Non Current	Current	Non Current	Current
SECURED						
Term Loan						
From Bank						
1) Vehicle Loan (Refer Note 1 below)	-	8,79,001	9,54,965	17,02,126	26,39,837	16,18,913
2) Machinery Loan 1 (Refer Note 2 below)		17,50,007	-	72,78,634	30,98,661	90,00,000
2) Machinery Loan 2 (Refer Note 3 below)	1,85,49,290	42,35,235			-	-
3) Other Term Loan (Refer Note 4 below)	99,67,935	33,71,435				
UNSECURED						
Unsecured Loans (Refer Note 5 below)						
from Related Parties	-	-	38,02,000	-	29,68,723	
from Unrelated Parties	-	-	64,60,912	-	1,82,22,233	
Total	2,85,17,225	1,02,35,678	1,12,17,877	89,80,760	2,69,29,454	1,06,18,913

Notes:

- 1) Vehicle Loan is Secured by Hire Purchase of vehicle where the vendors have a lien on and right of repossession of specific vehicle. The loan is repayable in remaining 6 monthly installments by September' 18 and carries interest rate of 9.38% p.a.
- 2) Machinery Loan is primarily Secured against first & exclusive charge on all movable machinery of the company including all stores, spare parts, both present and future being and lying at company's premises or go-down or rented place by the company. Further, secured against equitable mortgage by deposit of title deeds with the bank as security in respect of loan facilities/limits viz cash credit, IL/C/F/LC open cum bank guarantee and machinery loan. The term loan is repayable in 24 monthly installments and carries interest rate of 11.25% p.a.
- 3) Machinery Term Loan is for the purpose of purchase of machineries, equipments and other movable fixed assets and such term loan is primarily Secured against first & exclusive charge by way of equitable mortgage of factory land. Further, secured by way of hypothecation of entire machineries, electric installations, furniture & fixtures, office equipments and other movable fixed assets of the company, situated at the factories, present and future. The term loan is repayable in 60 monthly installments and carries interest rate of 9.50% p.a.
- 4) Other Term loan is for the purpose of construction of industrial land and such term loan is primarily Secured against first & exclusive charge by way of equitable mortgage of factory land. Further, secured by way of hypothecation of entire machineries, electric installations, furniture & fixtures, office equipments and other movable fixed assets of the company, situated at the factories, present and future. The term loan is repayable in 60 monthly installments and carries interest rate of 9.50% p.a.
- 5) Repayable on demand.


Note - 14 Non Current Provisions

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017	As at March 31, 2016
Provision - others			
Provision for Income Tax (Gross)	1,70,00,000	2,06,94,443	1,62,00,000
Less: Advance Tax	(1,00,00,000)	(90,00,000)	(1,00,00,000)
Less: TDS	(42,504)	(55,567)	(5,13,293)
Provision for Income Tax (Net)	69,57,496	1,16,38,876	56,86,707
Total	69,57,496	1,16,38,876	56,86,707

Note - 15 Deferred Tax Liabilities (Net)

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017	As at March 31, 2016
Transferred from Deferred Tax Asset (Refet Note 4)	42,36,643	-	-
Total	42,36,643	-	-

Note - 16 Borrowings - Current

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017	As at March 31, 2016
SECURED			
Working Capital facilities			
From Bank	5,01,16,492	4,83,44,608	4,80,52,227
UNSECURED			
From Others	41,46,069	22,33,688	-
Total	5,42,62,561	5,05,78,296	4,80,52,227

Notes:

- 1) Working Capital facilities includes cash credit facility and export facility. Which are primarily Secured against first and exclusive charge on stock & book debt of the company till repayment of credit facility extended by bank to company and carries interest rate of 9.50% p.a. and these facilities are fully interchangeable.
- 2) The working capital facilities are repayable on demand by the Bank.

Note - 17 Trade payables

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017	As at March 31, 2016
Trade Payables *	7,65,51,498	4,68,86,519	4,10,65,092
Total	7,65,51,498	4,68,86,519	4,10,65,092

*** Disclosure under Micro, Small & Medium Enterprises Development Act, 2006**

The company has not received the required information from suppliers regarding their status under Micro, Small & Medium Enterprises Development Act, 2006. Hence, disclosures, if any, relating to the amounts unpaid as at the year end together with the interest paid/payable as required under the said Act have not been made.


Note - 18 Current Financial Liabilities - Other

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017	As at March 31, 2016
Current maturities of long term debt (Refer Note : 13)	1,02,35,678	89,80,760	1,06,18,913
Total	1,02,35,678	89,80,760	1,06,18,913

Note - 19 Other Current Liabilities

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017	As at March 31, 2016
Statutory Liabilities	4,82,078	6,57,300	12,89,621
Capital Creditors	6,87,022	41,90,794	-
Advances from customers	-	38,806	-
Related Parties (Refer Note 36)	-	2,98,00,000	-
Total	11,69,100	3,46,86,900	12,89,621

Note: Related party includes payables to cluster Enviro Pvt Ltd, in which Directors of the company are interested

Note - 20 Short Term Provisions

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017	As at March 31, 2016
Provision for Employee Benefits	53,71,638	51,17,932	80,44,681
Others	20,24,962	21,648	55,927
Total	73,96,600	51,39,580	81,00,608



Notes to Financial Statements

For the year ended March 31, 2018

Note - 21 Other Income

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017
Interest Income	4,40,994	5,98,335
Export Incentives	53,12,332	97,06,234
Discounts	12,37,175	11,00,942
Foreign Exchange Fluctuation (Gain)	88,93,201	-
Dividend	24,000	18,000
Others	1,500	-
Total	1,59,09,202	1,14,23,510

Note - 22 Cost of Materials Consumed

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017
Opening Stock	3,81,20,072	49,23,618
Add: Purchases	38,95,01,865	42,52,33,632
Less: Closing Stock	1,51,65,622	3,81,20,072
Consumption	41,24,56,315	39,20,37,178
Imported	8,19,14,376	9,38,25,596
Indigenous	33,05,41,939	29,82,11,582
Total	41,24,56,315	39,20,37,178

Note - 23 Changes in Inventories

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017
Closing Balance		
Work-in-Progress	4,32,26,758	7,30,22,611
Finished Goods	9,48,424	65,75,224
Stock-in-trade	-	-
Total	4,41,75,182	7,95,97,835
Less: Opening Balances		
Work-in-Progress	7,30,22,611	3,28,41,063
Finished Goods	65,75,224	51,50,759
Stock-in-trade	-	-
Total	7,95,97,835	3,79,91,822
(Increase)/decrease in stock	3,54,22,653	(4,16,06,013)


Note - 24 Employee Benefit Expenses

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017
Salaries, Wages, Allowances, etc.	4,12,98,031	4,92,12,488
Contribution to Provident and Other Funds	32,47,664	26,72,662
Staff Welfare Expense	77,44,389	22,06,833
Total	5,22,90,084	5,40,91,983

Note - 25 Finance Costs

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017
Interest on :		
Interest Expenses	53,19,477	69,95,106
Other Borrowing Costs:		
Other Borrowing Cost	11,06,852	11,94,550
Total	64,26,329	81,89,656

Note - 26 Other Expenses

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017
Manufacturing Exps		
Consumption of Stores & Spares parts	1,40,19,957	1,17,71,092
Repair & Machinery	43,41,606	25,82,312
Pollution Control & Effluent, Treatment Exp	2,31,27,164	2,72,69,739
Power Expenses	5,24,21,530	5,04,46,255
Fuel Expenses	3,03,80,836	2,55,90,244
Administrative Exps		
Professional Fees	21,92,024	11,52,610
Insurance	19,57,338	14,18,518
Rent, Rates and taxes, excluding , taxes on income	2,75,717	4,28,669
Auditor Remuneration	90,000	90,000
Office & Factory Expense	11,61,648	10,77,301
Vehicle Running Exps	10,42,716	41,87,146
Travelling & Conyence Exps	44,02,056	32,96,656
Donation	-	50,000
VAT, Excise & Service Tax Exp	3,64,024	13,96,370
Communication Exps	8,76,761	3,46,424
Legal Exps	4,25,410	12,02,454
Security Exps	16,84,516	16,80,000
Printing & Stationery	2,85,103	3,46,122
Foreign Exchange Fluctuation (Loss)	-	3,63,387
Miscellaneous Exps	85,38,549	25,98,456
Selling and Distribution Expenses		
Freight Outward	1,51,03,290	1,12,95,584
Selling & Distirbution Exps	59,56,435	38,32,823
Total	16,86,46,681	15,24,22,162



Notes to Financial Statements
For the year ended March 31, 2018

Note - 27 Details of Payment of Auditors

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017
a. as auditor	90,000	90,000
Total	90,000	90,000

Note - 28 Expenditure in foreign currency during the financial year on account of followings

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017
Import of Raw Material	8,19,14,376	9,38,25,596
Other matters		
Travelling Expenses	10,42,333	10,32,346
Total	8,29,56,709	9,48,57,942

Note - 29 Details of Consumption during the year

(Amount in ₹)

Particulars	As at 31st March 2018		As at 31st March 2017	
	Amount	%	Amount	%
Raw Materials	41,24,56,315	90.63%	39,20,37,178	91.52%
Fuel	3,03,80,836	6.68%	2,55,90,244	5.97%
Stores & Spares	1,22,47,935	2.69%	1,07,30,763	2.51%
Total	45,50,85,087	100.00%	42,83,58,185	100.00%

Note - 30 Foreign currency exposure :

Particulars	As at 31st March 2018		As at 31st March 2017	
	Foreign Currency		Foreign Currency	
USD (unhedged)	4,22,460	2,68,44,486	4,43,698	2,87,95,957
Euro (unhedged)	6,80,000	5,34,42,800	10,12,000	7,00,78,571
Euro (hedged) *	1,03,000	77,30,150	-	-

* Forward contract booked

Note - 31 Employee Benefits

As per Indian Accounting Standard 19 "Employee benefits", the disclosures as defined are given below :

Defined Contribution Plans

The Company offers its employees defined contribution plans in the form of Provident Fund (PF) and Employees' Pension Scheme (EPS) with the government, and certain state plans such as Employees' State Insurance (ESI). PF and EPS cover substantially all regular employees and the ESI covers certain workers. Contributions are made to the Government's funds. While both the employees and the Company pay predetermined contributions into the Provident Fund and the ESI Scheme, contributions into the Pension fund is made only by the Company. The contributions are normally based on a certain proportion of the employee's salary. During the year, the Company has recognised the following amounts in the Account towards company's contribution:

(Amount in ₹)

Particulars	As at March 31,2018	As at March 31,2017
Pension contribution	6,61,576	6,46,206
Provident Fund contribution	3,25,826	3,08,954
Total	9,87,402	9,55,160

Defined Benefit Plans

Gratuity: The Company makes annual contributions to Employees' Group Gratuity-cum Life Assurance (Cash Accumulation) Scheme of LIC, a funded defined benefit plan for qualifying employees. The scheme provides for payment to vested employees as under:

- On normal retirement / early retirement / withdrawal / resignation:
- As per the provisions of Payments of Gratuity Act, 1972 with vesting period of 5 years of service.
- On the death in service:
- As per the provisions of Payment of Gratuity Act, 1972 without any vesting period.

Death Benefit: The Company provides for death benefit, a defined benefit plan (death benefit plan) to certain categories of employees. The death benefit plan provides a lump sum payment to vested employees on death, being compensation received from the insurance company and restricted to limits set forth in the said plan. The death benefit plan is non funded.



Disclosures for defined benefit plans i.e. Gratuity (Funded Plan), based on actuarial reports as on March 31, 2018 are as under:

(Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March 2017
(i) Changes in present value of obligations (*)		
Present value of as at beginning of year		34,90,120
Current service cost		4,51,550
Interest cost		2,34,852
Actuarial loss / (gain)		70,636
Benefit (paid)		(1,26,634)
Present value of obligations as at end of year		41,20,524
(ii) Amount recognised in the Balance Sheet (*)		
Present value of the obligations as at year end	45,14,827	41,20,524
Fair value of the plan assets as at year end	45,90,580	40,33,479
Net (asset) / liability recognised as on March 31	(75,753)	87,045
(iii) Expenses recognised in the Statement of Profit and Loss		
Current service cost		4,51,550
Interest on defined benefit obligation		2,34,852
Expected return on plan assets		
Net actuarial loss/(gain) recognized in the current year		(2,32,280)
Total expense		4,54,122

The estimate of future increase in compensation levels, considered in the actuarial valuation, have been taken on account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market. The above information has been certified by the actuary and relied upon by the auditors.

(*) marked details are not filled up for FY 2017-18 because it is not applicable as per Actuarial Valuation Report due to adoption of IND AS from 01/04/2017 by the company.

Employee benefits are accounted and shown as per Actuarial Valuation Report as on 31st March 2018.

Leave Encashment:

(Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March 2017
Provision for Leave Encashment outstanding during the year	10,68,712	10,85,742
Total	10,68,712	10,85,742

Note - 32 Earning Per Share (EPS)

(Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March 2017
(i) Net Profit/(Loss) attributable to equity shareholders	3,36,33,081	5,60,10,495
(ii) Equity Shares outstanding at the end of the year	1,12,64,700	1,12,64,700
(iii) Weighted avg. number of shares outstanding at the end of the year	1,12,64,700	1,12,64,700
(iv) Weighted avg. potential equity shares	-	-
(v) Total weighted average number of equity shares used as denominator for calculating diluted EPS	1,12,64,700	1,12,64,700
Basic Earnings per share	2.99	4.97
Diluted Earnings per share	2.99	4.97
Nominal value per share	10.00	10.00

Note - 33 Contingent Liabilities

Claim against company not acknowledged as debt

(Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March 2017
1. Notice for short deduction/payment of TDS and interest thereon (refer Note 1 below)	1,03,119	31,060
2. CST Penalty for FY 2011-12 (refer Note 2 below)	21,949	21,949
3. VAT Penalty for FY 2011-12 (refer Note 3 below)	1,21,050	1,21,050

Note 1- The Company has received a Intimation u/s 154 of the Income Tax Act, 1961 for AY 2015-16, 2016-17, AY 2017-18 and Prior Years.

Note 2- The Company has filed an appeal against CST Penalty order for FY 2011-12

Note 3- The Company has filed an appeal against VAT Penalty order for FY 2011-12



Note - 34 Earning in foreign currency during the financial year on account of followings

(Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March 2017
Export of goods calculated on F.O.B basis	34,28,93,032	33,49,62,442
Total	34,28,93,032	33,49,62,442

Note - 35 Details of Consumption of key Raw Material

(Amount in ₹)

Particulars	As at 31st March 2018		As at 31st March 2017	
	Amount	%	Amount	%
Phthalic Anhydride	14,12,33,333	35.64%	13,91,71,448	35.50%
Cuprous Chloride	13,34,08,870	33.66%	11,95,46,975	30.49%
Urea	4,86,60,504	12.28%	3,72,87,330	9.51%
Sulphuric Acid	2,87,61,418	7.26%	2,85,43,469	7.28%
Ammonium Molybdate	59,28,105	1.50%	51,83,895	1.32%
Others	3,83,01,484	9.66%	6,23,04,061	15.89%
Total	39,62,93,713	100%	39,20,37,178	100.00%

Note - 36 Related Party Disclosures

(a) Name of the related party	Nature of Relationship
1.Mr. Piyush N Patel	Director
2.Mr. Shrinal P. Patel	Director
3.Cluster Enviro Private Limited	Enterprise over which key managerial personnel are able to exercise significant influence

(b) Transactions with the related parties during the year

Nature of transactions	Key management personnel and its relative	Total
Loan & Advances received		
Mr. Piyush N. Patel	1,40,20,000	1,40,20,000
	(60,00,000)	(60,00,000)
Mr. Shrinal P. Patel	1,00,68,730	1,00,68,730
	(4,39,095)	(4,39,095)
Cluster Enviro Pvt Ltd	3,77,45,000	3,77,45,000
	(3,03,13,000)	(3,03,13,000)
Loan & Advances Paid		
Mr. Piyush N. Patel	1,74,72,000	1,74,72,000
	(52,95,350)	(52,95,350)
Mr. Shrinal P. Patel	1,04,18,730	1,04,18,730
	(3,10,468)	(3,10,468)
Cluster Enviro Pvt Ltd	6,75,45,000	6,75,45,000
	(5,13,000)	(5,13,000)
Outstanding Balances		
Mr. Piyush N. Patel	-	-
	(34,52,000)	(34,52,000)
Mr. Shrinal P. Patel	-	-
	(3,50,000)	(3,50,000)
Cluster Enviro Pvt Ltd	-	-
	(2,98,00,000)	(2,98,00,000)
Remuneration to key management personnel		
Managerial remuneration		
Mr. Piyush N. Patel	24,00,000	24,00,000
	(24,00,000)	(24,00,000)
Mr. Shrinal P. Patel	18,00,000	18,00,000
	(18,00,000)	(18,00,000)
Bonus		
Mr. Piyush N. Patel	2,64,000	2,64,000
	(2,64,000)	(2,64,000)
Mr. Shrinal P. Patel	1,98,000	1,98,000
	(1,98,000)	(1,98,000)

Figures in brackets () are pertaining to previous year

Note - 37 DIRECTORS REMMUNERATION

Salary of Rs. 42,00,000/- & Bonus - Rs. 4,62,000/-

Note - 38 Balance due to / from third parties are subject to confirmation, reconciliation, and / or adjustments, if any.

Note - 39 In the opinion of the board, Loans and Advances and Current Assets are approximately of the value stated, if realized in the ordinary course of business.

Note - 40 The company has only one segment of activity i.e. Chemicals

Note - 41 Net Exchange Gain Included in the profit and loss account is Rs. 88,93,201/- (Loss in PY Rs. 3,63,387/-).

Note - 42 Previous year's figures have been regrouped or reclassified wherever necessary to correspond with the current year's classification or disclosure. Please refer to note no. 44 for reconciliation between financials prepared under Revised Schedule VI vis a vis IND AS.

Note - 43 Figures have been rounded off to the nearest rupee.


Note - 44 Reconciliation of Balance Sheet as at March 31, 2017

(Amount in ₹)

Particulars	Note	Indian GAAP Indian Rupees	Adjustments Indian Rupees	IND AS Indian Rupees
ASSETS				
Non-Current Assets				
Property, plant and equipment	2	12,47,67,294	-	12,47,67,294
Capital work-in-progress	2	44,03,994	-	44,03,994
Financial Assets		-	-	-
Investments	3	2,05,000	-	2,05,000
Deffered Tax Asset (Net)	4	47,62,931	-	47,62,931
Other non-current assests	5	73,23,806	(21,98,697)	51,25,109
		14,14,63,025	(21,98,697)	13,92,64,328
Current Assets				
Inventories	6	11,89,14,128	-	11,89,14,128
Financial Assets		-	-	-
Trade receivables	7	11,13,78,193	-	11,13,78,193
Cash and cash equivalents	8	54,23,059	-	54,23,059
Current finacial Asset-Loans	9	6,86,45,262	(5,03,45,262)	1,83,00,000
Current tax assests (net)		-	-	-
Other Current assests	10	-	4,34,88,391	4,34,88,391
		30,43,60,642	(68,56,871)	29,75,03,771
Total Assets		44,58,23,667	(90,55,568)	43,67,68,099
EQUITY AND LIABILITES				
Equity				
Equity share capital	11	11,26,47,000	-	11,26,47,000
Other equity	12	15,49,92,291	-	15,49,92,291
		26,76,39,291	-	26,76,39,291
LIABILITIES				
Non-Current Liabilities				
Financial Liabilites		-	-	-
Borrowings	13	1,12,17,877	-	1,12,17,877
Provisions	14	2,06,94,443	(90,55,567)	1,16,38,876
Deferred Tax Liabilities (Net)	15	-	-	-
		3,19,12,320	(90,55,567)	2,28,56,753
Current Liabilities				
Financial Liabilites				
Borrowings	16	5,05,78,296	-	5,05,78,296
Trade payable	17	4,68,86,522	-	4,68,86,519
Other	18	4,36,67,660	(3,46,86,900)	89,80,760
Other Current Liabilities	19	-	3,46,86,900	3,46,86,900
Provisions	20	51,39,580	-	51,39,580
		14,62,72,058	-	14,62,72,055
Total Equity and Liabilites		44,58,23,669	(90,55,567)	43,67,68,099


Note - 44 Reconciliation of Balance Sheet as at March 31, 2016

(Amount in ₹)

Particulars	Note	Indian GAAP Indian Rupees	Adjustments Indian Rupees	IND AS Indian Rupees
ASSETS				
Non-Current Assets				
Property, plant and equipment	2	12,71,64,104	-	12,71,64,104
Capital work-in-progress	2	-	-	-
Financial Assets		-	-	-
Investments	3	2,05,000	-	2,05,000
Deffered Tax Asset (Net)	4	69,58,415	-	69,58,415
Other non-current assests	5	2,94,44,320	-	2,94,44,320
		16,37,71,839	-	16,37,71,839
Current Assets				
Inventories	6	4,38,16,475	-	4,38,16,475
Financial Assets		-	-	-
Trade receivables	7	7,67,20,319	-	7,67,20,319
Cash and cash equivalents	8	38,30,164	-	38,30,164
Current finacial Asset-Loans	9	7,57,25,251	(7,57,25,251)	-
Current tax assests (net)		-	-	-
Other Current assests	10	20,662	6,52,11,958	6,52,32,621
		20,01,12,871	(1,05,13,293)	18,95,99,579
Total Assets		36,38,84,710	(1,05,13,293)	35,33,71,418
EQUITY AND LIABILITES				
Equity				
Equity share capital	11	7,50,98,000	-	7,50,98,000
Other equity	12	13,65,30,796	-	13,65,30,796
		21,16,28,796	-	21,16,28,796
LIABILITIES				
Non-Current Liabilities				
Financial Liabilites				
Borrowings	13	2,69,29,454	-	2,69,29,454
Provisions	14	1,62,00,000	(1,05,13,293)	56,86,707
Deffered Tax Liabilities (Net)	15	-	-	-
		4,31,29,454	(1,05,13,293)	3,26,16,161
Current Liabilities				
Financial Liabilites				
Borrowings	16	4,80,52,227	-	4,80,52,227
Trade payable	17	4,10,65,093	-	4,10,65,092
Other	18	-	1,06,18,913	1,06,18,913
Other Current Liabilities	19	1,19,08,534	(1,06,18,913)	12,89,621
Provisions	20	81,00,608	-	81,00,608
		10,91,26,462	-	10,91,26,461
Total Equity and Liabilites		36,38,84,712	(1,05,13,293)	35,33,71,418



ISHAN DYES & CHEMICALS LIMITED

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

Phone: 079-25832144/25893607 | **Fax:** 079-25833643

Website: www.ishandyes.com | **E-mail:** ishandyes@yahoo.com

CIN: L24110GJ1993PLC020737

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

ATTENDANCE SLIP

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company held at 18, G.I.D.C Estate, Phase – 1, Vatva, Ahmedabad – 382445 at 2.30 p.m. on Friday, 14th September, 2018

Name and Address of the Shareholder(s):		
If shareholder(s), please sign here		If proxy, please mention name and sign here
	Name of Proxy	Signature

Notes:

- (1) Shareholder / Proxy holder, as the case may be, is requested to produce the attendance slip duly signed at the entrance of the Meeting venue.
- (2) Members are requested to advise the change of their address, if any, to MCS Share Transfer Agent Limited, at the above address.



ISHAN DYES & CHEMICALS LIMITED

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Tel : (0265) 2314757, 2350490

Fax : (0265) 2341639 E-mail: mcsltbaroda@gmail.com

Proxy form

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

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

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

1. Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him
2. Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him
3. Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the company, to be held on Friday, 14th September, 2018 at 02.30 pm at 18, G.I.D.C Estate Phase - 1, Vatva Ahmedabad – 382445 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
<i>Ordinary Business:</i>		
1	Adoption of the Audited Financial Statements of the Company for the financial year ended on 31 st March, 2018 and the Reports of the Directors' and Auditors' thereon.	
2	Confirmation of Interim Dividend on Equity Shares as Final Dividend	
3	Reappointment of Smt. Anilaben P. Patel who retires by rotation	

Signed this _____ day of _____, _____

Signature of shareholder _____

Signature of Proxy holder(s) _____

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A proxy need not be a member of the Company.
- In case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorization should be attached to the proxy form.
- A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member



holding more than ten percent, of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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ROUTE MAP TO THE VENUE OF THE AGM



25th ANNUAL GENERAL MEETING
On Friday, 14th September, 2018 at 2.30 P.M
At 18, G.I.D.C Estate Phase - 1, Vatva Ahmedabad - 382445