

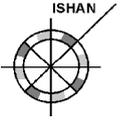
ISHAN DYES & CHEMICALS LIMITED

26TH ANNUAL REPORT 2018-19



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CORPORATE INFORMATION

BOARD OF DIRECTORS

SHRI PIYUSHBHAI NATVARLAL PATEL	-	Chairman & Managing Director (Promoter)
SHRI SHRINAL PIYUSHBHAI PATEL	-	Whole-Time Director (Promoter)
SMT ANILABEN PIYUSHBHAI PATEL	-	Non-Executive and Non-Independent Director (Promoter)
SMT MIRALI HEMANTBHAI PATEL	-	Executive Director (Promoter) (W.e.f 25/03/2019)
SHRI MAYANK HASMUKHBHAI PATEL	-	Independent Director
SHRI RONAK YATINKUMAR DESAI	-	Independent Director
SHRI ROOPIN AMRIT PATEL	-	Independent Director
SHRI YATIN GORDHANBHAI PATEL	-	Independent Director
SHRI MARUT DINESHCHANDRA PATEL	-	Non-Executive and Non-Independent Director (Till 25/03/2019)

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
110, Hemkoot, Opp. Sanyas Ashram, Behind LIC Office,
Ellisbridge, Ahmedabad - 380009

INTERNAL AUDITORS

- K. D. Dave & Co., Chartered Accountants
501-502, Skylar, Near Shalin Bunglows
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

26th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH ANNUAL GENERAL MEETING OF ISHAN DYES & CHEMICALS LIMITED WILL BE HELD ON FRIDAY, 27TH SEPTEMBER, 2019 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 STANDALONE FINANCIAL STATEMENT AND REPORTS THEREON:

To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2019 together with the Reports of the Directors' and Auditors' thereon.

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

To appoint a Director in place of Shri Piyushbhai Natvarlal Patel (DIN: 00450807), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment

3. TO APPOINT STATUTORY AUDITORS OF THE COMPANY FROM THE CONCLUSION OF 26TH ANNUAL GENERAL MEETING TILL THE CONCLUSION OF THE 29TH ANNUAL GENERAL MEETING AND TO FIX THEIR REMUNERATION:

"**RESOLVED THAT** pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and the Companies (Audit and Auditors) Rules, 2014 made there under and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. G. S. Mathur & Co. Chartered Accountants (FRN-008744N), be and is hereby appointed as the Statutory Auditors of the Company for period of 3 (Three) Years commencing from the conclusion of this 26th Annual General Meeting till the conclusion of 29th Annual General Meeting to Audit the Financial Statements of the Company at a remuneration fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursment of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the Audit"

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, things and matters as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

SPECIAL BUSINESS:

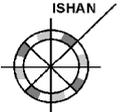
4. TO APPOINT MRS. MIRALI HEMANTBHAI PATEL (DIN-08021784) AS DIRECTOR OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ('the Act') and the rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Mirali Hemantbhai Patel (DIN-08021784) who was appointed by the Board of Directors as an Additional Executive Director (Promoter) of the Company at their meeting held on 25th March, 2019 and who holds office up-to the date of the ensuing Annual General Meeting, being eligible and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby appointed as an Executive Director (Promoter) of the Company, liable to retire by rotation."

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

5. TO RE-APPOINT MR. MAYANKKUMAR HASMUKHBHAI PATEL (DIN: 02838526) AS AN INDEPENDENT DIRECTOR AND IF THOUGHT FIT, PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Mayankkumar Has Mukhbhai Patel (DIN: 02838526)**, who was appointed as an Independent Director for a term of five(5) consecutive years from 23rd September 2014 up to 22nd September 2019 by the Shareholders, being eligible and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the



Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of Five(5) consecutive years i.e. from 23rd September 2019 up to 22nd September 2024."

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

6. TO RE-APPOINT MR. ROOPIN AMRIT PATEL (DIN:03302732) AS AN INDEPENDENT DIRECTOR AND IF THOUGHT FIT, PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Roopin Amrit Patel (DIN:03302732)**, who was appointed as an Independent Director for a term of five(5) consecutive years from 23rd September, 2014 up to 22nd September, 2019 by the Shareholders, being eligible and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of Five(5) consecutive years i.e. from 23rd September, 2019 up to 22nd September, 2024."

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

7. TO RE-APPOINT MR. YATINBHAI GORDHANBHAI PATEL (DIN: 03616381) AS AN INDEPENDENT DIRECTOR AND IF THOUGHT FIT, PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Yatinbhai Gordhanbhai Patel (DIN:03616381)** who was appointed as an Independent Director for a term of five(5) consecutive years from 23rd September, 2014 up to 22nd September, 2019 by the Shareholders, being eligible and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of Five(5) consecutive years i.e. from 23rd September, 2019 up to 22nd September, 2024"

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

8. TO TAKE CONSENT OF MEMBERS FOR INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE AND IF THOUGHT FIT, PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans



and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 50.00 Crores (Rupees Fifty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

9. TO TAKE CONSENT OF MEMBERS FOR TRANSACTIONS OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013 AND IF THOUGHT FIT, PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 ("said Section"), approval of shareholders of the Company be and is hereby accorded for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by **Cluster Enviro Private Limited**, being an entity under the category of 'Adperson in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2(b) of the said Section, of an aggregate outstanding amount not exceeding Rs. 20.00 Crores (Rupees Twenty Crores only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree the terms and conditions of the aforesaid loan/guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

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

**12th August, 2019
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:

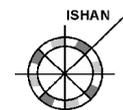
1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The Proxy, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the meeting.

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. 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 1 to this notice.
4. Members/Proxies should bring attendance slips sent herewith duly filled in, for attending the Meeting.
5. 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.
6. A route map along with prominent landmark for easy reach to the venue of annual general meeting is annexed with this notice.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st September, 2019 to 27th September, 2019 (both days inclusive) for the purpose of 26th Annual General Meeting of the Company.
8. 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.
9. **The Securities and Exchange Board of India (SEBI) has amended Regulation 40 of SEBI LODR. Pursuant to amended Regulation 40 of SEBI LODR, effective 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.**

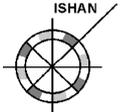
The Company in this regard has sent letters to the shareholders holding shares in physical form informing them about the above requirement. All shareholders holding shares in physical form are requested to demat their shares at the earliest.

10. 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.
11. 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.
12. 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.
13. Pursuant to Section 124 of the Companies Act, 2013 the unpaid dividends that are due for transfer to the Investor Education and Protection Fund are as follows:
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**

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

or any other form of solicitation will be provided at the Annual General Meeting.

16. The Notice of the 26th 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, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing its members, the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.

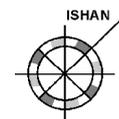
The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The Company is also providing facility for voting by Ballot paper at the venue of the 26th 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on "Shareholders/Members" tab to cast your vote(s)
- c) Now enter your User ID as follows:



- For CDSL: 16 digits beneficiary ID.
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - Members holding shares in physical form should enter Folio Number registered with the Company.
- 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, 20th September, 2019 in the Dividend Bank details field.

- g) After entering these details appropriately, click on "**SUBMIT**" tab.
- h) For Members holding shares in physical form, the login details can be used only for e-voting on the resolutions contained in this Notice. On logging in, Members holding shares in physical form will be directed to the Company selection screen.
- i) Members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the electronic holders for voting on resolutions of other companies, as well, on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j) Click on the EVSN for the relevant Company <"**ISHAN DYES AND CHEMICALS LIMITED**"> on which you choose to vote.
- k) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO, as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the "Resolutions File" Link if you wish to view the entire Notice.
- m) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote. You can also take a print of the voting done by you.
- o) If an electronic account holder has forgotten the set password, then he has a 'Forgot password' option to reset



the password.

- p) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- q) Note for Institutional Shareholders:
- Institutional shareholders (i.e. other than Individuals, HUFs, and NRIs etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- r) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- I. The remote e-voting period commences on Tuesday, 24th September, 2019 (9.00 a.m. IST) and ends on Thursday, 26th September, 2019 (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, 20th September, 2019 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, 20th September, 2019 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, 20th September, 2019 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 ShalinBunglows, 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**

**12th August, 2019
Ahmedabad**

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

Registered office:

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



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

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

Item no: 03:

In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the term of appointment of the present Statutory Auditors of the Company, M/s. G. S. Mathur & Co., Chartered Accountants (Registration No. 008744N), will be expiring in the ensuing 26th Annual General Meeting.

The Company is proposed to re-appoint them as Statutory Auditors for a period of further period of three years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company.

The Board of Directors at its meeting held on 12th August, 2019, after considering the recommendations of the Audit Committee, had recommended the re-appointment of M/s. G. S. Mathur & Co., Chartered Accountants (Registration No.008744N), as the Statutory Auditors of the Company for approval of the members.

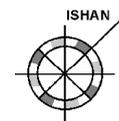
The proposed Auditors shall hold office for a period of three consecutive terms from the conclusion of the 26th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company.

M/s. G. S. Mathur & Co., Chartered Accountants, have consented to the aforesaid re-appointment and confirmed that their re-appointment, if made, will be within the limits specified under Section 141(3) (g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. G. S. Mathur & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

The details required as per Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") is provided below:

Proposed Fees payable to the Statutory Auditors	Rs. 1.50 Lakhs per annum plus taxes as applicable.
Terms of Appointment	For period of further 3 years from the conclusion of 26th Annual General Meeting till the conclusion of 29th Annual General Meeting to Audit the Financial Statements of the Company.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	<p>G.S. Mathur & Company was established in 1950 as accounting and audit firm. It has since expanded to cover a wide array of Assurance, Risk Advisory, Corporate Advisory, Outsourcing, Tax Litigation, Tax Advisory and other Financial Advisory services.</p> <p>Their clients include listed and non-listed companies and cover a broad spectrum of industries ranging from Oil & Gas, Aviation, Non-Banking Financial services, textiles, construction, power, retail, commodities, insurance, banking, hospitality, media and education.</p> <p>G.S. Mathur & Company has a team of 18 Partners having varied experience and a dedicated staff strength of about 79 professionals and other administrative staff based out of New Delhi. They are having branches at Punjab, Rajasthan, Ahmedabad, Lucknow and Noida.</p> <p>Considering their experience and expertise, the Audit Committee has recommended their re-appointment and the Board has approved their re-appointment subject to the Shareholders approval at the ensuing 26th Annual General Meeting.</p>

**Item no: 04:**

In terms of the Section 161(1) of the Companies Act, 2013 ('the Act') and Articles of the Association of the Company, the Board of Directors at their meeting held on 25th March, 2019, based on the recommendation of the Nomination & Remuneration Committee has appointed Mrs. Mirali Hemantbhai Patel (DIN - 08021784) as an Additional Executive Director of the Company subject to Shareholders' approval at the ensuing Annual General Meeting and which shall hold office upto the date of ensuing Annual General Meeting of the Company. The Board recommend her appointment and proposed this resolution for her appointment as an Executive Director of the Company, liable to retire by rotation.

Mrs. Mirali Hemantbhai Patel is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given her consent to act as a Director.

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

A brief profile of Mrs. Mirali H. Patel is set out hereunder as required under SEBI LODR Regulations, 2015.

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

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

Item no: 05, 06 and 07:

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

Mr. Mayankkumar Hasmukhbhai Patel (DIN: 02838526), Mr. Roopin Amrit Patel (DIN: 03302732) and Mr. Yatinbhai Gordhanbhai Patel (DIN: 03616381) were appointed as an Independent Director (Non-Executive) of the Company for a period of five (5) years w.e.f 23rd September, 2014 upto 22nd September, 2019.

The Nomination and Remuneration Committee on the basis of their skills, experience, knowledge and report of his performance evaluation recommended re- appointment of Mr. Mayankkumar Hasmukhbhai Patel (DIN: 02838526), Mr. Roopin Amrit Patel (DIN: 03302732) and Mr. Yatinbhai Gordhanbhai Patel (DIN: 03616381) as Non-Executive Independent Directors for a second term of five consecutive years on the Board of the Company w.e.f 23rd September, 2019.

The Board of Directors ("Board"), in its meeting held on 12th August, 2019 reviewed the declarations made by Mr. Mayankkumar Hasmukhbhai Patel (DIN: 02838526), Mr. Roopin Amrit Patel (DIN: 03302732) and Mr. Yatinbhai Gordhanbhai Patel (DIN: 03616381) that they meets the criteria of independence as provided in Section 149 (6) of the Act and under the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and was of opinion that they fulfills the conditions specified in the Act, the rules made there-under and in SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the Management.

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

The Board accordingly re-appointed them as Non - Executive Independent Directors not liable to retire by rotation for a further period of five years w.e.f 23rd September, 2019 upto 22nd September, 2024.

Except for the Directors being appointed and their relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any manner, concerned or interested, financially or otherwise, in the respective resolution set out at Item No. 05, 06 and 07 of the Notice.

The Board recommends the Special Resolution set out at Item No. 05, 06 and 07 of the Notice for approval by the shareholders.

Item no: 08:

The Company proposes enabling resolution for has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate from time to time subject to free cash flows and opportunities available from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty



percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which will requires the Company to make loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

The Board recommends the Special Resolution set out at Item No. 08 of the Notice for approval by the shareholders.

Item no: 09:

The Company may extend financial assistance for the business requirements of other Companies in which the Directors of the Company are also a Director, from time to time in its ordinary course of the business subject to available free cash flows and also at a fair commercial terms. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in which the Director/s of the Company is/are also a Director. In the light of amendments notified effective from May 7, 2018, inter-alia replacing the provisions of the Section 185 of Companies Act, 2013, the Company with the approval of members by way of Special Resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities.

Hence, in order to enable the company to advance loan to entities in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution. The Board of Directors Recommend the Special Resolution for approval by the members.

Following are the Group Companies to whom the financial assistance may be provided from time to time:

Name of the Company	Particulars of Loans to be given, guarantee to be given or security to be provided	Purpose
Cluster Enviro Private Limited	Aggregate amount of Loans to be given or guarantee or security to be given shall not exceed an amount of Rs. 20.00 Crores at any point of time.	Business Purpose

Except, Mr. Piyushbhai N. Patel, Mr. Shrinalbhai P. Patel, Mrs. Anilaben P. Patel and Mrs. Mirali H. Patel, None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any manner, concerned or interested, financially or otherwise, in the respective resolution set out at Item No. 09 of the Notice.

The Board recommends the Special Resolution set out at Item No. 09 of the Notice for approval by the shareholders.

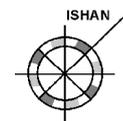
**By order of the Board of Directors
For ISHAN DYES & CHEMICALS LIMITED**

**12th August, 2019
Ahmedabad**

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

Registered office:

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



Annexure - 1

Details of Directors including Directors to be appointed / reappointed at the ensuing Annual General Meeting:

(This also includes information Pursuant to Regulation 36 (3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name with Age and Qualifications	Experience	Details of Directorships in other Companies including Listed Companies	Details of Membership of Committees of all the Companies	No of Meetings attended during the Year	Brief Resume of Directors	Disclosure on relationship between Directors Inter-se
<p>Piyushbhai N. Patel</p> <p>Date of Birth - 01/04/1955</p> <p>64 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>	<p>Ishan Dyes and Chemicals Limited</p> <p>Membership:</p> <p>i. Stakeholders Relationship Committee Chairmanship</p> <p>ii. Corporate Social Responsibility (CSR) Committee</p>	11 (Eleven)	<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 16,65,650 Shares in the Company</p>	<p>Husband of Anilaben Patel, Father of Shrinal P. Patel and Father in Law of Mirali H. Patel</p>
<p>Shrinal P. Patel</p> <p>Date of Birth - 12/05/1985</p> <p>34 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	11 (Eleven)	<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 9,83,500 Shares in the Company</p>	<p>Son of Piyush N. Patel, Anilaben P. Patel and Husband of Mirali H. Patel</p>
<p>Anilaben P. Patel</p> <p>Date of Birth - 07/11/1957</p> <p>61 years</p> <p>B.A. (Psychology)</p>	<p>She is having experience of general administration and involved into various social activities.</p>	<p>(ii) Cluster Enviro Private Limited</p>	<p>Ishan Dyes and Chemicals Limited</p> <p>Membership:</p> <p>(a) Stakeholders Relationship Committee</p>	11 (Eleven)	<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, Mother of Shrinal P. Patel and Mother in Law of Mirali H. Patel</p>



<p>Ronak Y. Desai</p> <p>Date of Birth - 01/09/1984</p> <p>34 years</p> <p>H.SC</p>	<p>He is having rich experience in the areas of quarry, mining and Infrastructure projects.</p>	<p>NIL</p>	<p>Ishan Dyes and Chemicals Limited</p> <p>Membership:</p> <p>i. Audit Committee</p> <p>ii. Nomination and Remuneration Committee</p>	<p>3 (Three)</p>	<p>The Board of Directors had first appointed Mr. Ronak Y. Desai as an Additional Director of the Company with effect from 30/04/2005.</p> <p>He holds NIL Shares in the Company.</p>	<p>NIL</p>
<p>Mayankkumar H. Patel</p> <p>Date of Birth - 22/10/1973</p> <p>45 years</p> <p>Undergraduate</p>	<p>He is farmer and actively involved with agricultural business.</p>	<p>NIL</p>	<p>Ishan Dyes and Chemicals Limited</p> <p>Membership:</p> <p>i. Audit Committee</p> <p>ii. Nomination and Remuneration Committee</p> <p>iii. Corporate Social Responsibility (CSR) Committee</p>	<p>11 (Eleven)</p>	<p>The Board of Directors had first appointed Mr. Mayankkumar H. Patel as a Director of the Company with effect from 28/01/2010.</p> <p>At the 21st 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.</p> <p>He holds 450 Shares in the Company</p>	<p>NIL</p>
<p>Roopin A. Patel</p> <p>Date of Birth - 31/05/1977</p> <p>42years</p> <p>Chartered Accountant</p>	<p>He is practicing Chartered Accountant and having vast experience in the field of accounts, finance, taxation and banking.</p>	<p>NIL</p>	<p>Ishan Dyes and Chemicals Limited</p> <p>Chairman:</p> <p>i. Audit Committee</p> <p>ii. Nomination and Remuneration Committee</p> <p>iii. Stakeholders Relationship Committee</p> <p>Member</p> <p>i. Corporate Social Responsibility (CSR) Committee</p>	<p>11 (Eleven)</p>	<p>The Board of Directors had first appointed Mr. Roopin A. Patel as a Director of the Company with effect from 20/09/2010.</p> <p>At the 21st 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.</p> <p>He holds NIL Shares in the Company</p>	<p>NIL</p>



<p>Yatinbhai G. Patel</p> <p>Date of Birth - 01/06/1955</p> <p>64 years</p> <p>Graduate</p>	<p>He is a Graduate and having rich experience in the areas of Finance and Management.</p>	<p>NIL</p>	<p>Ishan Dyes and Chemicals Limited</p> <p>Membership:</p> <p>i. Audit Committee</p> <p>ii. Nomination and Remuneration Committee</p>	<p>4 (Four)</p>	<p>The Board of Directors had first appointed Mr. Yatin G. Desai as a Director of the Company with effect from 07/09/2011.</p> <p>At the 21st 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.</p> <p>He holds 900 Shares in the Company</p>	<p>NIL</p>
<p>MiraliHemantbhai Patel</p> <p>Date of Birth - 25/10/1989</p> <p>29 years</p> <p>Degree in Computer Engineering</p>	<p>She is having experience of general administration</p>	<p>(i) Cluster Enviro Private Limited</p>	<p>NIL</p>	<p>1 (One)</p>	<p>The Board of Directors had appointed Mrs. MiraliHemantbhai Patel as an Additional Director of the Company with effect from 25/03/2019.</p> <p>The Directors proposed her appointment as an Executive Director of the Company in the 26th Annual General Meeting.</p> <p>She holds 14,83,900 Shares in the Company.</p>	<p>Wife of Shrinall P. Patel and Daughter in Law of Piyushbhai P. Patel and Anilaben P. Patel</p>



DIRECTORS' REPORT

To,
The Members,
ISHAN DYES AND CHEMICALS LIMITED

Your Directors have pleasure in presenting 26th Annual Report together with the Audited Standalone Financial Statements for the financial year ended 31st March, 2019.

1. FINANCIAL RESULTS:

The Company's financial performance, for the year ended March 31, 2019 is summarized below:

(Amount in Lacs)

Particulars	Current Year (2018-19)	Previous Year (2017-18)
Sales(Net)	6680.94	7214.94
Other Income	126.42	159.20
Total Revenue	6807.36	7374.14
Earnings before Interest, Depreciation, Exceptional /Extraordinary Items, Tax & Amortizations (EBITDA)	879.47	685.98
Interest(Net)	93.23	64.26
Depreciation	126.88	84.37
Profit before Exceptional / Extraordinary items & tax	659.36	537.34
Exceptional / Extraordinary expenses	--	55.00
Profit before Tax	659.36	592.34
Tax Adjustments (Net)	226.57	256.01
Profit after Tax	432.79	336.33

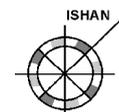
2. STATE OF COMPANY'S AFFAIRS AND FINANCIAL PERFORMANCE:

The year under review was challenging due to various variables which has affected the segment of the business in which your Company is engaged. The Company has achieved total revenue of Rs. 6807.36 Lacs and EBITDA (pre-exceptional and extraordinary item) of Rs. 879.47 Lacs as against that of Rs. 7374.14 Lacs and Rs. 685.98 Lacs respectively for the previous year. In spite of decrease in turnover the business operations has shown increase in EBITDA by 28% due to improved margins and cost control measures undertaken by the management. Also the Profit after Tax was higher by 29% and recorded at Rs. 432.79 Lacs as against that of Rs. 336.33 Lacs.

3. PROSPECTS & DEVELOPMENTS:

The management of the Company is concentrating in improving operational efficiencies and capacity enhancement so as to achieve growth in revenues as well as margins. During the year, the Company has incurred capital expenditure to improve its plant building and also installation of balancing equipments. The same will result into overall efficiency improvements, reduction in operating cost and better quality product with increased output. 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 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 is actively working on growth plans 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.



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 2018-19, the Company has not changed its nature of business.

5. DIVIDEND:

With a view to conserve the resources the no dividend has been declared by the Company for the ended financial year. The details of Unclaimed and Unpaid Dividend Amount of the Company has been disclosed in the Notes to the Notice of 26th Annual General Meeting of the Company.

6. FINANCE

During the year, your Company has renewed all its credit facilities. 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, the Company has not transferred any amount to the general reserve.

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. 29.34 Crores

9. SHARE CAPITAL:

As on 31st March, 2019, the Share Capital structure of the Company stood as follows:

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

Rights Issue:

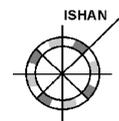
During the Financial year 2017-18, the Board of Directors at their meeting held on 20th March, 2018 has approved to raise funds upto an aggregate amount of Rs. 20.00 Crores by way of Issue of Equity Shares of the Company to its eligible existing Shareholders on rights basis subject to the Shareholders 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.

During the current Financial Year 2019-20, the Board of Directors at their meeting held on 23rd April, 2019 has approved the Issue of upto 51,81,762 Equity Shares of face value of Rs. 10/- each at an issue price of Rs. 27/- per Equity Share (including premium of Rs. 17/- per Equity Share) aggregating to Rs. 1,399.08 Lakh to all the existing members of the Company on a rights basis also fixed Record date of Friday, May 10, 2019 for the purpose of determining names of shareholders of the Company eligible to apply for the Equity Shares in the Rights Issue of the Company.

Further at the Board Meeting held on 29th June, 2019, the Board of Directors has approved the letter of offer containing the offer of Rights Issue and fixed the Rights Issue period from 12th July, 2019 till 26th July, 2019 and the said has been further extended to 09th August, 2019. The copy of letter of offer has been posted on the website of the Company www.ishandyes.com.



Depository System:

As the members are aware, the Company's Equity shares are compulsorily tradable in electronic form. As on 31st March, 2019, 77.24% of the Company's total paid-up equity capital representing 87,01,460 Equity shares are in dematerialized form.

The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 mandate that the transfer, except transmission and transposition, of securities shall be carried out in dematerialized form only with effect from 1st April, 2019. In view of the numerous advantages offered by the Depository system as well as to avoid frauds, members holding shares in physical mode are advised to avail of the facility of dematerialization from either of the depositories. The Company has, directly as well as through its RTA, sent intimation to shareholders who are holding shares in physical form, advising them to get the shares dematerialized.

During the year, Company has not issued any equity shares with differential rights or any sweat equity shares.

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 IND AS. 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.

Pursuant to the Ministry of Corporate Affairs (MCA) notification dated 22nd January, 2019 amending the Companies (Acceptance of Deposits) Rules, 2014, the Company is required to file with the Registrar of Companies (ROC) requisite returns in Form DPT-3 for outstanding receipt of money/loan by the Company, which is not considered as deposits.

The Company has already been complied with this requirement within the prescribed timelines.

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

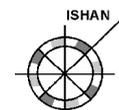
In terms of Section 134(3)(l) of the Companies Act, 2013, except as disclosed elsewhere in this Report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this Report.

15. CORPORATE GOVERNANCE:

A report on Corporate Governance along with a certificate from the Auditors of the Company regarding the compliance with the conditions of Corporate Governance as stipulated under Para E of Schedule V of the SEBI LODR forms part of this Annual Report.

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, 2019.

20. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Appointments:

During the year 2018-19, on the recommendation of Nomination and Remuneration Committee, Mrs. Mirali Hemantbhai Patel (DIN-08021784) has been appointed as an Additional Director on the Board of the Company with effect from 25th March, 2019.

Brief resume and other details of Mrs. Mirali H. Patel in terms of Regulation 36(3) of SEBILODR and Secretarial Standards on General Meeting, are provided in the Notice of 26th AGM forming part of the Annual Report. Mrs. Mirali H. Patel is not disqualified from being appointed as Directors by virtue of the provisions of Section 164 of the Companies Act, 2013.

The Board of Directors has recommended her appointment as an Executive Director, liable to retire by rotation in the upcoming Annual General Meeting 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, Mr. Piyushbhai N. Patel, and Executive Director of the Company is liable to retire by rotation at the ensuing AGM and being eligible offered himself for reappointment.

Appropriate resolution for his re-appointment is being placed for your approval at the ensuing AGM. The brief resume of Shri Piyushbhai N. 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 his re-appointment as an Executive Director of your Company.

Mr. Mayankkumar Hasmukhbhai Patel (DIN: 02838526), Mr. Roopin Amrit Patel (DIN: 03302732) and Mr. Yatinbhai Gordhanbhai Patel (DIN: 03616381) were appointed as Independent Directors of the Company with effect from 23rd September, 2014 to 22nd September, 2019. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 12th August, 2019 has approved there-appointment of Mr. Mayankkumar



Hasmukhbhai Patel (DIN: 02838526), Mr. Roopin Amrit Patel (DIN: 03302732) and Mr. Yatinbhai Gordhanbhai Patel (DIN: 03616381) for a further term of five years from 23rd September, 2019 to 22nd September, 2024, subject to the approval of shareholders through special resolution.

Based on their skills, experience, knowledge and report of their performance evaluation, the Board was of the opinion that their association would be of immense benefit to the Company and it would be desirable to avail their services as Independent Directors.

The notice convening the 26th AGM includes the proposal for re-appointment of Independent Directors.

Resignations along with facts of resignation:

During the financial year 2018-19, Mr. Marutbhai Dineshchandra Patel (DIN - 01886954) has been resigned from the Company with effect from 25th March, 2019 on the personal grounds together with pre-occupations.

The Board expressed its sincere appreciation for the valuable contribution made by Mr. Marutbhai D. Patel as the Non-Executive and Non-Independent Director of the Company.

Key Managerial Personnel:

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Shri Piyush N. Patel, Chairman and Managing Director, Shri Shrinal P. Patel, Whole-Time 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.

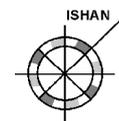
21. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

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.

The Company has adopted the amended Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in terms of the SEBI (Prohibition of Insider Trading) Regulation, 2015 (as amended). The same has been filed with the BSE Limited and also uploaded on the website of the Company.

22. COMMITTEES OF THE BOARD:

As on 31st March, 2019, 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.

Audit Committee:

As on 31st March, 2019, the Audit Committee comprised of Four Independent Directors, namely Shri Roopin A. Patel, Shri Mayank H. Patel, Shri Ronak Y. Desai and Shri Yatin G. Patel

All members of the Audit Committee possess good knowledge of accounting and financial management. The Chairman and Managing Director of the Company, Chief Financial Officer, the Internal Auditors and Statutory Auditors are regularly invited to attend the Audit Committee Meetings.

The Company Secretary is the Secretary to the Committee. The Internal Auditor reports to the Chairman of the Audit Committee. The significant audit observations and corrective actions as may be required and taken by the management are presented to the Audit Committee. The Board has accepted all recommendations made by the Audit Committee from time to time

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:

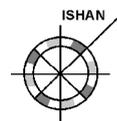
As required under Section 134(3)(c) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2019, 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, 2019 and of the profit and loss statement of the Company for the financial year ended 31st March, 2019;
- (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

The copy of Form MGT 9 is also uploaded on the website of the Company www.ishandyes.com



26. RELATED PARTY TRANSACTIONS:

During the financial year 2018-19, 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.

The Company has a process in place to periodically review and monitor Related Party Transactions. The Audit Committee has approved all related party transactions for the FY 2018-19 and estimated transactions for FY 2019-20.

There were no materially significant related party transactions that may have conflict with the interest of the Company.

27. LOANS AND INVESTMENTS:

The Company has disclosed the full particulars of the loans given, investments made or guarantees given or security provided as required under section 186 of the Companies Act, 2013, Regulation 34(3) and Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in Notes forming part of 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.

The Company gives preference to the local area for spending the amounts earmarked for CSR activities. During the year, the Company has spent Rs. 14.00 Lakhs in the CSR Activities, the details of which is provided in the CSR Report.

The Annual Report on the CSR activities is at "Annexure [C]" to this Report.

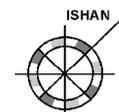
31. AUDITORS AND AUDITORS' REPORT:

Statutory Auditors:

The Shareholders of the Company at the 21st Annual General Meeting had appointed M/s G. S. Mathur & Co as the Statutory Auditors of the Company to hold office till the conclusion of 26th Annual General Meeting to be held in the year 2019.

The Board of Directors after considering the recommendations of the Audit Committee, at its meeting held on 12th August, 2019 has recommended the appointment of M/s. G.S. Mathur & Co, Chartered Accountants, as the Statutory Auditors of the Company for a period commencing from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting to audit the Financial Statements of the Company.

The Company has received a Certificate from M/s. G.S. Mathur & Co, Chartered Accountants to the effect that the appointment, if made, would be in accordance with limits specified under the Companies Act, 2013. As required under



SEBI Regulations, they have confirmed that they hold valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The resolution proposing their appointment, from the conclusion of this 26th Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company, at a remuneration to be fixed by the Audit Committee and/or Board of Directors and billed progressively, is submitted at the 26th Annual General Meeting for approval of the members.

The Board recommends the appointment of M/s. G.S. Mathur & Co, Chartered Accountants as the Statutory Auditors, for approval of the members.

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 - [D]**" 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 - [E]**" 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. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS:

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India onboard Meetings and General Meetings.



38. 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.

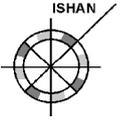
39. ACKNOWLEDGEMENT:

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**

**12th August, 2019
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 2018-19
1.	Piyushbhai Natvarlal Patel	Chairman and Managing Director	28,02,462	1,38,000	20.30:1	NIL
2.	Shrinal Piyushbhai Patel	Whole-Time Director	21,01,846	1,38,000	15.23:1	NIL
3.	Anilaben Piyushbhai Patel	Non-Executive Director	NIL	N.A.	N.A.	N.A.
4.	Ronak Yatinkumar Desai	Independent Director	NIL	N.A.	N.A.	N.A.
5.	Mayankkumar Hasmukhbhai Patel	Independent Director	NIL	N.A.	N.A.	N.A.
6.	Roopin Amrit Patel	Independent Director	NIL	N.A.	N.A.	N.A.
7.	Yatinbhai Gordhanbhai Patel	Independent Director	NIL	N.A.	N.A.	N.A.
8.	Mrs. Mirali Hemantbhai Patel	Executive Director	5,60,492	1,38,000	4.06:1	N.A.
9.	Chintan Prakashbhai Pancholi	Chief Financial Officer	7,53,754	1,38,000	5.46:1	NIL
10.	Ankita Vivekkumar Shah	Company Secretary	2,66,234	1,38,000	1.92:1	N.A.

Notes:

- No remuneration, including sitting fees was paid to the Non-Executive Directors and Independent Directors during the financial year 2017-18 and 2018-19, 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 increase in the median remuneration of the employees in the financial year:

Permanent employees on the rolls of the Company as on March 31, 2019	91
The median remuneration of employees of the Company during the financial year	Rs. 1,38,000
% increase in the median remuneration of employees in the financial year	10.76%

- (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, 2019	March 31,2018	Variation (%)
Market Capitalization	38.01 Crores	48.43 Crores	(21.51%)
Price earnings ratio	8.78	14.38	(38.94%)

(v) Average percentage increase already made in the salaries of employees other than the key managerial personnel in Financial Year 2018-19 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.

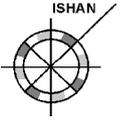
(viii) Affirmation that the remuneration is as per the remuneration policy of the Company:

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**

**12th August, 2019
Ahmedabad**

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



“Annexure - [B]”

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2019

[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: mcsltbaroda@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	4696500	0	4696500	41.69	4746500	0	4746500	42.14	0.45
b) Central Govt	-	-	-	-	-	-	-	-	--
c) State Govt(s)	-	-	-	-	-	-	-	-	--
d) Bodies Corp.	-	-	-	-	-	-	-	-	--
e) Banks / FI	-	-	-	-	-	-	-	-	--
f) Any other	-	-	-	-	-	-	-	-	--
Sub-total (A)(1):	4696500	0	4696500	41.69	4746500	0	4746500	42.14	0.45
(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)	4696500	0	4696500	41.69	4746500	0	4746500	42.14	0.45
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) FIIs	-	-	-	-	-	-	-	-	--
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	--
i) Others (specify)	-	-	-	-	-	-	-	-	--
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	--



2. Non-Institutions									
a) Bodies Corp.									
i) Indian	229994	0	229994	2.04	1765348	0	176348	1.57	(0.47)
ii) Overseas	-	-	-	-	-	-	-	-	--
b) Individuals	-	-	-	-	-	-	-	-	--
i) Individual shareholders holding nominal share capital upto Rs. 2 Lacs	1594514	710615	2305129	20.46	1853501	606125	2459626	21.83	1.37
ii) Individual shareholders holding nominal share capital in excess of Rs 2 Lacs	1561672	332665	1894337	16.82	1519231	53710	1572941	13.96	(2.87)
c) Others (specify)									
Non Resident Indians	155026	1764915	1919941	17.04	189114	1903465	2092579	18.58	1.54
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	--
Foreign Nationals	-	-	-	-	-	-	-	-	--
Clearing Members	-	-	-	-	-	-	-	-	--
Trusts	-	-	-	-	-	-	-	-	--
HUF	218799	-	218799	1.94	216706	-	216706	1.92	(0.02)
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Office Bearers	-	-	-	-	-	-	-	-	-
Directors / Relatives	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	3760005	2808195	6568200	58.31	3954960	2563240	6518200	57.86	(0.45)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3760005	2808195	6568200	58.31	3954960	2563240	6518200	57.86	(0.45)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	8456505	2808195	11264700	100.00	8701460	2563240	11264700	100	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	--	983500	8.73	--	0.22
2	Piyushbhai N Patel	1640650	14.56	--	1665650	14.79	--	0.23
3	Anilaben P. Patel	363750	3.23	--	363750	3.23	--	--
4	Marutbhai D. Patel	249700	2.22	--	249700	2.22	--	--
5	Mirali H. Patel	1483900	13.17	--	1483900	13.17	--	--
	Total	4696500	41.69	--	4746500	42.14	--	--

(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	1640650	14.56	1665650	14.79	0.23
2	Shrinal P. Patel	958500	8.51	983500	8.73	0.22

Shares acquired by Piyushbhai N. Patel and Shrinal P. Patel by virtue of Share Purchase Agreement dated 11/07/2017 executed for the purpose of Open Offer.

(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.	Ramila Bipin Patel			697955	6.19	697955	6.19
2.	Dipakbhai Chimantbhai Patel	264450	2.34	--	--	264450	2.34
3.	Amita Y Desai	202350	1.79	--	--	202350	1.79
4.	Deepak J Patel	139650	1.23	--	--	139650	1.23
5.	Smita Murmu	125900	1.11	--	--	125900	1.11
6.	Rajeev Jawahar	21606	0.19	93721	0.83	115327	1.02
7.	Ajit J Patel	107700	0.9561	--	--	107700	0.9561
8.	Sanjeev Umedmal Dugar	92554	0.8216	--	--	209400	1.85
9.	Ritu Sanjeev Dugar	89550	0.7950	--	--	89550	0.7950
10.	Tara Chand Jain	71611	0.6357	--	--	60141	0.5339



(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	1640650	14.56	25000	0.23	1665650	14.79
2.	Anilaben Piyushbhai Patel	363750	3.23	-	-	363750	3.23
3.	Marutbhai Dineshchandra Patel (till 25/03/2019)	249700	2.22	-	-	249700	2.22
4.	Ronak Yatinkumar Desai	--	--	-	-	--	--
5.	Mayankkumar Hasmukhbhai Patel	450	0.01	-	-	450	0.01
6.	Shrinal Piyushbhai Patel	958500	8.51	25000	0.22	983500	8.73
7.	Roopin Amrit Patel	--	--	-	-	--	--
8.	Yatinbhai Gordhanbhai Patel	900	0.01	-	-	900	0.01
9.	Mirali H. Patel (w.e.f 25/03/2019)	1483900	13.17			1483900	13.17
10.	Chintan Prakashbhai Pancholi	--	--	-	-	--	--
11.	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	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
Change in Indebtedness during the financial year					
▫ Addition	42,14,549	-	2,59,57,747	-	3,01,72,296
• Reduction	-	(21,25,703)	-	-	(21,25,703)
Net Change	42,14,549	(21,25,703)	2,59,57,747	-	2,80,46,593
Indebtedness at the end of the financial year					
i) Principal Amount	4,29,67,452	20,20,366	7,60,74,239	-	12,10,62,057
ii) Interest due but not paid	-	-	-	-	-
iii) Interest accrued but not due	-	-	-	-	-
Total (i+ii+iii)	4,29,67,452	20,20,366	7,60,74,239	-	12,10,62,057



(VII) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

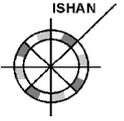
A. Remuneration of Managing Director, Whole-Time Director and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount	Name of MD/WTD/ Manager	Total Amount
		PIYUSH P. PATEL <i>Managing Director</i>		SHRINAL P. 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	1,38,462		1,03,846	
	(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)	28,02,462/-		21,01,846/-	
	Ceiling as per the Act	<i>As per the Companies Act, 2013</i>			

The above excludes reimbursement for expenses.

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Anilaben P. Patel	Mirali 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
3.	Other Executive Directors							
	• Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	• Others, (Salary)	NIL	5,60,492	NIL	NIL	NIL	NIL	5,60,492
	Total (B)=(1+2+3)	NIL	5,60,492	NIL	NIL	NIL	NIL	5,60,492
	Total Managerial Remuneration	NIL	5,60,492	NIL	NIL	NIL	NIL	5,60,492
	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	Chintan Pancholi	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	2,28,000	6,60,000	8,88,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	21,154	13,154	34,308
	(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	25,080	72,600	97,680
	Total	NIL	2,66,234	7,53,754	10,19,988

(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			NIL		
Compounding	Section 441 of the Companies Act, 2013	Compounding of Offence made under Section 108 of the Companies Act, 2013	Penalty Imposed - Rs. 5,000/- and paid.	Regional Director, North Western Regional Ahmedabad	N.A.
B. DIRECTORS					
Penalty			NIL		
Punishment			NIL		
Compounding	Section 441 of the Companies Act, 2013	Compounding of Offence made under Section 108 of the Companies Act, 2013	Penalty Imposed - Rs. 5,000/- on Managing Director and Whole-Time Director	Regional Director, North Western Regional Ahmedabad	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment			NIL		
Compounding	Section 441 of the Companies Act, 2013	Compounding of Offence made under Section 108 of the Companies Act, 2013	Penalty Imposed - Rs. 5,000/- on Chief Financial Officer	Regional Director, North Western Regional Ahmedabad	N.A.

The Order of Compounding under Section 441 of the Companies Act, 2013 has been given by the Regional Director, North Western Region, Ahmedabad dated 18th July, 2019.



“Annexure - [C]”

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

A. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

Ishan Dyes and Chemicals Limited focus areas for our CSR efforts include education, environment, skill development and preventive healthcare. This is in alignment with Management's purpose of challenging conventional thinking and innovatively using all resources to drive positive change in the lives of our stakeholders and communities, thus, enabling them to Rise. Inclusive development at all our project locations ensures that we grow with the communities surrounding us, thereby enabling truly sustainable living.

The Company has adopted a CSR policy which is available on <https://www.ishandyes.com/images/Companies%20Polices%20and%20Codes/CSR%20Policy%20Ishan%20Dyes.pdf>

B. The Composition of the CSR Committee as at March 31, 2019:

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

C. Average net profit of the Company for last three financial years:

The Average net profit of the Company for last three financial years is Rs.7.00 Crores.

D. Prescribed CSR Expenditure (two per cent of the average net profit):

The prescribed CSR Expenditure to be incurred by the Company in FY 2018-19 (i.e. 2% of average net profit of Rs.7.00 Crores is Rs. 14.00 Lakhs.

E. Details of CSR spent during the financial year 2018-19:

1. Total amount to be spent for the financial year 2018-19: Rs. 14.00 Lakhs
2. Amount unspent, if any: NIL
3. Manner in which the amount spent during the financial year 2018-19 is detailed below:

CSR Programs	Sector in which project is covered	Programs (1) Local area or other (2) State & district where projects /programs were undertaken	Amount outlay (budget) project/ programs wise	Amount spend on projects/ programs (1) Direct expense(2) Overheads:	Cumulative expenditure upto the reporting period	Amount spent: direct or through implementing agency
Contribution to Manavmitra Foundation	Various sectors covered under Schedule VII of the Companies Act, 2013	PAN India	Rs. 14.00 Lakhs	Rs. 14.00 Lakhs	--	Through Implementing Agency

F. In case company failed to spend the 2% of average net profit of last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report: Not applicable.

G The Company has implemented and monitored CSR policy in accordance with the CSR objectives and policy of the Company.

Piyushbhai N. Patel
Managing Director and Chairman of the Committee.
DIN: 00450807

Roopin A. Patel
Independent Director and Member of Committee.
DIN: 03302732



“Annexure - [D]”

Form MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March, 2019

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

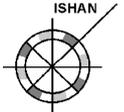
To,
The Members
ISHAN DYES AND CHEMICALS LIMITED
CIN: L24110GJ1993PLC020737
18, G.I.D.C ESTATE PHASE - 1, VATVA AHMEDABAD - 382445

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ISHAN DYES AND CHEMICALS LIMITED** (Hereinafter called "the Company"). The 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, 2019** 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, 2019** 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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (upto 10th November, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from 11th November, 2018),
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not Applicable as there was no reportable event during the financial year under review;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ; **Not Applicable as there was no reportable event during the financial year under review;**
 - (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; **Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable as the Company has not delisted/ proposed to delist its equity shares from any Stock Exchange during the financial year under review, and**



(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (up to 10th September 2018) and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (with effect from 11th September 2018; **Not Applicable as there was no reportable event during the financial year under review.**

(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 and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (LODR Regulations) and Listing Agreements entered into by the Company with BSE Limited.

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.

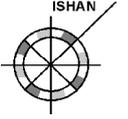
We further report that compliance of applicable Labour laws and financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

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, on- Executive Directors including Independent Directors and Woman 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.

(iv) All decisions of Board and Committee meetings were carried unanimously.

We further report that during the audit period:

- (i) The Company has taken the approval to raise funds upto INR 20.00 Crores by way of Rights Issue at the Extra-Ordinary General Meeting held on 23rd April, 2018.
- (ii) The Company has filed Application under Section 441 of the Companies Act, 2013 for compounding of offences made under Section 108 and Section 203 of the Companies Act, 2013
- (iii) Appointment of Mrs. Mirali H. Patel as an Additional Executive Director of the Company and Resignation of Mr. Marut D. Patel as a Non-Executive and Non-Independent Director of the Company w.e.f 25th March, 2019.

**For Kunal Sharma & Associates
Company Secretaries**

**Place: Ahmedabad
Date: 12th August, 2019**

**Sd/-
Kunal Sharma
M. No.: F10329
C P No.: 12987**



“Annexure - [E]”

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

		31/03/2019 Amount in Rupees
1.	Electricity	
a)	Purchased unit in kwh	6413350
	Total Amount (Rs.)	55857471
	Rate/Unit (Rs.)	8.70
b)	Own generation	
	Through Diesel Generator Units in kwh	552
	Unit per liter of diesel oil (kwh)	0.18
	Liter of Diesel	99.36
	Total amount (Rs.)	6970
	Cost/Units (Rs.)	12.62
2.	Coal	
	Quantity (Kg)	4283270
	Total Amount (Rs.)	27133864
	Average Rate (Rs./MT)	6.33
3.	Water	
	Quantity (M3)	--
	Total Cost (Rs.)	330465
	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

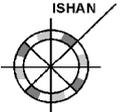
No Specific expenditure has been incurred on R & D.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The total exports during the period were Rs. 29.34 Crores (Previous Year Rs. 34.29Crores). 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, 2019

		Amount in Rupees
(i)	Used :	
	a) Imports of Raw Materials (CIF)	10,60,82,006
	b) Travelling expenses	1,98,887
(ii)	Earned :	
	Exports (F.O.B.)	29,33,69,693



REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2018-19:

Pursuant to Schedule V(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance as on 12th August, 2019 (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, 2019 the Board comprised of Eight (8) Directors out of which Three (3) are Executive Directors, One (1) is a Non-Executive and Non-Independent Director 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 Entitled and Attended		Attendance at the last AGM held on 14 th September, 2018	No of outside Directorships including Private Limited Companies	No of outside Committees position held*	
		Held/Entitled	Attended			Member	Chairman
Piyushbhai N. Patel (Promoter)	Executive - Managing Director	11	11	Yes	2	NIL	NIL
Shrinal P. Patel (Promoter)	Executive – Whole Time Director	11	11	Yes	1	NIL	NIL
Anilaben P. Patel (Promoter)	Non-Executive & Non-Independent	11	11	Yes	NIL	NIL	NIL
Marutbhai D. Patel (Promoter) (w.e.f 25/03/2019)	Non-Executive & Non-Independent	10	2	No	1	NIL	NIL
Mirali H. Patel (Promoter) (w.e.f 25/03/2019)	Executive Director	1	1	N.A.	1	NIL	NIL
Ronak Y. Desai	Independent Director	11	3	Yes	NIL	NIL	NIL
Mayankkumar H. Patel	Independent Director	11	11	Yes	NIL	NIL	NIL
Roopin A. Patel	Independent Director	11	11	Yes	NIL	NIL	NIL
Yatinbhai G. Patel	Independent Director	11	4	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 2018-19.

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.

The term of above Independent Directors will be expiring on 22nd September, 2019 and the Board of Directors has re-appointed them at their meeting held on 12th August, 2019 subject to Shareholders approval at the ensuing Annual General Meeting by way of Special Resolution.

The Board has recommended the re-appointment of Shri Mayankkumar H. Patel, Shri Yatin G. Patel and Shri Roopin A. Patel as an Independent Directors for further term of 5 Years w.e.f 23rd September, 2019 which forms part of the Notice of 26th Annual General Meeting of the Company.

Further, at 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.

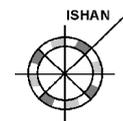
Your Company had also issued formal appointment letters to all the Independent Directors in the manner provided under the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions along with draft Appointment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

C. Board Meetings:

During the year 2018-19, there were in total Eleven (11) Board Meetings held on 29th May, 2018, 19th July, 2018, 14th August, 2018, 10th September, 2019, 12th September, 2018, 25th September, 2018, 05th November, 2018, 26th November, 2018, 11th February, 2018, 25th March, 2019 and 30th March, 2019. 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. Directors Seeking Appointment / Reappointment

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, Mr. Piyushbhai N. Patel, Executive Director of the Company is liable to retire by rotation at the ensuing AGM and being eligible offered himself for reappointment.

Mr. Mayankkumar Hasmukhbhai Patel (DIN: 02838526), Mr. Roopin Amrit Patel (DIN: 03302732) and Mr. Yatinbhai Gordhanbhai Patel (DIN: 03616381) were appointed as Independent Directors of the Company with effect from 23rd September, 2014 to 22nd September, 2019. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 12th August, 2019 has approved there-appointment of Mr. Mayankkumar Hasmukhbhai Patel (DIN: 02838526), Mr. Roopin Amrit Patel (DIN: 03302732) and Mr. Yatinbhai Gordhanbhai Patel (DIN: 03616381) for a further term of five years from 23rd September, 2019 to 22nd September, 2024, subject to the approval of shareholders through special resolution.

Based on their skills, experience, knowledge and report of their performance evaluation, the Board was of the opinion that their association would be of immense benefit to the Company and it would be desirable to avail their services as Independent Directors.

All the Directors are not disqualified from being appointed/ re-appointed as Directors by virtue of the provisions of Section 164 of the Act.

Brief resumes and other details of Directors seeking appointment / reappointment forming part of the Notice of 26th Annual General Meeting.

F. 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.

G 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 11th February, 2019, 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.

H. 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, 2019. 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, 2019.

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, 2019, 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, 2019 composition of members of Audit Committee and their details are mentioned below:

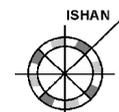
Shri Roopin A. Patel	Chairman	Independent Director
Shri Mayank H. Patel	Member	Independent Director
Shri Ronak Y. Desai	Member	Independent Director
Shri Yatin G. Patel	Member	Independent Director

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:
 - (a) 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.
 - (b) Changes, if any, in accounting policies and practices and reasons for the same
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management
 - (d) Significant adjustments made in the financial statements arising out of audit findings
 - (e) Compliance with listing and other legal requirements relating to financial statements
 - (f) Disclosure of any related party transactions
 - (g) 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, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of



proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- 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
- Scrutiny of Inter-Corporate Loans and Investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- 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

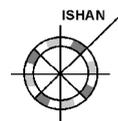
During the Financial year 2018-19, Four (4) meetings were held on 29th May, 2018, 14th August, 2018, 05th November, 2018 and 11th February, 2019. The attendance record of the members is as follows:

Name of the Member	No of Meetings	
	Held/Entitled	Attended
Shri Roopin A. Patel	4	4
Shri Ronak Y. Desai	4	3
Shri Mayank H. Patel	4	4
Shri Yatin G. Patel	4	4

Mr. Roopin A. Patel, Chairman of the Audit Committee, was present at the last Annual General Meeting held on 14th September, 2018. The Company Secretary of the Company is the Secretary of the Committee.

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, 2019 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;
 - g. Recommend to the Board, all remuneration, in whatever form, payable to senior management
- 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.

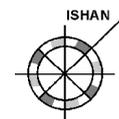
Nomination and Remuneration Policy of the Company:

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 2018-19 are as under:

Directors	Remuneration paid/payable during 2018-19(in Rs)				Shares held by Non-Executive Directors
	Sitting Fees	Salary & Perks	Commission	Total	
Shri Piyushbhai N. Patel	NIL	28,02,462	NIL	28,02,462	N.A.
Shri Shrinal P. Patel	NIL	21,01,846	NIL	21,01,846	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(<i>till 25.03.2019</i>)	NIL	NIL	NIL	NIL	2,49,700
Shri Mirali Hemantbhai Patel(<i>w.e.f 25/03/2019</i>)	NIL	5,60,492	NIL	5,60,492	N.A.
Total:	----- NIL -----	----- 54,64,800 -----	----- NIL -----	----- 54,64,800 -----	

* 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 2018-19.

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 2018-19, the meetings were held on 14th September, 2018 and 25th March, 2019. 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

Mr. Roopin A. Patel, Chairman of the Nomination and Remuneration Committee, was present at the last Annual General Meeting held on 14th September, 2018.

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.

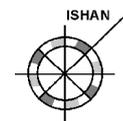
As on March 31, 2019 composition of members of the Committee and their details are mentioned below:

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. Non-Receipt of Annual Reports.
 - c. Dividends, Interests and Redemption Proceeds of Debentures.
 - d. Dematerialization of Shares and Debentures.
 - e. Replacement of Lost, Stolen, Mutilated Share and Debenture Certificates.
 - f. 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.
- To Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- To Review of measures taken for effective exercise of voting rights by shareholders.
- To Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.



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 2018-19, the meetings were held on 29th May, 2018, 14th August, 2018, 05th November, 2018, 11th February, 2019. The attendance records of the Members are as follows:

Name of the Member	No of Meetings	
	Held	Attended
Shri Roopin A. Patel	4	4
Smt. Anilaben P. Patel	4	4
Shri Piyushbhai N. Patel	4	4

Investors' Grievances Redressal:

There were no pending complaints/transfers as on 31st March, 2019 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, 2019 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

Mr. Roopin A. Patel, Chairman of the Stakeholders Relationship Committee, was present at the last Annual General Meeting held on 14th September, 2018.

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, 2019, 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 2018-19, the meeting was held on 14th September, 2018 and 25th March, 2019. The attendance records of the Members are as follows:



Name of the Member	No of Meetings	
	Held	Attended
Shri Piyushbhai N. Patel	2	2
Shri Roopin A. Patel	2	2
Shri Mayank H. Patel	2	2

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

The Board of Directors of the Company at their meeting held on 20th March, 2018 has constituted "Rights Issue Committee" to decide various matters concerning the Rights Issue.

As on March 31, 2019, 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

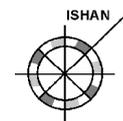
Ms. Ankita V. Shah, Company Secretary of the Company is the Secretary of the Committee.

Number of Meetings held and attendance records:

During the Financial Year 2018-19, there were no meeting held of the Rights Issue Committee.

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

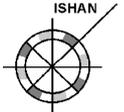
1. To decide all matters relating to the Rights Issue;
2. To decide the issue and offer structure i.e. final Rights Issue size, offer price with premium thereon, if any, rights entitlement ratio, as permitted under the applicable laws, regulations, policies and guidelines, and decide other matters incidental 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
25 th Annual General Meeting (2017-18)	14 th September, 2018	18, G.I.D.C. Estate, Phase – I, Vatva, Ahmedabad – 382 445.	N.A
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

Postal Ballot

No resolution was passed through Postal Ballot during the Financial Year 2018-19. 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:

26th Annual General Meeting on 27th September, 2019, at 18, G.I.D.C., Phase I, Vatva, Ahmedabad - 382445.

Financial Calendar (Tentative):

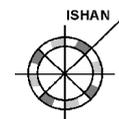
Quarter ended 30 June, 2019	1 st week of August, 2019
Quarter ended 30 September, 2019	1 st week of November, 2019
Quarter ended 31 December, 2019	1 st week of February, 2019
Year ended 31 March, 2020	Mid of May, 2020
Annual General Meeting for the year ending March 31, 2020	August/ September 2020

Date of Book Closure:

21st September, 2019 to 27th September, 2019 (both days inclusive).

Dividend Payment date:

No Final or Interim Dividend was declared for the financial year 2018-19.



Financial Year:

The financial year covers the period from 1st April to 31st March.

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, and 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):

BSE 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, 2019 are as under:

Month/ Year	No. of Shares Traded	Bombay Stock Exchange Limited(BSE)	
		High (Rs)	Low (Rs)
Apr-2018	112506	49.75	42.55
May-2018	116293	54.30	43.50
Jun-2018	64011	47.70	38.40
Jul-2018	36564	47.90	37.10
Aug-2018	360435	53.75	37.05
Sep-2018	731637	61.50	47.00
Oct-2018	132083	56.50	45.30
Nov-2018	237924	63.00	49.00
Dec-2018	61859	59.70	50.00
Jan-2019	126874	57.95	45.00
Feb-2019	195944	47.00	27.45
Mar-2019	50284	35.65	31.65

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-2018	49.75	42.55	46.55	35213.30	32972.56	35160.36
May-2018	54.30	43.50	45.45	35993.53	34302.89	35322.38
Jun-2018	47.70	38.40	41.60	35877.41	34784.68	35423.48
Jul-2018	47.90	37.10	39.00	37644.59	35106.57	37606.58
Aug-2018	53.75	37.05	49.40	38989.65	37128.99	38645.07
Sep-2018	61.50	47	47.40	38934.35	35985.63	36227.14
Oct-2018	56.50	45.30	48.50	36616.64	33291.58	34442.05
Nov-2018	63	49	55.70	36389.22	34303.38	36194.3
Dec-2018	59.70	50	51.95	36554.99	34426.29	36068.33
Jan-2019	57.95	45	46.35	36701.03	35375.51	36256.69
Feb-2019	47	27.45	32.50	37172.18	35287.16	35867.44
Mar-2019	35.65	31.65	33.75	38748.54	35926.94	38672.91



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.

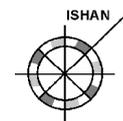
The Company obtains from a Company Secretary in Practice, half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges and 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 2019.

Sr. No.	Category	No. of Shares	% of shareholding
A	Promoters Shareholding	4746500	42.14
	Total (A)	4746500	42.14
B	Public Shareholding		
	<i>Non Institutions</i>		
1	Body Corporate	176348	1.57
2	Individual Shareholders Holding Nominal Share Capital Up-to Rs. 2 lakh	2459626	21.83
3	Individual Shareholders Holding Nominal Share Capital in excess of Rs. 2 lakh	1572941	13.96
4	Non Resident Individuals	2092579	18.58
5	HUF	216706	1.92
	Total(B)	6518200	57.86
	Grand Total (A+ B)	11264700	100.00%



Distribution of Share:

Distribution of shareholding as on 31st March, 2019:

Category	No. of Shareholders	% to Total No. of Shareholders	No. of Shares	% to Total Shares
1-500	2379	65.07	446426	3.96
501-1000	571	15.61	446775	3.96
1001-2000	262	7.16	381961	3.39
2001-3000	114	3.11	296302	2.63
3001-4000	52	1.42	188914	1.67
4001-5000	33	0.90	150771	1.33
5001-10000	155	4.23	11533171	10.23
10001-50000	72	1.96	1538347	13.65
50001-100000	4	0.10	339245	3.01
Total	3656	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, 2019 total 87,01,460 Equity Shares comprising of 77.24% 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 2018-19.

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, Ahmedabad - 382445, Gujarat, India Tel No: 079-25832144/25893607 Fax: 079-25833643 Email id: ishandyes@yahoo.com	The Compliance Officer Ishan Dyes and Chemicals Ltd 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	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) 23416390, E-mail: mcsLtdbaroda@gmail.com

J. SUBSIDIARY COMPANIES

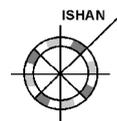
Your Company doesn't have any Subsidiaries.

K. RELATED PARTY TRANSACTIONS

During the financial year 2018-19, 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

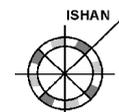
On a quarterly basis, a qualified practicing Chartered Accountant / Company Secretary carried out a Share Capital audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. 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 30th March, 2019 approved and adopted the amended Code of Conduct to Regulate, Monitor and Report Trading by Insiders' in line with SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time.

P. UNCLAIMED DIVIDEND:

Shareholders are requested to encashed 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.

Pursuant to Section 124 of the Companies Act, 2013 the unpaid dividends that are due for transfer to the Investor Education and Protection Fund are as follows:

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. DISCLOSURE OF ACCOUNTING TREATMENT

The standalone and consolidated financial statements for financial year 2018-19 have been prepared in accordance with the applicable Indian Accounting Standards (INDAS) and the provisions of the Companies Act, 2013 and the Rules framed thereunder.

S. CERTIFICATE FROM A COMPANY SECRETARY IN PRACTICE:

Certificate from M/s. Kunal Sharma & Associates, Practicing Company Secretaries (Membership No.: FCS 10329) confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or from continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority is attached herewith and marked as Annexure A to this Report

T. 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**

**12th August, 2019
Ahmedabad**

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



Annexure A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To
The Members of
Ishan Dyes & Chemicals Limited
Ahmedabad**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Ishan Dyes & Chemicals Limited having CIN L24110GJ1993PLC020737 and having registered office at 18, G.I.D.C ESTATE PHASE - 1, VATVA AHMEDABAD - 382445 (hereinafter referred to as 'the Company'), and basis our examination and verification, we hereby certify that, arson 31st March, 2019, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board/Ministry of Corporate Affairs or any such Statutory Authority.

**For Kunal Sharma & Associates
Company Secretaries
SD/-**

Place: Ahmedabad

Date: 12th August, 2019

**Kunal Sharma
M. No.: F10329
C P No.: 12987**

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, 2019.

**12th August, 2019
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, 2019 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 2018-19, 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 2018-19;
 - (ii) there have been no significant changes in accounting policies during the year 2018-19; 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.

Place: Ahmedabad
Date : 12th August, 2019

Piyush N. Patel
Chairman & Managing Director
Chintan Pancholi
Chief Financial Officer

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, 2019 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: 12th August, 2019
Place: Ahmedabad
UDIN: 19124619AAAADF7167

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 year under review was challenging due to various variables which has affected the segment of the business in which your Company is engaged. The finished product prices were remain under pressure as well as demand for the products was slow which in turn has resulted into lower turnover of Rs. 6807.36 Lacs for the year ended as against that of Rs. 7374.14 Lacs for the previous year. In spite of decrease in turnover the business operations has shown increase in EBITDA by 28% due to improved margins and cost control measures undertaken by the management. Also the Profit after Tax was higher by 29% and recoded at Rs. 432.79 Lacs as against that of Rs. 336.33 Lacs.

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 good export demands. 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 2019-20

The management of the Company is concentrating on cost controls at all level of operations and also increase the volume of the business with a view to increase the turnover and profit margins. The Company has already 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. 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 exploring various expansion plans and opportunities to diversify for creating value chain of business.

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 in export business during the year ended by achieving export turnover of Rs. 29.34 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**

**12th August, 2019
Ahmedabad**

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



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ISHAN DYES & CHEMICALS LIMITED

REPORT ON THE AUDIT OF FINANCIAL STATEMENTS

Opinion

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, 2019, 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 (hereinafter referred to as 'standalone IND AS financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report

a) VAT Refund:

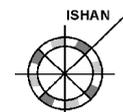
The Company has outstanding VAT refund receivable aggregating to Rs. 71,92,969/- in relation to the past financial years. This has been considered as Key Audit matter given the involvement of the management judgment and estimates since the same was recognized as receivable in the year in which the right to receive was established and any variation in actual receipt of the same may have an impact on the revenue. As part of audit procedure, we have obtained all the data regarding filing of the claims and made an assessment regarding the eventual reliability of the present claims.

b) Contingent Tax Liability:

The Company has received order under section 154 of the Income Tax Act, 1961 in relation to the Assessment Year 2007-2008 demanding Rs. 8,64,520/- towards the tax, interest and penalty. The same has been disclosed as contingent liability for the year ended 31st March 2019, however, in our view the same will be payable which will have an impact on the profit of the subsequent financial year of the Company to the extent of Rs. 8,64,520/-.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon:

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.



Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

1. 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.

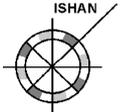
In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are responsible for overseeing the Company's financial reporting process.

2. Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are



required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended :

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.



- (h) 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, as amended 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. 35.
 - 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. 32.
 - 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.

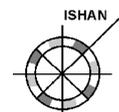
Date: 25th May, 2019
Place: Ahmedabad

For G.S. Mathur & Co.
Chartered Accountants

CA. Bhargav Vaghela
Partner
M. No: 124619
FRN: 008744N

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, 2019 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.

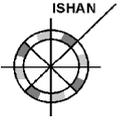
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

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, 2019, 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 issued by the Institute of Chartered Accountants of India.

Date: 25th May, 2019

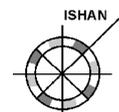
Place: Ahmedabad

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

**CA. Bhargav Vaghela
Partner
M. No: 124619
FRN: 008744N**

Annexure "B"

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

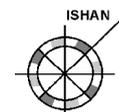


(Referred to in paragraph 2, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

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 2019.

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:

- i. In respect of Company's 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.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- ii. 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.
- iii. According the information and explanations given to us, the Company has granted interest free unsecured loan to one of the entity where directors of the company are able to exercise significant influence (refer note 38), covered in the register maintained under section 189 of the Companies Act, 2013. The total loan amount outstanding at the end of the year is Rs.249.33 Lacs. According to the information and explanations the terms and conditions of the grant of the loan are not prima facie prejudicial to the interests of the company. However as no specific terms and conditions with regard to the repayment have been specified, we are not able to comment on the compliance with schedule of repayment and overdue amount
- iv. 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.
- v. 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.
- vi. 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.
- vii. 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, 2019 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, 2019 on account of disputes in case of Ishan Dyes & Chemicals Limited are given below:

Name of the Statute	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	57,882/-	FY 2018-19, 2017-18, AY 2016-17, 2015-16 and Prior Years	TDS Authority
Income Tax Act	Tax liability to be payable in terms of order under section 154	8,64,520/-	AY 2007-08	CIT (A)

- viii. 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.
- ix. 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.
- x. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- xi. 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.
- xii. 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.
- xiii. The Company is not a Nidhi Company and hence reporting under clause (xii) of Paragraph 3 of the Order is not applicable.
- xiv. 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.
- xv. 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.
- xvi. 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.
- xvii. 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: 25th May, 2019
Place: Ahmedabad

For G.S. Mathur & Co.
Chartered Accountants

CA. Bhargav Vaghela
Partner
M. No: 124619
FRN: 008744N

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, 2019

(Amount in Rs.)

Particulars	Note	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-Current Assets			
Property, plant and equipment	2	26,11,63,913	19,78,84,219
Capital work-in-progress	2	-	78,06,890
Financial Assets			
Investments	3	2,05,000	2,05,000
Deffered Tax Asset (Net)		-	-
Other non-current assests	4	1,09,20,168	51,35,803
Total Non-Current Assets		27,22,89,081	21,10,31,913
Current Assets			
Inventories	5	9,38,90,378	6,05,68,824
Financial Assets			
Trade receivables	6	12,33,44,035	16,26,92,730
Cash and cash equivalents	7	23,71,496	27,93,193
Finacial Asset-Loans	8	4,84,571	6,45,571
Other Current assets	9	5,57,77,916	4,28,61,296
Total Current Assets		27,58,68,396	26,95,61,613
Total Assets		54,81,57,477	48,05,93,526
EQUITY AND LIABILITES			
Equity			
Equity share capital	10	11,26,47,000	11,26,47,000
Other equity	11	22,19,03,851	17,86,19,725
Total Equity		33,45,50,851	29,12,66,725
LIABILITIES			
Non-Current Liabilities			
Financial Liabilites			
Borrowings	12	3,17,50,908	2,85,17,225
Provisions	13	63,84,804	69,57,496
Deferred Tax Liabilities (Net)	14	1,22,84,833	42,36,643
Total Non-Current Liabilities		5,04,20,545	3,97,11,364
Current Liabilities			
Financial Liabilites			
Borrowings	15	7,80,94,605	5,42,62,561
Trade payable	16	6,58,99,909	7,65,51,498
Other	17	1,12,16,544	1,02,35,678
Other Current Liabilities	18	5,90,698	11,69,100
Provisions	19	73,84,324	73,96,600
Total Current Liabilities		16,31,86,081	14,96,15,437
Total Equity and Liabilites		54,81,57,477	48,05,93,526
Significant Accounting Policies	1		
The accompanying notes are forming an integral part of the standalone financial statements.	2 to 45		

As per our report on even date
For, G S Mathur & Co.
 Chartered Accountants

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

Place : Ahmedabad
 Date : 25th May, 2019

Piyush N. Patel Chairman & Managing Director
 DIN - 00450807

Shrinal P. Patel Whole Time Director
 DIN - 02992519

Roopin A. Patel Independent Director
 DIN - 03302732

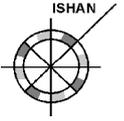
Chintan Pancholi Chief Financial Officer
 PAN - ARJPP4526E

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

Place : Ahmedabad
 Date : 25th May, 2019

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, 2019

(Amount in Rs.)

Particulars	Note	2018-19	2017-18
1 REVENUES:			
Revenue from operations	20	66,80,94,150	72,14,94,270
Other Income	21	1,26,42,087	1,59,19,709
Total Revenue		68,07,36,236	73,74,13,978
2 Expenses:			
(a) Cost of materials consumed	22	41,09,77,461	41,24,56,315
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	-3,17,82,523	3,54,22,653
(c) Employee benefits expense	24	5,86,94,169	5,22,90,084
(d) Finance Cost	25	93,22,711	64,26,329
(e) Depreciation and amortisation expense	2	1,26,88,264	84,37,493
(f) Other expenses	26	15,49,00,138	16,86,46,681
Total Expenses		61,48,00,220	68,36,79,555
3 Profit before Interest, Depriation & Tax (PBIDT)		6,59,36,017	5,37,34,423
4 Exceptional Items	-	55,00,000	
5 Profit/(Loss) from ordinary activities before tax (5 - 6)		6,59,36,017	5,92,34,423
6 Tax Expenses			
- Current tax		1,54,00,000	1,70,00,000
- Short/(Excess) provision of tax in respect of earlier years		-7,90,950	-3,98,232
- Deffered tax		80,48,190	89,99,574
Total Tax Expenses		2,26,57,240	2,56,01,342
7 Net Profit(loss) for the period		4,32,78,776	3,36,33,081
8 Other Comprehensive income net of taxes		5,350	1,62,799
9 Total Comprehensive Income for the period		4,32,84,126	3,37,95,880
10 Earnings per equity share of face value of Rs. 10 each			
(a) Basic (in INR)	34	3.84	3.00
(b) Diluted (in INR)	34	3.84	3.00
Significant Accounting Policies	1		
The accompanying notes are forming an integral part of the standalone financial statements.	2 to 45		

As per our report on even date
For, G S Mathur & Co.
 Chartered Accountants

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

Place : Ahmedabad
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Cash flow Statement as on March 31, 2019

(Amount in Rs.)

Particulars	Year ended 31 st March 2019	Year ended 31 st March 2018
Cash flow from operating activities		
Net profit before tax	6,59,36,017	5,92,34,423
<u>Adjustments for:</u>		
Depreciation	1,26,88,264	84,37,493
Finance Cost	93,22,711	64,26,329
Interest Income	(1,51,927)	(4,40,994)
Loss/(profit) on sale of fixed assets (net)	-	(55,00,000)
Operating profit before working capital changes	8,77,95,064	6,81,57,251
Adjustment for change in working capital		
(Increase)/decrease in Inventories	(3,33,21,554)	5,83,45,304
(Increase)/decrease in Trade Receivables	3,93,48,695	(5,13,14,537)
(Increase)/decrease in other assets	(1,85,34,636)	1,84,33,630
Increase/(Decrease) in Trade payables	(1,06,51,589)	2,96,64,979
Increase/(Decrease) in Other Liabilities	4,02,464	(3,22,62,882)
Increase/(Decrease) in Provisions	(16,12,276)	(14,37,423)
Cash generated from operations	6,34,26,169	8,95,86,322
Direct taxes paid (net)	(1,35,81,742)	(1,75,88,705)
Net cash generated from operating activities	4,98,44,427	7,19,97,617
Cash flow from investing activities		
Purchase of fixed assets (including capital work in progress)	(6,81,61,067)	(8,49,57,315)
Proceeds from sale of fixed assets	-	55,00,000
Interest received	1,51,927	4,40,994
Net cash used in investing activities	(6,80,09,140)	(7,90,16,321)
Cash flow from financing activities		
Proceeds / (Repayment) of long term borrowings	32,33,683	1,72,99,348
Proceeds from short term borrowings	2,38,32,044	36,84,265
Dividend Paid (including Dividend Distribution Tax)	-	(1,01,68,446)
Interest paid	(93,22,711)	(64,26,329)
Net cash used in financing activities	1,77,43,016	43,88,838
Net increase/(decrease) in cash and cash equivalents	(4,21,696)	(26,29,865)
Cash and cash equivalents at the beginning of year	27,93,193	54,23,059
Cash and cash equivalents at the end of year	23,71,496	27,93,192
Components of cash and cash equivalents		
Cash in hand	97,001	1,50,985
Balance with scheduled banks		
- current accounts	3,34,588	2,35,593
- deposit account	19,39,907	24,06,615
	23,71,496	27,93,192

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.
- The above cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standards (Ind AS-7) "Statement of Cash Flows".

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

For and on behalf of the Board

As per our report on even date

For, G S Mathur & Co.
 Chartered Accountants

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

 Place : Ahmedabad
 Date : 25th May, 2019

Piyush N. Patel Chairman & Managing Director
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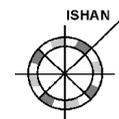
Shrinal P. Patel Whole Time Director
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Chintan Pancholi Chief Financial Officer
 PAN - ARJPP4526E

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

 Place : Ahmedabad
 Date : 25th May, 2019



Notes forming part of the accounts for the year ended 31st March, 2019

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.

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.



(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 Relisable 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

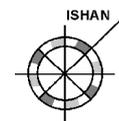
GRATUITY

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.

(i) 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 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.

(j) 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) 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.

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.

(n) Dividend

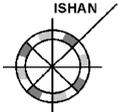
Final dividend on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

Note : 2 Property, plant and equipment

Sr. No.	Particulars	Gross Block			Accumulated Depreciation			Net Block		
		Balance as at April 1, 2018	Additions during the year	Deductions during the year	Balance as at March 31, 2019	Balance as at April 1, 2018	Depreciation during the year	Reversals	Balance as at March 31, 2019	Balance as at March 31, 2019
1	Land	1,87,44,820	16,46,068	-	2,03,90,888	-	-	-	2,03,90,888	1,87,44,820
2	Factory Building	10,42,52,240	4,10,39,036	-	14,52,91,276	1,38,32,582	38,27,876	-	1,76,60,458	12,76,30,818
3	Office Building	58,48,392	83,530	-	59,31,922	14,42,679	2,68,299	-	17,10,978	42,20,945
4	Electrical Fittings	1,49,22,124	63,77,213	-	2,12,99,337	1,00,07,847	4,63,530	-	1,04,71,377	1,08,27,960
5	Plant & Machinery	11,75,92,126	2,62,20,648	-	14,38,12,774	5,59,68,578	41,14,842	-	6,00,83,420	8,37,29,354
6	Plant & Equipment	1,95,80,947	4,87,400	-	2,00,68,347	74,37,121	16,64,610	-	91,01,731	1,09,66,616
7	Office Equipments	42,58,564	42,969	-	43,01,533	19,74,032	3,52,206	-	23,26,238	19,75,295
8	Computer	13,04,586	49,661	-	13,54,247	13,02,708	9,440	-	13,12,148	42,099
9	Furniture & Fixtures	20,98,519	21,432	-	21,19,951	14,50,254	3,06,195	-	17,56,449	3,63,502
10	Vehicles	1,71,48,753	-	-	1,71,48,753	1,44,51,052	16,81,265	-	1,61,32,317	10,16,436
Grand Total		30,57,51,072	7,59,67,957	-	38,17,19,029	10,78,66,853	1,26,88,264	-	12,05,55,116	26,11,63,913
Previous Year		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

Details of Capital Work in Process:

Particulars	Amount in Rs.
Balances at the beginning of the Year	78,06,890
Add: Addition during the year	6,18,04,230
Less: Capitalised during the year	6,96,11,120
Balances at the End of the Year	-


Note - 3 Non Current Investments

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
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
The Kalupur Commercial Co.Op. Bank (Shares) (8,000 no. of Equity Shares of Rs.25/- each)	2,00,000	2,00,000
Total	2,05,000	2,05,000

Note - 4 Other Non Current Assets

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Capital Advances	1,01,19,669	14,85,569
Deposits	3,59,262	35,46,791
Gratuity - Net Asset	4,13,547	75,753
Advance Tax (FY 16-17)	27,690	27,690
Total	1,09,20,168	51,35,803

Note - 5 Inventories

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Raw Materials	1,71,19,836	1,51,65,622
Work-in-Progress	7,53,25,497	4,32,26,758
Finished Goods	6,32,208	9,48,424
Stores & Spares	1,83,360	5,40,141
Fuel	4,67,634	6,87,879
ETP Material	1,61,843	-
Total	9,38,90,378	6,05,68,824

Note - 6 Trade Receivables

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Unsecured, Considered good	12,33,44,035	16,26,92,730
Total	12,33,44,035	16,26,92,730

Note - 7 Cash and Cash Equivalents

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Cash on Hand	97,001	1,50,985
Balances with Banks		
Current Accounts	3,34,588	2,35,593
Fixed Deposits	19,39,907	24,06,615
Total	23,71,496	27,93,193



Note - 8 Financial Asset-Loans (Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Unsecured Considered good:-		
Staff Loans	4,84,571	6,45,571
Total	4,84,571	6,45,571

Note - 9 Other Current Assets (Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Advances recoverable*	2,54,56,934	5,24,373
Advances to suppliers	34,98,992	63,33,367
Balances with Government Authorities	2,57,77,663	3,54,72,945
Prepaid Expenses	10,44,328	5,30,611
Total	5,57,77,916	4,28,61,296

* Related party includes payables to Cluster Enviro Pvt Ltd, in which Directores of the company are interested (Refer Note - 38)

Note - 10 Equity (Amount in ₹)

Particulars	As at March 31,2019		As at March 31,2018	
Authorised :				
Equity Shares of Rs. 10/- Each	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000
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
Total	1,12,64,700	11,26,47,000	1,12,64,700	11,26,47,000

Notes:

The Company has equity shares having a par value of Rs. 10 per share. All equity shares rank equally with regard to dividend and share in the Company's residual assets in proportion of amount paid up. The equity shares are entitled to receive dividend as declared from time to time. Each holder of the equity shares is entitled to one vote per share. On winding up of Company, the holder of equity shares will be entitled to receive the residual assets of Company, remaining after distribution of all preferential amounts in proportion to number of equity shares held.

Note - 10.1 The reconciliation of the number of shares outstanding is set out below : (Amount in ₹)

Share Capital	As at March 31,2019		As at March 31,2018	
	Number	Rs.	Number	Rs.
Equity Shares Outstanding at the beginning of the year	1,12,64,700	11,26,47,000	1,12,64,700	11,26,47,000
Equity Shares issued during the year	-	-	-	-
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

Note - 10.2 The details of shareholders holding more than 5% shares : (Amount in ₹)

Share Capital	As at March 31,2019		As at March 31,2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mirali H. Patel	14,83,900	13.17%	14,83,900	13.17%
Piyush N. Patel	16,65,650	14.79%	16,40,650	14.56%
Shrinal P. Patel	9,83,500	8.73%	9,58,500	8.51%
Ramila B. Patel	7,16,055	6.36%	15,000	0.13%



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

No shares has 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.

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

Note - 11 Other Equity (Amount in ₹)

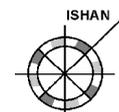
Particulars	As at March 31,2019		As at March 31,2018	
a. Securities Premium Account				
Balance as per last account		53,75,000		53,75,000
		53,75,000		53,75,000
b. Revaluation Reserve				
Balance as per last account		1,21,36,953		1,21,36,953
		1,21,36,953		1,21,36,953
c. Retained Earnings				
Balance as per last account		16,09,44,973		13,74,80,338
Add: Profit for the year		4,32,78,776		3,36,33,081
Less: Appropriations				
Dividend		-		84,48,525
Tax on Dividend		-		17,19,921
Balance as per end of the year		20,42,23,749		16,09,44,973
d. Other Comprehensive Income(OCI)				
Balance as per last account		1,62,799		-
Add: Movement in OCL (Net) during the year		5,350		1,62,799
Balance as per end of the year		1,68,149		1,62,799
Total		22,19,03,851		17,86,19,725

Note - 12 Borrowings - Non Current (Amount in ₹)

Particulars	As at March 31,2019		As at March 31,2018	
	Non Current	Current	Non Current	Current
SECURED				
Term Loan				
From Bank				
1) Vehicle Loan (Refer Note 1 below)	-	-	-	8,79,001
2) Machinery Loan 1 (Refer Note 2 below)		-		17,50,007
3) Machinery Loan 2 (Refer Note 3 below)	1,48,72,991	54,02,088	1,85,49,290	42,35,235
4) Other Term Loan (Refer Note 4 below)	1,68,77,917	58,14,456	99,67,935	33,71,435
Total	3,17,50,908	1,12,16,544	2,85,17,225	1,02,35,678

Notes:

- 1) Vehicle Loan was Secured by Hire Purchase of vehicle where the vendors had a lien on and right of repossession of specific vehicle. The loan has been repaid by the month of September' 18 and carrying interest rate of 9.38% p.a.
- 2) Machinery Loan was 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 faculties/limits viz cash credit, ILC/FLC open cum bank guarantee and machinery loan. The term loan has been repaid during the current year and carrying 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.

Note - 13 Non Current Provisions (Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Provision - others		
Provision for Income Tax (Gross)	1,54,00,000	1,70,00,000
Less: Advance Tax (90,00,000)	(1,00,00,000)	
Less: TDS (15,196)	(42,504)	
Provision for Income Tax (Net)	63,84,804	69,57,496
Total	63,84,804	69,57,496

Note - 14 Deffered Tax Liabilities (Net) (Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Deferred Tax Liability/(Asset)		
Opening Balance	42,36,643	(47,62,931)
Provisions	(1,62,182)	1,64,124
Depreciation on Fixed Assets	82,10,372	88,35,450
Total	1,22,84,833	42,36,643

Notes:

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority. In assessing the realisability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realised. The ultimate realisation of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realise the benefits of those deductible differences. The amount of the deferred income tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

Note - 15 Borrowings - Current (Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
SECURED		
Working Capital facilities		
From Bank	7,60,74,239	5,01,16,492
UNSECURED		
From Others	20,20,366	41,46,069
Total	7,80,94,605	5,42,62,561

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 secured working capital facilities are repayable on demand by the Bank.
- 3) Unsecured borrowing are repayable on demand.


Note - 16 Trade payables

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Trade Payables		
Total outstanding dues of Micro and Small enterprises	4,04,277	3,22,579
Total outstanding dues of other than Micro and Small enterprises	6,54,95,632	7,62,28,919
Total	6,58,99,909	7,65,51,498

Note - 17 Current Financial Liabilities - Other

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Current maturities of long term debt (Refer Note : 12)	1,12,16,544	1,02,35,678
Total	1,12,16,544	1,02,35,678

Note - 18 Other Current Liabilities

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Statutory Liabilities	3,94,532	4,82,078
Capital Creditors	1,96,166	6,87,022
Total	5,90,698	11,69,100

Note - 19 Short Term Provisions

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Provision for Employee Benefits	55,56,399	53,71,638
Others	18,27,925	20,24,962
Total	73,84,324	73,96,600

Note - 20 Revenue from Operations

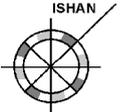
(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Sale of Products	66,80,94,150	72,14,94,270
Total	66,80,94,150	72,14,94,270

Note - 21 Other Income

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Operational Income		
Interest Income	1,51,927	4,40,994
Export Incentives	72,45,157	53,12,332
Discounts	17,58,916	12,37,175
Foreign Exchange Fluctuation (Gain)	34,56,087	88,93,201
Non-operational Income		
Dividend	30,000	24,000
Others	-	12,007
Total	1,26,42,087	1,59,19,709


Note - 22 Cost of Materials Consumed

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Opening Stock	1,51,65,622	3,81,20,072
Add: Purchases	41,29,31,675	38,95,01,865
Less: Closing Stock	1,71,19,836	1,51,65,622
Consumption	41,09,77,461	41,24,56,315
Imported	10,60,82,006	8,19,14,376
Indigenous	30,48,95,455	33,05,41,939
Total	41,09,77,461	41,24,56,315

Note - 23 Changes in Inventories

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Closing Balance		
Work-in-Progress	7,53,25,497	4,32,26,758
Finished Goods	6,32,208	9,48,424
Total	7,59,57,705	4,41,75,182
Less: Opening Balances		
Work-in-Progress	4,32,26,758	7,30,22,611
Finished Goods	9,48,424	65,75,224
Total	4,41,75,182	7,95,97,835
(Increase)/decrease in stock	-3,17,82,523	3,54,22,653

Note - 24 Employee Benefit Expenses

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Salaries, Wages, Allowances, etc.	4,70,48,560	4,12,98,031
Contribution to Provident and Other Funds	30,63,603	32,47,664
Staff Welfare Expense	85,82,006	77,44,389
Total	5,86,94,169	5,22,90,084

Note - 25 Finance Costs

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Interest Expense		
Demand loan	52,73,555	42,47,317
Term loan	25,40,628	2,69,016
Other financial cost		
Processing fees	9,16,752	12,74,228
Bank charges	5,91,776	6,35,768
Total	93,22,711	64,26,329

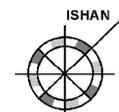


Note - 26 Other Expenses		(Amount in ₹)	
Particulars	As at March 31,2019	As at March 31,2018	
Manufacturing Exps			
Consumption of Stores & Spares parts	82,40,124	1,40,19,957	
Repair & Maintenance	47,51,926	43,41,606	
Pollution Control & Effluent,Treatment Expenses	2,10,73,287	2,31,27,164	
Power Expenses	5,47,23,371	5,24,21,530	
Fuel Expenses	2,94,53,805	3,03,80,836	
Adminstrative Exps			
Professional Fees	20,73,955	21,92,024	
Insurance 19,57,338		7,94,973	
Rent,Rates and taxes,excluding , taxes on income	6,30,845	2,75,717	
Auditor Remuneration	1,50,000	90,000	
Office & Factory Expenses	10,26,752	11,61,648	
Vehicle Running Expenses	14,58,571	10,42,716	
Travelling & Conyence Expenses	20,32,587	44,02,056	
Donation Expenses	1,50,000	-	
Rates & Taxes	67,531	3,64,024	
Communication Expenses	7,48,000	8,76,761	
Legal Expenses	2,97,923	4,25,410	
Security Expenses	14,76,658	16,84,516	
Printing & Stationery Expenses	2,10,477	2,85,103	
Corporate Social Responsibility Expenditure	14,00,000	-	
Interest on Late Payment of Government of Liability	12,60,304	15,45,174	
Miscellaneous Expenses	17,09,783	69,93,375	
Selling and Distribution Expenses			
Freight Outward	1,18,02,938	1,51,03,290	
Selling & Distirbution Exps	93,66,327	59,56,435	
Total	15,49,00,138	16,86,46,681	

Note - 27 Details of Payment to Auditors		(Amount in ₹)	
Particulars	As at March 31,2019	As at March 31,2018	
As auditor:	1,50,000	90,000	
Total	1,50,000	90,000	

Note - 28 Corporate Social Responsibility Expenditure		(Amount in ₹)	
Particulars	As at March 31,2019	As at March 31,2018	
Corporate Social Responsibility Expenditure	14,00,000	-	
Total	14,00,000	-	

Note - 29 Value of imports calucated on C.I.F basis		(Amount in ₹)	
Particulars	As at March 31,2019	As at March 31,2018	
Raw Material	10,60,82,006	8,19,14,376	
Total	10,60,82,006	8,19,14,376	



Note - 30 Expenditure in foreign currency during the financial year on account of followings (Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Other matters		
Travelling Expenses	1,98,887	10,42,333
Total	1,98,887	10,42,333

Note - 31 Details of Consumption during the year (Amount in ₹)

Particulars	As at March 31,2019		As at March 31,2018	
	Amount	%	Amount	%
Raw Materials	41,09,77,461	91.67%	41,24,56,315	90.63%
Fuel	2,94,53,805	6.57%	3,03,80,836	6.68%
Stores & Spares	78,71,042	1.76%	1,22,47,935	2.69%
Total	44,83,02,308	100.00%	45,50,85,087	100.00%

Note - 32 Foreign currency exposure : (Amount in ₹)

Particulars	As at March 31,2019		As at March 31,2018	
	Foreign Currency	(Amount in ₹)	Foreign Currency	(Amount in ₹)
USD (unhedged)	2,68,384	1,85,93,644	4,22,460	2,68,44,486
Euro (unhedged)	2,06,000	1,60,14,440	6,80,000	5,34,42,800
Euro (hedged) *	5,80,000	4,83,05,300	1,03,000	77,30,150

* Forward contract booked

Note - 33 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 31,2019	As at March 31,2018
Pension contribution	6,92,312	6,61,576
Provident Fund contribution	3,40,025	3,25,826
Total	10,32,337	9,87,402

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:



- a) On normal retirement / early retirement / withdrawal / resignation:
 b) As per the provisions of Payments of Gratuity Act, 1972 with vesting period of 5 years of service.
 c) On the death in service:
 d) 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, 2019 are as under:

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
(i) Changes in present value of obligations (*)		
Present value of as at beginning of year		
Current service cost		
Interest cost		
Actuarial loss / (gain)		
Benefit (paid)		
Present value of obligations as at end of year		
(ii) Amount recognised in the Balance Sheet		
Present value of the obligations as at year end	52,60,734	45,14,827
Fair value of the plan assets as at year end	56,74,281	45,90,580
Net (asset) / liability recognised as on March 31	-4,13,547	-75,753
(iii) Expenses recognised in the Statement of Profit "and Loss(*)		
Current service cost		
Interest on defined benefit obligation		
Expected return on plan assets		
Net actuarial loss/(gain) recognized in the current year		
Total expense		

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.

Employee benefits are accounted and shown as per Acturial Valuation Report as on 31st March 2019.

The Premium paid to LIC as a contribution towards Employees' Group Gratuity-cum Life Assurance (Cash Accumulation) Scheme of LIC has been debited to the Profit and Loss account for the year ended and the same is higher than liability to be recognise towards the gratuity provision for the year ended. Hence, (*) marked details (Sr No. i & iii) is not covered by Actcurial Valuer in its report and in turn it is not filled up in above table.

Leave Encashment:

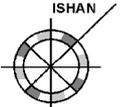
(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Provision for Leave Encashment outstanding during the year	6,79,659	10,68,712
Total	6,79,659	10,68,712

Note - 34 Earning Per Share (EPS)

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
(i) Net Profit/(Loss) attributable to equity shareholders	4,32,84,126	3,37,95,880
(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	3.84	3.00
Diluted Earnings per share	3.84	3.00
Nominal value per share	10.00	10.00

Note - 35 Contingent Liabilities

(Amount in ₹)

Claim against company not acknowledged as debt

Particulars	As at March 31,2019	As at March 31,2018
1. Notice for short deduction/payment of TDS and interest thereon (refer Note 1 below)	57,882	1,03,119
2. Income Tax, Penalty and Interest for AY 2007-08 (refer Note 2 below)	8,64,520	
3. CST Penalty for AY 2012-13 (refer Note 3 below)	-	21,949
4. VAT Penalty for AY 2012-13 (refer Note 3 below)	-	1,21,050

Note 1- The Company has received a Intimation for short payment/short deduction of TDS and interest threeron under the Income Tax Act, 1961 for FY 2018-19, 2017-18, AY 2016-17, 2015-16 and Prior Years.

Note 2- Tax liability to be payable in terms of order under section 154 of Income Tax Act, 1961 for the Assessment Year 2007-08

Note 3- The penalty towards CST and VAT shown as contingent during previou year has been settled and adjudged against the subsequent years refund.

Note - 36 Earning in foreign currency during the financial year on account of followings

(Amount in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Export of goods calculated on F.O.B basis	29,33,69,693	34,28,93,032
Total	29,33,69,693	34,28,93,032

Note - 37 Details of Consumption of key Raw Material

(Amount in ₹)

Particulars	As at March 31,2019		As at March 31,2018	
	Amount	%	Amount	%
Phthalic Anhydride	13,79,62,970	36.53%	14,12,33,333	35.64%
Cuprous Chloride	9,91,78,325	26.26%	13,34,08,870	33.66%
Urea	4,66,43,871	12.35%	4,86,60,504	12.28%
Sulphuric Acid	4,79,00,649	12.68%	2,87,61,418	7.26%
Ammonium Molybdate	65,62,430	1.74%	59,28,105	1.50%
Others	3,93,89,176	10.43%	3,83,01,484	9.66%
Total	37,76,37,421	100%	39,62,93,713	100.00%

Note - 38 Related Party Disclosures

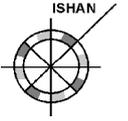
(a) Name of the related party	Nature of Relationship
1. Mr. Piyush N Patel	Director
2. Mr. Shrinal P. Patel	Director
3. Mr. Chintan P. Pancholi	Chief Financial Officer
4. Ms. Ankita V. Shah	Company Secretary
5. Mrs. Mirali H. Patel	Director w.e.f. 25 th March 2019 and Relative of key managerial personnel till 24 th March 2019
6. 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	Enterprise over which Key Managerial Personnel are able to exercise significant influence	Total
Loan & Advances received			
Mr. Piyush N. Patel	-	-	-
	(1,40,20,000)	-	(1,40,20,000)
Mr. Shrinal P. Patel	-	-	-
	(1,00,68,730)	-	(1,00,68,730)
Cluster Enviro Pvt Ltd	-	75,00,000	75,00,000
	-	(3,77,45,000)	(3,77,45,000)
Loan & Advances Paid			
Mr. Piyush N. Patel	-	-	-
	(1,74,72,000)	-	(1,74,72,000)
Mr. Shrinal P. Patel	-	-	-
	(1,04,18,730)	-	(1,04,18,730)
Cluster Enviro Pvt Ltd	-	3,24,33,061	3,24,33,061
	-	(6,75,45,000)	(6,75,45,000)
Outstanding Balances			
Mr. Piyush N. Patel	-	-	-
Mr. Shrinal P. Patel	-	-	-
Cluster Enviro Pvt Ltd	-	2,49,33,061	2,49,33,061
	-	-	-
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)
Mrs. Mirali H. Patel	4,80,000	-	4,80,000
	(4,80,000)	-	(4,80,000)
Mr. Chintan P. Pancholi	6,60,000	-	6,60,000
	(4,56,000)	-	(4,56,000)
Ms. Ankita V. Shah	2,28,000	-	2,28,000
	(8,769)	-	(8,769)
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)
Mrs. Mirali H. Patel	52,800	-	52,800
	(44,000)	-	(44,000)
Mr. Chintan P. Pancholi	72,600	-	72,600
	(50,160)	-	(50,160)
Ms. Ankita V. Shah	25,080	-	25,080
	(964)	-	(964)
Leave Encashment			
Mr. Piyush N. Patel	1,38,462	-	1,38,462
	(1,38,462)	-	(1,38,462)
Mr. Shrinal P. Patel	1,03,846	-	1,03,846
	(1,03,846)	-	(1,03,846)
Mrs. Mirali H. Patel	27,692	-	27,692
	(27,692)	-	(27,692)
Mr. Chintan P. Pancholi	21,154	-	21,154
	(5,846)	-	(5,846)
Ms. Ankita V. Shah	13,154	-	13,154
	-	-	-

Figures in brackets () are pertaining to previous year



Note - 39 DIRECTORS REMMUNERATION

Salary of Rs. 46,80,000/- , Bonus – Rs. 5,14,800/- & Leave Encashment - Rs. 2,70,000/-

Note - 40 Balance due to / from third parties are subject to confirmation, reconciliation, and / or adjustments, if any.

Note - 41 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 - 42 SEGMENT REPORTING

The Company's Whole Time Director (WTD) and Chief Financial Officer (CFO) examines the Company's performance from business and geographic perspective. In accordance with Ind AS-108 - Operating Segments, evaluation by the WTD and CFO and based on the nature of activities performed by the Company, which primarily relate to Manufacturing of Chemicals, the Company does not operate in more than one business segment.

Note - 43 Net Exchange Gain included in the profit and loss account is Rs. 34,56,087/- (Gain in PY Rs. 88,93,201/-).

Note - 44 Previous year's figures have been regrouped or reclassified wherever necessary to correspond with the current year's classification or disclosure.

Note - 45 Figures have been rounded off to the nearest rupee.

As per our report on even date
For, G S Mathur & Co.
Chartered Accountants

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

Place : Ahmedabad
Date : 25th May, 2019

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 : 25th May, 2019



ATTENDANCE SLIP

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: mcsltbaroda@gmail.com

ATTENDANCE SLIP

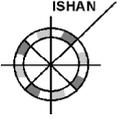
I/We hereby record my/our presence at the 26th Annual General Meeting of the Company held at 18, G.I.D.C Estate, Phase - 1, Vatva, Ahmedabad - 382445 at 02.30p.m. On Friday, 27th September, 2019

Name, Address, Folio No./DP ID - Client ID of the Member/Proxy (IN BLOCK LETTERS):

Name, Address, Folio No./DP ID - Client ID of the Member/Proxy (IN BLOCK LETTERS):			
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.



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Proxy form

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

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Tel : (0265) 2314757, 2350490

Fax : (0265) 2341639 E-mail: mcsltdbaroda@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

- Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him
- 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 26th Annual General Meeting of the Company, to be held on Friday, 27th September, 2019 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:

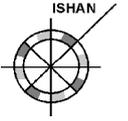
Resolutions	For	Against	Abstain
<i>Ordinary Business:</i>			
1 Adoption of the Audited Financial Statements of the Company for the financial year ended on 31 st March, 2019 and the Reports of the Directors' and Auditors' thereon.			
2 Reappointment of Shri Piyushbhai N. Patel who retires by rotation			
3 Appointment of M/s. G. S. Mathur & Co. (FRN- 008744N), Chartered Accountants as Statutory Auditors of the Company.			
<i>Special Business:</i>			
4 Appointment of Mrs. Mirali Hemantbhai Patel (DIN: 08021784) as a Director of the company.			
5 Approval for re-appointment of Mr. Mayankkumar Hasmukhbhai Patel (DIN: 02838526) as an Independent Director of the Company			
6 Approval for re-appointment of Mr. Roopin Amrit Patel (DIN: 03302732) as an Independent Director of the Company			
7 Approval for re-appointment of Mr. Yatinbhai Gordhanbhai Patel (DIN: 03616381) as an Independent Director of the Company.			
8 Approval for increase in limits for Loans/Investments/Guarantee/Security under Section 186 of the Companies Act, 2013			
9 Approval for transactions of Loans/Guarantee/Security under Section 185 of the Companies Act, 2013.			

Signed this _____ day of _____, 2019

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix ₹ 1/- Revenue Stamp



Notes:

1. 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.
2. A proxy need not be a member of the Company.
3. 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.
4. 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.



ROUTE MAP TO THE VENUE OF THE AGM



26th ANNUAL GENERAL MEETING
On Friday, 27th September, 2019 at 2.30 P.M
At 18, G.I.D.C Estate Phase - 1, Vatva Ahmedabad - 382445