



## PROCEEDINGS OF THE 25<sup>TH</sup> ANNUAL GENERAL MEETING OF ISHAN DYES & CHEMICALS LIMITED HELD ON FRIDAY, 14<sup>TH</sup> SEPTEMBER, 2018

The 25<sup>th</sup> Annual General Meeting ("the AGM") of the Members of the Company was held on **Friday, 14th September, 2018** at 18, G.I.D.C Estate Phase - 1, Vatva Ahmedabad - 382445 commenced at 02.30 PM and concluded at 04.30 PM.

Ms. Ankita V. Shah, Company Secretary and Compliance officer of the Company welcomed all the Members, Directors and other stakeholders present at the meeting and handover the proceedings to Shri Piyush N. Patel, Chairman.

Thereafter, Shri Piyush N. Patel, Chairman occupied the Chair and conducted the proceedings of the meeting. Shri Roopin A. Patel, Independent Director of the Company, chaired the proceedings in respect of the items of business where Shri Piyush N. Patel was deemed to be interested.

Total 41 (Forty One) members were present in person/representative at the meeting of the Company.

The Chairman declared that the requisite quorum was present at the meeting and that the meeting was in order to commence the official business.

The Chairman informed the members that the statutory registers under the Companies Act, 2013 are available for inspection. The Chairman introduced the other members of the Board including the Independent Directors and the Chairman of all the Committees of the Board were present at the meeting to answer the queries of the Shareholders.

Thereafter, the Chairman introduced Mr. Bhargav Vaghela, Partner of M/s G. S. Mathur & Co, Chartered Accountants, Statutory Auditors of the Company. The Secretarial Auditor and Scrutinizer were also present in person at the Annual General Meeting.

The Chairman gave an overview of the financial performance of the Company for the financial year ended on March 31, 2018 and delivered Chairman's speech; copy of which is annexed herewith together with discussing future outlook of the Company. With the permission of the Members, the Notice of the Meeting and financial statement together with Auditors' and Directors' Report were taken as read.

The Chairman has replied queries as raised by few of the Shareholders as well as provided with satisfactory explanations.

The Chairman informed the Members that pursuant to the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided for remote e-voting facility to the Members of the Company in respect of businesses to be transacted at the 25<sup>th</sup> AGM. He informed that the remote e-voting commenced on Tuesday, 11<sup>th</sup> September, 2018 (9.00 a.m. IST) and ended on

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respect of businesses to be transacted at the 25<sup>th</sup> AGM. He informed that the remote e-voting commenced on Tuesday, 11<sup>th</sup> September, 2018 (9.00 a.m. IST) and ended on Thursday, 13<sup>th</sup> September, 2018 (5.00 p.m. IST) both days inclusive. Mr. Kunal Sharma, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the remote e-voting process.

The Chairman informed the Members that the Company has also arranged for ballot paper voting at the venue of the Meeting for all the Shareholders who had not availed remote e-voting facility for the resolutions set out in the Notice of the 25<sup>th</sup> AGM and appointed Mr. Kunal Sharma, Practicing Company Secretary as the Scrutinizer for the ballot paper voting. The Chairman has introduced Mr. Kunal Sharma and requested him for an orderly conduct of the voting.

The Chairman then moved on to the transacting the business as set out in the Notice of the 25<sup>th</sup> AGM. The resolutions put for remote e-voting and ballot paper were passed by the Members, briefly, related to:

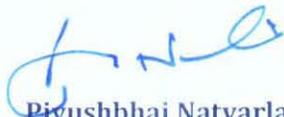
#### **ORDINARY BUSINESS**

1. Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2018 and the Reports of the Directors' and Auditors' thereon. *(Ordinary Resolution)*.
2. Confirmation and approval of Interim Dividend of Rs. 0.75/- per Equity Share (i.e. 7.5% of face value of Rs. 10/- each) of the Company for the financial year ended 31st March, 2018. *(Ordinary Resolution)*.
3. Reappointment of Smt Anilaben Piyushbhai Patel (DIN: 00450893), Director who retires by rotation. *(Ordinary Resolution)*

The Chairman informed the members that the combined result of remote e-voting and ballot paper voting offered at the venue of meeting together with consolidated scrutinizers report will be intimated to the Stock Exchange and also be placed on the website of the Company and CDSL.

**Thereafter there being no other business, the Meeting terminated with a vote of thanks to the Chairman.**

**For Ishan Dyes & Chemicals Limited**



**Piyushbhai Natvarlal Patel**  
Chairman and Managing Director  
(DIN: 00450807)

**Date: September 15, 2018**



**Place: Ahmedabad**

**CHAIRMAN SPEECH**  
**(25<sup>th</sup> ANNUAL GENERAL MEETING OF ISHAN DYES & CHEMICALS LIMITED)**

Dear Shareholders,

It gives me great pleasure to welcome you all for the 25<sup>th</sup> Annual General Meeting of our Company. I take privilege to mention that this AGM is for the Silver Jubilee Year of the Company.

Over last 25 years, the Company faced various business cycles and over last couple of years, with the well planned and focused approach by the management of the Company, the operations has been turned around significantly. Today your Company is recognized as one of the front runner Phthalocyanine Blue producer and exporter of the Country. This has created value for the stakeholder of the Company at all levels. During last 2 years, the Company has declared dividends and also rewarded with bonus shares to its shareholders.

As you all are aware, for the year ended the Company has achieved total revenue of Rs. 7374.14 Lacs and EBITDA (pre-exceptional and extraordinary item) of Rs. 685.98 Lacs as against that of Rs. 6788.52 Lacs and Rs. 1219.07 Lacs respectively for the previous year. During the year the operations has resulted increase in total revenues by 8.63%. However EBITDA has decreased due to increase in prices of key raw materials which the Company was unable to pass in finished product prices due to various market constraints. Besides that other operating overheads has also increased marginally due to inflationary pressure. The overall cost escalation has resulted into lower margins for the year ended and in turn lower EBITDA and Net Profit for the year ended.

The management of the Company has completed project to remove debottleneck in its production capabilities to improve overall productivity and reduce cost. During last year, the Company has incurred a capital expenditures of Rs. 8.15 Cr which in turn from the current financial year onwards will provide advantage for improving it's production and reducing operational cost. On account of completed up gradation project, the Company will be benefiting by increased production, broadening it's product ranges and grades, efficiency improvements and reduced operational cost.

Further, the Company is also carrying out project to add few new equipments for enhancing its production and product range and also constructing new building for better storage, logistics, and quality control to meet its export market requirements.

Right now the Industry in which your Company operates is passing thru multiple challenges like raw material prices volatility, forex volatility, high pollution cost and constraints, over capacity and cut throat competition. However, your Company enjoy privileges due to quality supply and it's consistency which is very important in international market and your Company if focusing to expand international customer base over next coming years.

Today, your Company is recognized and well placed in the domestic and international market as a quality producer of Phthalocyanine Blue range of products. The thrust area for the growth is capacity enhancement and expanding export market with broadening cliental base. The management of the Company is dedicated and well-focused to take new challenges to achieve new era of growth for the Company.

During the current year, the performance of the Company is very strong and barring unforeseen circumstances the operations will deliver much better performance in terms of turnover and profit for the current year.

Barring unforeseen circumstances, the management of your Company is confident to deliver improved performance over years to come and also to achieve many fold growth for the business

operations. Your management and promoters has charted out a systematic business growth plan with conservative philosophy and approach with a view to protect and enhance stakeholder's value. The Company has filed an application with SEBI for right issue to the tune of Rs. 15 Cr., the management is confident of coming out with the same during the current year and the proceeds of the same will be utilized to repay debts of the Company as well as support long term working capital funding which in turn will make the Company debt free and also enhance its earnings.

I would like to thank all the shareholders for keeping faith in the management of the Company and also to the Board of Directors for their valuable guidance and advice from time to time.

Thanking you,

Jai Hind,

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