



ISHAN DYES & CHEMICALS LIMITED

**23RD ANNUAL REPORT
2015-16**



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Corporate Information	1
Notice to the Members	2
Directors' Report	14
Corporate Governance Report	37
Management Discussion and Analysis	55
Auditors' Report	57
Balance Sheet	63
Profit & Loss Account	64
Cash Flow Statement	65
Notes Forming Part of Balance Sheet and Profit & Loss Account	74
Proxy Form & Attendance Slip	82
Route Map	84



CORPORATE INFORMATION

BOARD OF DIRECTORS

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

CHIEF FINANCIAL OFFICER

-	SHRI CHINTAN PRAKASHBHAI PANCHOLI
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BANKERS

-	Kalupur Commercial Co. Op. Bank Ltd. Kotak Mahindra Bank Ltd. CITI Bank Bank of India Axis Bank Ltd.
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STATUTORY AUDITORS

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

-	Dave & Shah Chartered Accountants F-712, Titanium City Centre, 100FT Shyamal to Prahladnagar Road, Satellite, Ahmedabad – 380015
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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
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CIN NO

-	L24110GJ1993PLC020737
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REGISTRAR AND SHARE TRANSFER AGENT (RTA)

-	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: mcsltddbaroda@gmail.com
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23RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING OF ISHAN DYES & CHEMICALS LIMITED WILL BE HELD ON WEDNESDAY, 28TH SEPTEMBER, 2016 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. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2016 and the Reports of the Directors' and Auditors' thereon.
2. To declare dividend on Equity Shares of the Company for the financial year ended on March 31, 2016.
3. To appoint a Director in place of Smt. Anilaben Piyushbhai Patel (DIN: 00450893), Director, who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of Statutory Auditors and to fix their remuneration 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 Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the Audit Committee and the Board of Directors and further pursuant to the resolution passed by the members at the Annual General Meeting held on 23rd September, 2014, the appointment of M/s. G. S. Mathur & Co., Chartered Accountants (Registration No: 008744N), as statutory auditors of the Company to hold office till the conclusion of the 26th AGM to be held in the year 2019 be and is hereby ratified to hold office from the conclusion of 23rd AGM till the conclusion of the 24th AGM and that the Board of Directors be and is hereby authorized to fix the remuneration payable as mutually agreed between the Board of Directors of the Company with the Auditors."

SPECIAL BUSINESS:

5. To re-appoint Shri Piyush N. Patel (DIN: 00450807) as a Managing 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 a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the rules framed in this behalf (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company, be and is hereby accorded to re-appoint Shri Piyush N. Patel (DIN: 00450807) as a Managing Director of the Company for a period of 5 years w.e.f. 01st June, 2016 at a remuneration and other terms and conditions as recommended by Nomination and Remuneration Committee and approved by Board of Directors of the Company as mentioned below:

Designation: Managing Director

Term of Appointment: 5 years from 01st June, 2016 to 31st May, 2021.

Remuneration: Rs. 30,00,000/- on an annual Cost to Company basis which includes Basic Salary, Perquisites and other allowance/benefits as may be decided by the Board of Directors of the Company, from time to time. The remuneration will be increased for each financial year during the terms of appointment so as to give minimum 10% annualized increase or such other increase as may



be recommended by the Nomination and Remuneration Committee and approved by Board of Directors of the Company from time to time.

Perquisites and Allowances:

All perquisites, allowances, benefits and amenities as per the service rules of the Company, as applicable from time to time.

Commission:

Shri Piyush N. Patel shall also be paid commission, in addition to salary, perquisites, allowances and others reimbursements, calculated with reference to net profit of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year subject to overall ceilings stipulated in Section 197 of the Companies Act, 2013 and as recommended by Nomination and Remuneration Committee.

"RESOLVED FURTHER THAT the Managing Director shall be entitled to the facilities as are allowable to the employees of Senior Management Cadre of the Company and reimbursement for travelling, entertainment, and other expenses actually incurred by him in connection with the Business of the Company."

"RESOLVED FURTHER THAT wherein any financial year during the tenure of Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay in respect of such financial year, the remuneration by way of salary, allowances, perquisites and other benefits, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter, modify and vary the terms and conditions of said appointment including remuneration to the extent recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate and fit, subject to the overall limits specified in the Companies Act, 2013 and as may be agreed to between the Board of Directors of the Company and Shri Piyush N. Patel."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds, things and matters as may be necessary and expedient to give effect to this resolution."

6. To re-appoint Shri Shrinal P. Patel (DIN: 02992519) as a Whole-Time 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 a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the rules framed in this behalf (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company, be and is hereby accorded to re-appoint Shri Shrinal P. Patel (DIN: 02992519) as a Whole-Time Director of the Company for a period of 5 years w.e.f. 01st February, 2016 at a remuneration and other terms and conditions as recommended by Nomination and Remuneration Committee and approved by Board of Directors of the Company as mentioned below:

Designation: Whole-Time Director

Term of Appointment: 5 years from 01st February, 2016 to 31st January, 2021

Remuneration: Rs. 24,00,000/- on an annual Cost to Company basis which includes Basic Salary, Perquisites and other allowance/benefits as may be decided by the Board of Directors of the Company, from time to time. The remuneration will be increased for each financial year during the terms of appointment so as to give minimum 10% annualized increase or such other increase as may



be recommended by the Nomination and Remuneration Committee and approved by Board of Directors of the Company from time to time

Perquisites and Allowances:

All perquisites, allowances, benefits and amenities as per the service rules of the Company, as applicable from time to time.

Commission:

Shri Shrinal P. Patel shall also be paid commission, in addition to salary, perquisites, allowances and others reimbursements, calculated with reference to net profit of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year subject to overall ceilings stipulated in Section 197 of the Companies Act, 2013 and as recommended by Nomination and Remuneration Committee.

"RESOLVED FURTHER THAT the Whole-Time Director shall be entitled to the facilities as are allowable to the employees of Senior Management Cadre of the Company and reimbursement for travelling, entertainment and other expenses actually incurred by him in connection with the Business of the Company."

"RESOLVED FURTHER THAT wherein any financial year during the tenure of Whole-Time Director the Company has no profits or its profits are inadequate, the Company shall pay in respect of such financial year, the remuneration by way of salary, allowances, perquisites and other benefits, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter, modify and vary the terms and conditions of said appointment including remuneration to the extent recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate and fit, subject to the overall limits specified in the Companies Act, 2013 and as may be agreed to between the Board of Directors of the Company and Shri Shrinal P. Patel."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds, things and matters as may be necessary and expedient to give effect to this resolution."

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

**12th August, 2016
Ahmedabad**

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

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 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 stipulated under Companies Act, 2013 and Regulation 36 (3) the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Corporate Governance Report forming part of the Annual Report.
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 22nd September 2016 to 28th September 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares.
8. Payment of Dividend as recommended by the Board of Directors, if approved and declared at the Meeting, will be made to those members whose names are on the Company's Register of Members as on close of business hours on 21st September, 2016 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by the Depositories, viz. National Securities Depositories Limited and Central Depository Services (India) Limited as Beneficial Owners as on that date.

Members are requested to notify promptly any change in their registered addresses.

Payment of dividend will be made through National Electronic Clearing Service (NECS) by crediting the dividend amount to the bank account of the shareholders wherever relevant information is made available to the Company. Members holding shares in physical form and who wish to avail of NECS facility to receive dividend from the Company may furnish the information to the Registrars and Share Transfer Agents of the Company. Members holding shares in electronic form may furnish the information to their Depository Participants in order to receive dividend through NECS mechanism

9. 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 205 C of the Companies Act, 1956.



10. 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.
11. Members holding shares in single name and/or in physical mode are advised to make nomination in respect of their shareholding in the Company. Nomination forms can be obtained from the Company's Registered Office.
12. Members, who are holding Shares in identical order of names in more than one Folio, are requested to apply to the Company/Share Transfer Agents along with the relevant Share Certificates for consolidation of such Folios in one Folio.
13. The Register of Contracts or Arrangements in which Directors are interested, maintained under section 301 of the Companies Act, 1956 and Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
14. **As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies of Annual Report to the Meeting. No gifts or coupons or any other form of solicitation will be provided at the Annual General Meeting.**
15. The Notice of the 23rd Annual General Meeting is available on the website of the Company www.ishandyes.com and website of CDSL www.cdslindia.com.
16. 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.
17. Entrance Pass 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.
18. **Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, the companies are allowed to send communication to shareholders electronically. We thus request the members who have not registered their email address so far to kindly register/update your email ids with your respective depository participant. In case of physical shares, register/update your email ids with the Company's registrar and share transfer agent register for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.**
19. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 23rd Annual General Meeting (AGM). For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically.

The Company is also providing facility for voting by Physical Ballot at the venue of the 23rd 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:-

- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab to cast your vote(s)
- 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
- Enter the Image Verification as displayed and Click on Login.
- 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.
- 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Member who have not updated their PAN with the company / depository participant are requested to use the serial number print in address slip.
Date of Birth or Date of Incorporation or Bank Account	Enter the Date of Birth as registered with the DP/RTA in dd/mm/yyyy format or Enter the Dividend Bank Details as recorded with your DP/RTA. Please note – In respect of Physical shareholdings and whose DOB and Dividend Bank details are not registered with DP/RTA should enter No. of shares held by you as on the cut of date i.e. 21/09/2016.

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. Wednesday, 21st September, 2016 in the Dividend Bank details field

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- 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.
- Click on the EVSN for the relevant Company "**ISHAN DYES AND CHEMICALS LIMITED**" on which you choose to vote.
- 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.
- Click on the "Resolutions File" Link if you wish to view the entire Notice.
- 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.
- 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.
- If an electronic account holder has forgotten the set password, then he has a 'Forgot password' option to reset the password.