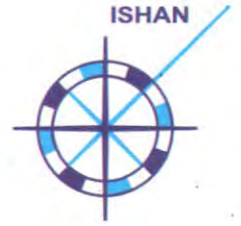


# ISHAN DYES & CHEMICALS LTD.



29<sup>th</sup> September, 2017

To,  
Department of Corporate Service (DCS-CRD)  
Bombay Stock Exchange Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

Ref: ISHAN DYES & CHEMICALS LIMITED

BSE SCRIP CODE: 531109

Sub.: FILING OF ANNUAL REPORT 2016-17 UNDER REGULATION 34(1) THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Dear Sir,

Pursuant to the Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith copy of Annual Report 2016-17 of the Company which was adopted and approved by the Shareholders of the Company at the 24<sup>th</sup> Annual General Meeting held on **Thursday, 28<sup>th</sup> September, 2017**.


You are requested to kindly take the note of the above and display the same on the notice of the exchange.

Thanking you,

Yours faithfully,

For Ishan Dyes & Chemicals Limited



  
Shrinal P. Patel  
Whole-Time Director and Compliance Officer

Registered Office and Factory Address:

18, G.I.D.C. Estate, Phase-I, Vatva, Ahmadabad - 382 445, Gujarat, INDIA

Phone : +91-79-25832144, 25893607 Fax : +91-79-25833643

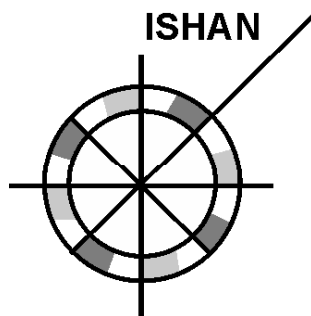
E-mail : ishandyes@yahoo.com; ishan@ishandyes.com

Web : www.ishandyes.com

CIN : L24110GJ1993PLC020737



Certificate No. : 7086  
ISO 9001, ISO 14001



# **ISHAN DYES & CHEMICALS LIMITED**

**24<sup>TH</sup> ANNUAL REPORT  
2016-17**



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## CORPORATE INFORMATION



### BOARD OF DIRECTORS

SHRI PIYUSH NATVARLAL PATEL	-	Chairman & Managing Director
SHRI SHRINAL PIYUSHBHAI PATEL	-	Whole-Time Director
SMT ANILABEN PIYUSHBHAI PATEL	-	Non-Executive & 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

### BANKERS

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

### STATUTORY AUDITORS

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

### INTERNAL AUDITORS

- K. D. Dave & Co.  
Chartered Accountants  
F-712, Titanium City Centre,  
100FT Shyamal to 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](mailto:ishandyes@yahoo.com)  
Website: [www.ishandyes.com](http://www.ishandyes.com)

### CIN NO

- L24110GJ1993PLC020737

### 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: [mcsltbaroda@gmail.com](mailto:mcsltbaroda@gmail.com)



## NOTICE

### 24<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH ANNUAL GENERAL MEETING OF ISHAN DYES & CHEMICALS LIMITED WILL BE HELD ON THURSDAY, 28<sup>TH</sup> SEPTEMBER, 2017 AT 2.30 P.M. AT 18, G.I.D.C ESTATE PHASE - 1, VATVA AHMEDABAD - 382445 TO TRANSACT THE FOLLOWING BUSINESS:**

#### **ORDINARY BUSINESS:**

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

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2017 together with the Reports of the Directors' and Auditors' thereon.

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

To appoint a Director in place of Shri Marut Dineshchandra Patel (DIN: 01886954), Director, who retires by rotation and being eligible, offers himself for re-appointment.

**3. RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS:**

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 be and is hereby ratified to hold office from the conclusion of 24<sup>th</sup> AGM till the conclusion of the 25<sup>th</sup> AGM at a remuneration as may be mutually agreed between the Board of Directors of the Company with the Auditors."

#### **SPECIAL BUSINESS:**

**4. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND AMENDMENT IN CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

To increase the Authorised Share Capital of the Company and amendment in the Capital Clause of the Memorandum of Association 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 section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the Shareholders of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000/- (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000/- (Two Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creating additional 50,00,000 (Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** existing Capital Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following clause:

**V. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.**

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company or a Committee thereof ("the Board") be and are hereby authorized to do all such acts, deeds, matters and things as may, in its absolute discretion deem necessary, expedient, usual or proper and to settle any questions, difficulties and doubts that may arise in regard to the increase in Authorised



Share Capital of the Company and consequent amendment in Memorandum of Association of the Company as they may deem think proper and fit”

**5. AUTHORITY TO BORROW MONEY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:**

To borrow money in excess of paid up capital & free reserves pursuant to section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and other applicable laws and in this regard to consider and if thought fit, to pass the following resolution, with or without modifications, as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force and the Articles of Association of the Company, the 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 include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution, to borrow any sum or sums of money from time to time at their discretion, for the purpose of business of the Company, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed at any time, the aggregate of its paid up capital of the company and its free reserves(that is to say, reserves, not set apart for any specific purpose) in Indian Rupees or equivalent thereof in any foreign currency(ies) either from the Company’s Bankers or from any other Banks/Financial Institutions or any other lending institutions or bodies corporate or other persons on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties whether movable or immovable, including stock-in-trade, any sum of money not exceeding Rs. 50.00 Crores (Rupees Fifty Crores Only) [including the money already borrowed by the Company, if any] over and above the aggregate of the paid up share capital and free reserves of the Company.”

**“RESOLVED FURTHER THAT** the Board be and is hereby empowered and authorized to arrange, fix or settle the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security, creation of charge on properties or otherwise as it may think fit and to do all such acts, deeds and things to execute all such documents, instruments and writings as may be required and to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary to give effect to the aforesaid resolutions and/or expedient in that behalf.”

**6. AUTHORITY TO MAKE INVESTMENTS IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

To authorize the Board of Directors to invest by way of purchase/acquisition of securities of other Body Corporate(s) pursuant to the Section 186 of the Companies Act, 2013 and other applicable laws and in this regard to consider and if thought fit, to pass the following resolution, with or without modifications, as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of the Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force and the Articles of Association of the Company and consent of the members of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”), which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution to invest/acquire the securities of any other Body Corporate including its subsidiary(ies) by way of subscription, purchase or otherwise, upto an aggregate limit of Rs. 50.00 Crores (Rupees Fifty Crores Only) notwithstanding that the aggregate of the investments so far made together with the investments to be made will exceed the limits prescribed under Section 186 of the Act”



**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transactions.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

**7. AUTHORITY TO ENTER INTO RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013:**

To consider and approve the related party transactions and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed in this behalf and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment or modification thereof) and as recommended and approved by the Audit Committee and Board of Directors and subject to such other approvals, sanctions, permissions as may be required, the consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”), which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution to enter during financial year 2017-18 or anytime thereafter into any contract(s)/transaction(s)/arrangement(s)/agreement(s) with the following related parties in one or more tranches or as may be required from time to time upto the maximum amounts as appended below against each nature or class of contract(s)/arrangement(s)/transaction(s):-

Name of the Related Party	Name of the Director or Key Managerial Personnel who is/are related, if any	Nature of Relationship	Nature, material terms, monetary value and particulars of the contract of arrangement	Any other information relevant or important for the members to take a decisions on the proposed resolution
Cluster Enviro Private Limited	Piyush N. Patel and Shrinal P. Patel	Common Directors in both the Companies	Sale, purchase or supply of Chemicals or such intermediate goods or materials, or taking or giving of any services, deposition charges payment for sludge, appointment of agent for purchase or sale of Chemicals or such intermediate goods, materials or materials or taking or giving loans or advances upto aggregate amount of Rs. 30.00 Crores in any financial year or such other amount as may be approved by the Audit Committee and Board of Directors of the Company from time to time.	In the ordinary course of business on an arm's length basis



**RESOLVED FURTHER THAT** all acts, deeds, things and matters done till date in connection with Related Party Transactions are ratified and approved herewith and further the Board be and is hereby authorized from time to time to negotiate and finalize the terms and conditions of Related Party Transactions with the above parties and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally 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 and also to agree to any amendments thereto from time to time as it may think fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee or any of the Director(s) of the Company or any other office(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution."

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

**18<sup>th</sup> August, 2017  
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](mailto: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





required to be disclosed as per Companies Act, 2013, Regulation 36 (3) the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2), are provided as annexure to this notice.

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 22<sup>nd</sup> September 2017 to 28<sup>th</sup> September 2017 (both days inclusive) for the purpose of 24<sup>th</sup> Annual General Meeting of the Company.
8. Members are requested to notify promptly any change in their registered addresses.
9. Members who have not encashed their dividend for the financial year 2015-16, are requested to contact the Company at 18, G.I.D.C Estate, Phase – 1, Vatva, Ahmedabad – 382445, Gujarat, INDIA.
10. 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.
11. 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.
12. 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.
13. 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.
14. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- 15. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies of Annual Report to the Meeting. No gifts or coupons or any other form of solicitation will be provided at the Annual General Meeting.**
16. The Notice of the 24<sup>th</sup> Annual General Meeting is available on the website of the Company [www.ishandyes.com](http://www.ishandyes.com) and website of CDSL [www.cdslindia.com](http://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. 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.
- 19. 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.**

20. 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 24<sup>th</sup> Annual General Meeting (AGM). For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically.

The Company is also providing facility for voting by Ballot paper at the venue of the 24<sup>th</sup> 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](http://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](http://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:

<b>PAN</b>	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.
<b>Date of Birth or Date of Incorporation or Bank Account</b>	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. 21/09/2017.

*# 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. Thursday, 21<sup>st</sup> September, 2017 in the Dividend Bank details field*

- After entering these details appropriately, click on "SUBMIT" tab.