

Estd : 1961

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... Leadership through Phthalocyanine Dyestuff & Pigments



**Manufacturers and Exporters
Of Dyestuffs & Pigments**

**AN ISO 9001:2015 CERTIFIED COMPANY
Version 5.0 GOTS CERTIFIED COMPANY**

**Email: maunal@ushanti.com
minku@ushanti.com**

COLOUR CHEM LIMITED,

(Formerly Known as Ushanti Colour Chem Pvt Ltd)

88/6/7/8 Phase I GIDC, Vatva

Ahmedabad 382445

PH.91-79-65218621

Fax. 91-79-25830128

Website: www.ushanti.com

CIN No. L24231GJ1993PLC019444

Date: 19/10/2018

To,
The Manager-Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051,
Maharashtra,
India

Subject: Submission of Annual Report for the Financial Year 2017-18 pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Ushanti Colour Chem Limited; Symbol: UCL, Series: SM

Respected Sir/Madam,

With reference to the above captioned subject, please find attached herewith Annual Report for the Financial Year 2017-18 pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the notice of the same and acknowledge the receipt.

**BY THE ORDER OF THE BOARD
For, Ushanti Colour Chem Limited**


**Maunal Shantilal Gandhi
Joint Managing Director**



Place: Ahmedabad

ENCL:- As Above.

**25TH
ANNUAL REPORT
2017-2018**



USHANTI COLOUR CHEM LIMITED

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Corporate Information

Name of Company	Ushanti Colour Chem Limited
CIN	U24231GJ1993PLC019444
Financial Year	2017-2018
Registered Office	88/8, G I D C Phase I, Vatva, Ahmedabad-382445, Gujarat, India.
Phone No.	079-25833315, 079-25894903
Fax No.	Not Available
Email ID	admin@ushanti.com, csucl@ushanti.com
Website	www.ushanti.com

Board of Directors

Sr. No.	Name of Director	DIN	Designation
1.	Shantilal Bhailal Gandhi	00118509	Chairman and Director
2.	Minku Shantilal Gandhi	00118617	Joint Managing Director
3.	Maunal Shantilal Gandhi	00118559	Joint Managing Director
4.	Shailesh Indradaman Patwari	00411439	Independent Director
5.	Purvi Tapan Trivedi	08064080	Independent Director
6.	Hanisha Jinish Patel	07190911	Independent Director

Board Committees

Audit Committee formed on 13th March, 2018

Name of Directors	Designation in Committee	Nature of Directorship
Shailesh Indradaman Patwari	Chairman	Independent Director
Hanisha Jinish Patel	Member	Independent Director
Maunal Shantilal Gandhi	Member	Joint Managing Director

Nomination and Remuneration Committee formed on 13th March, 2018

Name of Directors	Designation in Committee	Nature of Directorship
Hanisha Jinish Patel	Chairman	Independent Director
Shailesh Indradaman Patwari	Member	Independent Director
Purvi Tapan Trivedi	Member	Independent Director

Stakeholders Relationship Committee formed on 13th March, 2018

Name of Directors	Designation in Committee	Nature of Directorship
Purvi Tapan Trivedi	Chairman	Independent Director
Shailesh Indradaman Patwari	Member	Independent Director
Hanisha Jinish Patel	Member	Independent Director

Company Secretary & Compliance Officer	Archita Jitendrakumar Shah
	Email ID: csucl@ushanti.com
Chief Financial Officer	Pradip Bhadrilal Parikh
	Email ID: cfo@ushanti.com
Statutory Auditors	M/s. ANA & Associates Chartered Accountants (Firm Registration No. 130797W)
	Address: A, 4th Floor, Galaxy Line, B/h. Samartheshwar Temple, Law Garden, Ahmedabad-380006, Gujarat, India
	Email ID: niravana2010@gmail.com
Banker	The Kalupur Commercial Co-operative Bank Limited
	ICICI Bank
	Bank of Baroda
Registrar & Share Transfer Agent	M/s. Bigshare Services Private Limited (CIN: U99999MH1994PTC076534)
	Address: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra, India
	Email ID: ipo@bigshareonline.com

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**Manufacturers and Exporters
Of Dyestuffs & Pigments**

**AN ISO 9001:2015 CERTIFIED COMPANY
Version 5.0 GOTS CERTIFIED COMPANY**

**Email: maunal@ushanti.com
minku@ushanti.com**

COLOUR CHEM LIMITED,
(Formerly Known as Ushanti Colour Chem Pvt Ltd)
**88/6/7/8 Phase I GIDC, Vatva
Ahmedabad 382445
PH.91-79-65218621
Fax. 91-79-25830128
Website: www.ushanti.com
CIN No. U24231GJ1993PLC019444**

Notice of 25th Annual General Meeting

NOTICE is hereby given that the 25th Annual General Meeting of the Members of M/s. Ushanti Colour Chem Limited (CIN: U24231GJ1993PLC019444) will be held on **Saturday, the 29th day of September, 2018 at 03.00 p.m. at 88/8, G I D C Phase I, Vatva, Ahmedabad-382445, Gujarat, India** to transact the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2018 and Reports of Board of Directors and Report of Auditors thereon.

"RESOLVED THAT audited financial statements of the company for the financial year ended March 31, 2018 and the reports of the board of directors and auditors' thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Minku Shantilal Gandhi (DIN 00118617), who retires by Rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Minku Shantilal Gandhi (DIN 00118617), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To appoint M/s. ANA & Associates, Chartered Accountants (FRN: 130797W) as statutory auditors of the Company and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of section 139, 142 and any other applicable provision of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof, for the time being in force), the appointment of M/s. ANA & Associates, Chartered Accountants (FRN: 130797W) as Statutory Auditors of the Company from the conclusion of 25th Annual General Meeting till the conclusion of the 26th Annual General Meeting of the Company for the period of one year i.e. 2018-19.

RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all act, deeds and things as may be necessary or desirable to give effect to the aforesaid resolution.

Special Business:

4. To approve Related Party Transactions u/s 188 of the Companies Act, 2013 and to consider and if thought fit, to pass, with or without modification(s), the following as a **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to Board of Directors to enter into any contract or arrangements with Directors, Key Managerial Personnel(s) as well as their relatives with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services, appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction, underwriting the subscription of any securities or derivatives thereof, of the company or any other transaction of whatever nature with related parties subject to the maximum aggregate amount not exceeding Rs. 30.50 Crore (Rupees Thirty Crore Fifty Lacs Only) p.a. for any transaction as mentioned under Explanatory Statement.

"RESOLVED FURTHER THAT the board of directors of the Company 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 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, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution."

**By Order of the Board of Directors
For, Ushanti Colour Chem Limited**

Date: 28/08/2018
Place: Ahmedabad

Sd/-
Shantilal Bhailal Gandhi
**Chairman and Executive Director
(DIN: 00118509)**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than ten (10) per cent of the total share capital of the Company. In case proxies proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting i.e.by 3.00 p.m. on Thursday, 27th September, 2018. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. The Proxy holder shall prove his/her identity at the time of attending the Meeting.

3. When a member appoints a proxy and both the Member and the Proxy attend the Meeting, the Proxy stands automatically revoked.

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

5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.

6. Members are requested to contact Registrar and Transfer Agent (RTA) namely Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai- 400059, Maharashtra, India for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.

7. In terms of Section 152 of the Companies Act, 2013, Mr. Minku Shantilal Gandhi (DIN 00118617), Joint Managing Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.

Brief Resume of Director seeking re-appointment at the 25th Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Minku Shantilal Gandhi
DIN	00118617
Date of Birth and age	February 21, 1970 and 48 years
Qualification	Bachelor of Commerce from Gujarat University
Expertise in specific Professional area	More than 20 years of experience in Chemical industry, mainly involved in production and purchase department.
Date of Appointment	Appointed as Director on May 12, 1993, Change of Designation made on February 15, 2018 as Joint Managing Director for the period of 5 years w.e.f. February 15, 2018. In terms of Section 152 of the Companies Act, 2013, he retires by rotation at the meeting and being eligible for himself for re-appointment.
List of Companies in which Directorship held	NIL
Chairman/ Member of the Committee of Board other Companies	NIL
Number of Shares held in the Company as on	1351427

31 st March, 2018	
Relationship between Directors inter se	He is Son of Mr. Shantilal Bhailal Gandhi, Chairman and Executive Director and Brother of Mr. Maunal Shantilal Gandhi, Joint Managing Director of the Company.

8. The equity shares of the company are available for dematerialization, as the company has entered into an agreement with National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL). International Securities Identification Number given to your company is INE00NI01015.

9. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.

10. Date for Identifying Share Holders eligible for dispatch of Notice of 25th Annual General Meeting is 31st August, 2018.

Record Date for the purpose of holding 25th Annual General Meeting will be Friday, 14th September, 2018.

As on Record Date, Shareholder who did not received the Notice of 25th Annual General Meeting can make an application to the Company and demand Notice of 25th Annual General Meeting through below mentioned Contact Details:

Email Id csucl@ushanti.com and investors@ushanti.com,
Contact No.: 079-25833315, 079-25894903.

11. Members are requested to bring their copies of Annual Report at the meeting. Shareholders seeking any information with regard to account are requested to write to the Company early so as to enable the Management to keep the information ready.

12. Members / Proxies are requested to bring with them the attendance slip duly filled in and hand it over at the entrance.

13. The Notice of the Annual General Meeting, Audited Financial Statements for 2017-18 along with Directors' Report and Auditors Report are also available on the website of the Company www.ushanti.com.

14. Members, who have multiple accounts in identical names or joint names in same order, are requested to intimate **M/s. Bigshare Services Private Limited**, the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.

15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made there under, 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. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.

16. Members desiring any information concerning the accounts are requested to address their questions in writing to the Company at its registered office at 88/8, G I D C Phase I, Vatva, Ahmedabad-382445, Gujarat, India, at least 7 (Seven) days before the date of the Meeting so that the information required may be made available at the Meeting.

17. Remote E-voting

As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions.

Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE Limited. Therefore Company is not providing e-voting facility to its shareholders.

18. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is attached in the Annual Report.

19. Pursuant to the prohibition imposed vide section 118 of the Companies Act, 2013 read with Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the Meeting.

**By Order of the Board of Directors
For, Ushanti Colour Chem Limited**

Date: 28/08/2018
Place: Ahmedabad

Sd/-
Shantilal Bhailal Gandhi
Chairman and Executive Director
(DIN: 00118509)

Annexure to the Notice
Explanatory Statement under Section 102(1) of Companies Act, 2013

The Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts relating to the Special Business mentioned in accompanying Notice is as follow:

Item No. 4

Section 188 of the Companies Act, 2013 read with rules 15 of Companies (Meeting of Board and its Powers) Rules, 2014 as amended, prescribed seeking of shareholder's approval for material related party transactions. The following contracts/ arrangements/ transactions are material in nature and require the approval of the unrelated shareholders of the Company by an ordinary resolution:-

Sr. No	Name of Related Party	Name of the director or key managerial personnel who is related, if any	Nature of Relationship	Maximum Value of Transactions per annum	Nature, material terms, monetary value and particulars of the contract or arrangement
1.	HUF Industries	Mr. Shantilal Bhailal Gandhi, Mr. Maunal Shantilal Gandhi and Mr. Minku Shantilal Gandhi	Proprietorship Firm of Shantilal Bhailal Gandhi HUF, Ultimately Shantilal Bhailal Gandhi is owner of the Firm	Up to Rs. 50 Lakhs	Lease of Plot to Ushanti Colour Chem Limited Plot 88/7, G I D C Phase I, Vatva, Ahmedabad-382445, Gujarat, India
2.	Mr. Shantilal Bhailal Gandhi	Mr. Shantilal Bhailal Gandhi, Mr. Maunal Shantilal Gandhi and Mr. Minku Shantilal Gandhi	Chairman and Executive Director	Up to Rs. 10 Crore	Unsecured Loan received by Ushanti Colour Chem Limited
3.	Mr. Maunal Shantilal Gandhi	Mr. Shantilal Bhailal Gandhi, Mr. Maunal Shantilal Gandhi and Mr. Minku Shantilal Gandhi	Joint Managing Director	Up to Rs. 10 Crore	Unsecured Loan received by Ushanti Colour Chem Limited
4.	Mr. Minku Shantilal Gandhi	Mr. Shantilal Bhailal Gandhi, Mr. Maunal Shantilal Gandhi and Mr. Minku Shantilal Gandhi	Joint Managing Director	Up to Rs. 10 Crore	Unsecured Loan received by Ushanti Colour Chem Limited
	Total			Up to Rs. 30.50 Crore	

The other related information as envisaged under Companies ((Meeting of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

Name of the related party	As per table above
Name of the director or key managerial personnel who is related, if any	Mr. Shantilal Gandhi, Mr. Minku Gandhi and Mr. Maunal Gandhi
Nature of relationship	As per table above

The Nature, material terms, monetary value and particulars of the contract or arrangement	As per table above
Any other information relevant or important for the members to take a decision on the proposed resolution	None

As per Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014, where an director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties to the Company, including, among others, Ushanti Colour Chem Limited group entities and Directors or Key Managerial Personnel of Ushanti Colour Chem Limited shall not participate or vote on this resolution.

The Board recommends this resolution set out in Item No. 4 of this notice for approval of Members.

Mr. Shantilal Gandhi, Mr. Minku Gandhi and Mr. Maunal Gandhi are interested in the said resolution. None of the other Directors or key managerial personnel or any relative thereof, in anyway, concerned or interested.

**By Order of the Board of Directors
For, Ushanti Colour Chem Limited**

Date: 28/08/2018
Place: Ahmedabad

Sd/-
Shantilal Bhailal Gandhi
Chairman and Executive Director
(DIN: 00118509)

Ushanti Colour Chem Limited

(Formerly Known as Ushanti Colour Chem Private Limited)

Making the world more colourful.

Leadership through Phthalocyanine Dyestuff & Pigments.

Boards' Report

Dear Members,

Your Directors are pleased to present the Twenty-Fifth Annual Report and the Company's audited financial statement for the financial year ended March 31, 2018.

Financial Results

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

Particulars	(Amount in Rs.)	
	Year ended on March 31, 2018	Year ended on March 31, 2017
Gross Income	393832718	307744407
Less: Goods and Services tax/ Excise Duty	36450680	21293905
Export incentives	7775730	8540932
Other Income	2767736	1211651
Total Income	367925504	296203085
Profit before Depreciation, Finance Costs, Exceptional items and Taxation	55631127	38202918
Less: Depreciation/Amortisation	11720674	8400222
Profit before Finance Costs, Exceptional items and Taxation	43910453	29802696
Less: Finance Costs	9772692	8965377
Profit before Exceptional items and Taxation	34137761	20837319
Add: Exceptional items	-	-
Profit before Taxation	34137761	20837319
Less: Provision for Tax - Current Tax	9752833	7005118
Add: Provision for Tax - Deferred Tax (Net)	76000	(50000)
Profit for the year	24460928	13782201

Performance / Highlights of the Company

During the year under review, your company has achieved Revenue from Operation of Rs. 3651.58 lacs as against 2949.91 lacs which recorded a growth of 23.79%.

Other Income during FY 2017-18 was Rs. 27.68 lacs as against Rs. 12.12 lacs which recorded a growth of 128.38%.

The Company recorded Profit Before Tax of Rs. 341.38 lacs as against Rs. 208.37 lacs which recorded a growth of 63.83%.

Change in the Nature of Business

There was no Change in the nature of the business of the Company done during the year.

Corporate Governance

The Equity Shares of the Company get listed on the SME platform (NSE-emerge) of NSE after closure of financial year. Further regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to

Corporate Governance is not applicable to the Company listed on the SME platform (NSE-emerge) of NSE. Hence the Company is not required to disclose information as covered under Para (C), (D) and (E) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Annual Return

The extracts of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Form MGT-9 and is attached to this Report as 'Annexure I'.

Board Meetings conducted during the year under review

During the Financial year 2017-18, 17 (Seventeen) Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Meetings were conducted on 06th April, 2017, 25th April, 2017, 05th May, 2017, 18th May, 2017, 31st August, 2017, 19th September, 2017, 05th October, 2017, 25th October, 2017, 09th November, 2017, 01st December, 2017, 31st January, 2018, 15th February, 2018, 23rd February, 2018, 13th March 2018, 16th March, 2018, 19th March, 2018 (2 Board Meeting).

The detail of attendance at the aforesaid meeting is as follows:

Name of Directors	Designation	No. of Meetings	
		Held during their respective tenures	Attended
Mr. Maunal Shantilal Gandhi	Joint Managing Director	17	17
Mr. Minku Shantibhai Gandhi	Joint Managing Director	17	17
Mr. Shantilal Bhailal Gandhi	Chairman and Executive Director	3	3
Mr. Shailesh Indradaman Patwari	Independent Director	6	6
Mrs. Hanisha Jinish Patel	Independent Director	6	6
Mrs. Purvi Tapan Trivedi	Independent Director	6	6
Mrs. Harshaben Nishithbhai Mehta	Non Executive Director	2	2

Annual General Meeting and Extra Ordinary General Meeting

The 24th Annual General Meeting (AGM) of the Company was held on September 23, 2017.

During the Financial year 2017-18, 6 (Six) Extra Ordinary General Meeting were convened and held.

Meetings were conducted on 02nd May, 2017, 03rd January, 2018, 19th February, 2018, 15th March, 2018, 24th March, 2018 (2 EOGM).

Directors' Responsibility Statement

Pursuant to section 134(5) of the Companies Act, 2013, the Directors Your Directors state that:

a) in the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, 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 the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date;

c) the Directors have taken proper and sufficient care for the 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 fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Company being unlisted, sub clause (e) of section 134(5) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Comment on Auditor's Report

The Auditors Report is annexed with the Audited Accounts of the Company. The observation made by Auditors in their Report, your Directors wish to state that the report is self - explanatory and do not require any further clarification from the Board.

Particulars of Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

The State of Company's Affairs

During the year under review the Company has put all of its efforts to serving our products to all its Customer in time. The turnover of the Company during the reporting period amounted Rs. 3651.58 lacs.

Company is listed on EMERGE Platform of National Stock Exchange Board of India as on 2nd August, 2018 as SME Listed Company.

With this information, the Directors assure the stakeholders of the Company to continue their efforts and enhance the overall performance of the Company in the coming financial years. The Directors express their gratitude towards the stakeholders for all the support the Company has received from them and hope that the Company continues to receive the same support in the coming future.

Particulars of Contracts or Arrangements made with Related Parties

The Company presents all related party transactions before the Board specifying the nature, value, and terms and conditions of the transaction. Transactions with related parties are conducted in a transparent manner with the interest of the Company and Stakeholders as utmost priority.

Particulars of Contracts entered into with Related Parties referred to in Section 188(1) of the Companies Act, 2013, in prescribed Form AOC-2 is attached as an '**Annexure II**' to this Report.

Reserve

The Company has a Closing Balance of Rs. 4,00,16,473/- (Rupees Four Crore Sixteen Thousand Four Hundred Seventy Three Only) as Reserve and Surplus as on 31/03/2018.

The Closing Balance of Reserves and Surplus is bifurcated as follows:

Sr. No.	Particulars	Amount (In Rs.)
1.	Balance at the beginning of the year	58862545/-
2.	Current Year's Profit	24460928/-
3.	Amount of Securities Premium	5563000/-
4.	Bonus Issue for the year	-48870000/-
	Total	40016473/-

Dividend

Considering the capital requirement for ongoing business expansion during the year 2017-18, the Board of Directors do not recommend any dividend on the Equity shares.

Material changes and commitment if any affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of the Report:

Apart from the Change as mentioned below, No material changes and commitments, affecting the financial position of the Company have been occurred between the end of the financial year to which this financial statements relate and the date of the report.

Listing

The company had come out with a public issue of 19,26,000 equity shares for Rs. 60 each including a share premium of Rs. 50 per equity share. The IPO had successfully completed and got huge success through subscribing by 6.00 times and the resulting shares have been listed on the Emerge Platform of NSE, Mumbai.

Depository System

The Company's total paid-up capital representing as on March 31, 2018 are now in dematerialized form.

Conversion of Company

During the year Company has been converted from Private Limited Company to Public Limited Company and necessary fresh Certificate to that effect has been issued by Deputy Registrar of Companies, Ahmedabad dated March 07, 2018. Consequent to conversion of the company the name of the Company changed from Ushanti Colour Chem Private Limited to Ushanti Colour Chem Limited.

Transfer to Investor Education and Protection Fund

The provisions of Section 125(2) of the Companies Act, 2013 does not apply as the Company has not declared and paid in last seven years so the Company was not require to transfer any amount to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to the provision of Section 125(e) of the Companies Act, 2013 as there is no amount unclaimed for a period of 7 years from the date it become due for repayment.

Conservation of energy, Technology absorption, Foreign exchange earnings and outgo

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is given as an 'Annexure III' to this Report.

Statement concerning development and implementation of Risk Management Policy of the Company

The Company has in place, a mechanism to identify, access, monitor and mitigate various risks towards the key business objectives of the Company. Major risk identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

Details of Policy Developed and Implemented by the Company on its Corporate Social Responsibility Initiatives

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

Directors and Key Managerial Personnel

Independent Director

The Board of Directors appointed Mr. Shailesh Indradaman Patwari, Mrs. Hanisha Jinish Patel and Mrs. Purvi Tapan Trivedi as an Additional (Non-executive) Independent Directors on the board as on January 31, 2018, subject to the approval of the shareholders, will hold office till the ensuing AGM and is eligible for appointment. Their Appointment as an Independent Directors were regularized in Extra Ordinary General Meeting held on March 24, 2018. All three Independent Directors have been appointed to hold office for 5 (Five) consecutive years w.e.f. 31st January 2018 to 30th January, 2023.

As per the Companies Act, 2013 the Independent Directors are not liable to retire by rotation.

Non-Executive Non Independent Director

The Board of Directors appointed Mrs. Harshaben Nishithbhai Mehta as an Additional Non Executive (Non Independent) Director on the board as on January 31, 2018, subject to the approval of the shareholders, will hold office till the ensuing AGM and is eligible for appointment.

Executive Director

The Board of Directors appointed Mr. Shantilal Bhailal Gandhi as Chairman and Additional Director on the board as on March 13, 2018, subject to the approval of the shareholders, will hold office till the ensuing AGM and is eligible for appointment. His appointment as Chairman and Director was regularized in Extra Ordinary General Meeting held on March 24, 2018.

Change in Designation of Directors

Designation of Mr. Maunal Shantilal Gandhi and Mr. Minku Shantibhai Gandhi changed from Director to Joint Managing Director in the Board Meeting held on February 15, 2018 on the terms and conditions as approved by the Board of Directors for a period of 5 (five) years, which was subsequently approved at the Extra Ordinary General Meeting ("EGM") held on the February 19, 2018.

Chief Financial Officer

Mr. Pradip Bhadrilal Parikh was appointed as the Chief Financial Officer of the Company w.e.f. 13th March, 2018 pursuant to the provision of Companies Act, 2013.

Company Secretary

Ms. Archita Jitendrakumar Shah was appointed as the Company Secretary of the Company w.e.f. 13th March, 2018 pursuant to the provision of Companies Act, 2013.

The Board Comprise of the following:

Sr. No.	Name of Director	Designation	DIN
1.	Shantilal Bhailal Gandhi	Chairman and Executive Director	00118509
2.	Minku Shantibhai Gandhi	Joint Managing Director	00118617
3.	Maunal Shantilal Gandhi	Joint Managing Director	00118559
4.	Shailesh Indradaman Patwari	Independent Director	00411439
5.	Purvi Tapan Trivedi	Independent Director	08064080
6.	Hanisha Jinish Patel	Independent Director	07190911
7.	Pradip Bhadrilal Parikh	Chief Financial Officer	-
8.	Archita Jitendrakumar Shah	Company Secretary	-

Mrs. Harshaben Nishithbhai Mehta was appointed as Additional Non Executive (Non Independent) Director of the Company as on January 31, 2018 who resigned on March 13, 2018 Due to personal and unavoidable circumstances.

Declaration by Independent Directors

The following directors are appointed as independent directors in terms of Section 149(6) of the Act ;

1. Mr. Shailesh Indradaman Patwari
2. Mrs. Purvi Tapan Trivedi
3. Mrs. Hanisha Jinish Patel

The Company has received requisite declarations/ confirmations from all the above Directors confirming their independence.

Annual Evaluation by the Board

The evaluation framework for assessing the performance of Directors as per section 134 (3) (p) of the Companies Act, 2013 was not applicable on your Company for the financial year ended March 31, 2018.

Subsidiaries, Joint Ventures And Associate Companies

Company does not have any Subsidiaries, Joint Ventures And Associate Companies.

Deposits

Your Company has neither accepted nor renewed any deposits during the year within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

Details of Money accepted by the Directors of the Company.

Pursuant to the provisions of Rule 2(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014 an aggregate amount of Rs. 5,20,63,247/- was accepted from the Directors and relatives of Directors of the Company in the financial year ended March 31, 2018.

*Amount accepted from the relatives of Directors of the Company before the conversion was made i.e. till March 07, 2018.

Auditor and Auditor's Report

Statutory Auditors

Due to pre-occupation in other assignments, resignation was given by M/s. C. R. SHAREDALAL & CO., Chartered Accountants, Ahmedabad as on March 13, 2018 and to fill the casual vacancy M/s. ANA & Associates, Chartered Accountants, Ahmedabad has been appointed as on March 15, 2018 as Statutory Auditors of your Company till the conclusion of ensuing Annual General Meeting.

M/s. ANA & Associates, Chartered Accountants, Ahmedabad are appointed as Statutory Auditors of your Company for one year from the conclusion of the 25th Annual General Meeting held on 29th September, 2018 till the conclusion of the 26th Annual General Meeting.

A written consent from them has been received along with a certificate that their appointment if made, shall be in accordance with the prescribed conditions and the said Auditors satisfy the criteria provided in Section 141 of the Companies Act, 2013. The resolution seeking of their appointment has been included in the Notice of Annual General Meeting.

Cost Auditors

Provision of Cost Audit is not applicable on your Company. Accordingly, your Company is not required to conduct the cost audit for the financial year ended March 31, 2018.

Secretarial Auditors

The provisions relating to submission of Secretarial Audit Report are not applicable to the Company for the financial year ended March 31, 2018.

Internal Auditors

The provision of Section 138 of the Companies Act, 2013 was not applicable on your Company for the financial year ended March 31, 2018. Accordingly, your Company was not required to conduct the internal audit for the financial year ended March 31, 2018.

Share Capital:

During the year 2017-18, the Company had increased its Authorized Share Capital from Rs. 60,00,000 (Rupees Sixty Lacs only) divided into 6,00,000 (Six Lacs) Equity Shares of Rs. 10 (Rupees Ten only) each ("Equity Shares") to Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10 each (Rupees Ten only) vide Extra-Ordinary General Meeting held on January 03, 2018 and March 15, 2018.

During the year on March 16, 2018 the company had issued and allotted Bonus Shares of 48,87,000 Equity Shares of Rs.10 each to existing Share Holders.

Committees of the Board

The Company being unlisted was not required to form various committees during the financial year under review. However, consequent upon listing of its Equity Shares on NSE Emerge on 2nd August, 2018, the Company has formed various Committees as required under the Companies Act, 2013.

Presently, the board has Three (3) committees i.e. Audit Committee, Nomination and Remuneration Committees, Stakeholders Relationship Committee, constitution of which are given below.

A) Composition of Audit Committee:

The Board of Directors in its meeting held on 13th March, 2018 constituted an Audit Committee in compliance with the provision of Section 177 of the Companies Act, 2013.

During the year under review, No meeting held during the year:

Name	Status	No. of Committee Meeting entitled	No. of Committee Meeting attended
Mr. Shailesh Indradaman Patwari	Chairman	0	0
Mrs. Hanisha Jinish Patel	Member	0	0
Mr. Maunal Shantilal Gandhi	Member	0	0

During the year no any meeting conducted, no any recommendations suggested by Committee and accepted by the Board.

B) Composition of Nomination and Remuneration Committee:

The Board of Directors in its meeting held on 13th March, 2018 constituted Nomination and Remuneration Committee in compliance with the provision of Section 178 of the Companies Act, 2013.

During the year under review, No meeting held during the year:

Name	Status	No. of Committee Meeting entitled	No. of Committee Meeting attended
Mrs. Hanisha Jinish Patel	Chairman	0	0
Mr. Shailesh Indradaman Patwari	Member	0	0
Mrs. Purvi Tapan Trivedi	Member	0	0

The term of reference of Nomination & Remuneration Committee is as below:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of independent directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
4. Devising a policy on Board diversity; and
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The Policy of Nomination and Remuneration Committee has been placed before Website of the Company at www.ushanti.com and the same has been also disclosed under 'Annexure IV'.

C) Stake Holder's Relationship Committee:

The Board of Directors in its meeting held on 13th March, 2018 constituted Stake Holder's Relationship Committee in compliance with the provision of Section 178 of the Companies Act, 2013.

During the year under review, No meeting held during the year:

Name	Status	No. of Committee Meeting entitled	No. of Committee Meeting attended
Mrs. Purvi Tapan Trivedi	Chairman	0	0
Mr. Shailesh Indradaman Patwari	Member	0	0
Mrs. Hanisha Jinish Patel	Member	0	0

Significant and Material Orders Passed by the Regulators or Courts or Tribunals

There has been no significant and material order passed by any regulators or courts or tribunals, impacting the going concern status of the Company and its future operations.

Vigil Mechanism / Whistle Blower Policy

The Vigil Mechanism provision does not applicable on Company for the financial year ended March 31, 2018. Therefore the Company has not constituted the Vigil Mechanism for the financial year ended March 31, 2018.

Disclosures under Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company has always been committed to provide a safe and conducive work environment to its employees. Your Directors further states that during the year under review there were no cases filed pursuant to the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013.

Particulars of Employees

The provision of section 197(12) of the Companies Act, 2013 does not apply during the financial year ended March 31, 2018.

Industrial Relations

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

Policy on Director Appointment and Remuneration

The provision of Section 178 of the Companies Act, 2013 was not applicable on your Company for the financial year ended March 31, 2018. Accordingly, your Company was not required to prepare policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under section 178(3) of the Companies Act, 2013 for the financial year ended March 31, 2018.

Acknowledgement

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors also place on record their appreciation for the contribution made by the former Directors of the Company who demitted their offices.

General Shareholder's Information

Annual General Meeting

Date & Time: 29th September, 2018 at 03:00 pm

Venue: 88/8, G I D C Phase I, Vatva, Ahmedabad-382445, Gujarat, India.

Record Date : Friday, 14th September, 2018

Registrar and Transfer Agent (RTA)

Share Transfer and all other Investor's / Shareholder's related activities are attended and processed by our Registrar and Transfer Agent. For lodgment of transfer deeds and any other documents, investors may contact M/s. Bigshare Services Private Limited, situated at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai- 400059, Maharashtra, India. Email ID: ipo@bigshareonline.com. However, shareholders holding shares in the electronic mode should address all correspondence to their respective Depository Participants.

**By Order of the Board of Directors
For, Ushanti Colour Chem Limited**

Date: 28/08/2018
Place: Ahmedabad

Sd/-	Sd/-
Shantilal Bhailal Gandhi	Minku Shantilal Gandhi
Chairman and Executive Director	Joint Managing Director
(DIN: 00118509)	(DIN: 00118617)

Annexure Index

Annexure	Particulars
I	Form MGT 9 - Extract of Annual Return
II	Form AOC 2 - Statement of Contracts or Arrangements with Related Parties.
III	Details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo.
IV	Policy of Nomination and Remuneration Committee

ANNEXURE I**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	U24231GJ1993PLC019444
ii	Registration Date	12-05-1993
iii	Name of the Company	Ushanti Colour Chem Limited (Formerly Known as Ushanti Colour Chem Private Limited)
iv	Category/Sub-category of the Company	Indian Non-Government Company/ Company limited by shares
v	Address of the Registered office & contact details	88/8, G I D C Phase I, Vatva, Ahmedabad-382445, Gujarat, India
vi	Whether listed company	No*
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Bigshare Services Private Limited Corporate Office: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai- 400059, Maharashtra, India. Telephone: 022-62638200, Fax: 022-62638299 Email Id: ipo@bigshareonline.com Website: www.bigshareonline.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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Manufacture of dyes (includes manufacture of such dyes and colouring matters which are for final use by household/industrial/institutional consumers, manufacture of special dyes used in laboratories e.g. to colour microscopic preparations is also included)	24114	100%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	N/A				
2	N/A				
3	N/A				

* Company Got Listed on NSE SME Emerge platform w.e.f. August 02, 2018

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

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		484869	484869	99%		5375700	5375700	100%	4890831	1%
b) Central Govt.or State Govt.		0	0	0		0	0	0	0	0
c) Bodies Corporates		0	0	0		0	0	0	0	0
d) Bank/FI		0	0	0		0	0	0	0	0
e) Any other		0	0	0		0	0	0	0	0
SUB TOTAL:(A) (1)		484869	484869	99%		5375700	5375700	100%	4890831	1%
(2) Foreign										
a) NRI- Individuals		0	0	0		0	0	0	0	0
b) Other Individuals		0	0	0		0	0	0	0	0
c) Bodies Corp.		0	0	0		0	0	0	0	0
d) Banks/FI		0	0	0		0	0	0	0	0
e) Any other...		0	0	0		0	0	0	0	0
SUB TOTAL (A) (2)		0	0	0		0	0	0	0	0
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		484869	484869	99%		5375700	5375700	100%	4890831	1%
B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds		0	0	0		0	0	0	0	0
b) Banks/FI		0	0	0		0	0	0	0	0
c) Cenntral govt		0	0	0		0	0	0	0	0
d) State Govt.		0	0	0		0	0	0	0	0
e) Venture Capital Fund		0	0	0		0	0	0	0	0
f) Insurance Companies		0	0	0		0	0	0	0	0
g) FIIS		0	0	0		0	0	0	0	0

h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
a) Bodies corporates									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	3831	3831	1%	0	0	0%	-3831	-1%	
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(2):	3831	3831	1%	0	0	0%	-3831	-1%	
Total Public Shareholding (B)= (B)(1)+(B)(2)	3831	3831	1%	0	0	0%	-3831	-1%	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0%	0	0%	
Grand Total (A+B+C)	488700	488700	100%	5375700	5375700	100%	4887000	0%	

*Shares of the Ushanti Colour Chem Limited Dematerialise after Financial Year ended on 2017-18.

(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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	Minku Shantilal Gandhi	120825	24.72%	-	1351427	25.14%	-	0%
2	Maunal Shantilal Gandhi	121058	24.77%	-	1351427	25.14%	-	0%

3	Shantilal Bhailal Gandhi	155478	31.81%	-	1710247	31.81%	-	0%
4	Mona Maunal Gandhi	43750	8.95%	-	481250	8.95%	-	0%
5	Shefali Minku Gandhi	43750	8.95%	-	481250	8.95%	-	0%
6	Minku Shantilal Gandhi HUF	2	0.00%	-	33	0.00%	-	0%
7	Maunal Shantilal Gandhi HUF	3	0.00%	-	44	0.00%	-	0%
8	Aadit Minku Gandhi	0	0.00%	-	11	0.00%	-	0%
9	Shantilal Bhailal Gandhi HUF	0	0.00%	-	11	0.00%	-	0%
10	Ushanti Dyes & Intermediates	3	0.00%	-	0	0.00%	-	0%
11	Arjun Maunal Gandhi	0	0.00%	-	0	0.00%	-	0%
	Total	484869	99.22%		5375700	100.00%		1%

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Minku Shantilal Gandhi				
	At the beginning of the year	120825	25%		
Date	Reason for Increase/Decrease				
	Allotment				
16-03-2018	Bonus			1228570	23%
	Sweat				
05-05-2017 & 23/02/2018	Other Transfer			2032	0%
	At the end of the year	1351427	25%	1351427	25%

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the Year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
2	Maunal Shantilal Gandhi				
	At the beginning of the year	121058	25%		
Date	Reason for Increase/Decrease				
	Allotment				
16-03-2018	Bonus			1228570	23%

	Sweat				
05-05-2017 & 23/02/2018	Other Transfer			1799	0%
	At the end of the year	1351427	25%	1351427	25%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
3	Shantilal Bhailal Gandhi				
	At the beginning of the year	155478	32%		
Date	Reason for Increase/Decrease				
	Allotment				
16-03-2018	Bonus			1554770	29%
	Sweat				
05-05-2017	Other Transfer		0	-1	0%
	At the end of the year	1710247	32%	1710247	32%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
4	Mona Maunal Gandhi				
	At the beginning of the year	43750	9%		
Date	Reason for Increase/Decrease				
	Allotment				
16-03-2018	Bonus			437500	8%
	Sweat				
	Other Transfer				
	At the end of the year	481250	9%	481250	9%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
5	Shefali Minku Gandhi				
	At the beginning of the year	43750	8.952322488		
Date	Reason for Increase/Decrease				
	Allotment				
16-03-2018	Bonus			437500	8%
	Sweat				
	Other Transfer				
	At the end of the year	481250	9%	481250	9%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
6	Minku Shantilal Gandhi HUF				
	At the beginning of the year	2	0%		
Date	Reason for Increase/Decrease				
	Allotment				
16-03-2018	Bonus			30	0%
	Sweat				
23-02-2018	Other Transfer			1	0%
	At the end of the year	33	0%	33	0%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
7	Maunal Shantilal Gandhi HUF				
	At the beginning of the year	3	0%		
Date	Reason for Increase/Decrease				
	Allotment				
16-03-2018	Bonus			40	0%

	Sweat				
23-02-2018	Other Transfer			1	0%
	At the end of the year	44	0%	44	0%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
8	Aadit Minku Gandhi				
	At the beginning of the year	0	0		
Date	Reason for Increase/Decrease				
	Allotment				
16-03-2018	Bonus			10	0%
	Sweat				
05-05-2017	Other Transfer			1	0%
	At the end of the year	11	0%	11	0%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
9	Shantilal Bhailal Gandhi HUF				
	At the beginning of the year	0	0%		
Date	Reason for Increase/Decrease				
	Allotment				
16-03-2018	Bonus			10	0%
	Sweat				
05-05-2017	Other Transfer			1	0%
	At the end of the year	11	0%	11	0%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
10	Ushanti Dyes & Intermediates				
	At the beginning of the year	3	0%		
Date	Reason for Increase/Decrease				
	Allotment				
	Bonus				
	Sweat				
05-05-2017	Other Transfer			-3	0%
	At the end of the year	0	0%	0	0%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
11	Arjun Maunal Gandhi				
	At the beginning of the year	0	0%		
Date	Reason for Increase/Decrease				
	Allotment				
	Bonus				
	Sweat				
05-05-2017 & 23/02/2018	Other Transfer			1	0%
	Other Transfer			-1	0%
	At the end of the year	0	0%	0	0%

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

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Asha Pradip Shah and Pradeepbhai Shah (Jt. Holder)				
	At the beginning of the year	2562	1%		
Date	Reason for Increase/Decrease				

	Allotment				
	Bonus				
	Sweat				
05-05-2017	Other Transfer			-2562	-1%
	At the end of the year	0	0	0	0%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
2	Deepak G. Gandhi and Gaurang G. Gandhi (Jt. Holder)				
	At the beginning of the year	1250	0%		
Date	Reason for Increase/Decrease				
	Allotment				
	Bonus				
	Sweat				
05-05-2017	Other Transfer			-1250	0%
	At the end of the year	0	0%	0	0%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
3	Jigishaben Shah				
	At the beginning of the year	2	0%		
Date	Reason for Increase/Decrease				
	Allotment				
	Bonus				
	Sweat				
05-05-2017	Other Transfer			-2	0%
	At the end of the year	0	0	0	0%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
4	Vinodrai C Modi HUF				
	At the beginning of the year	2	0%		
Date	Reason for Increase/Decrease				
	Allotment				
	Bonus				
	Sweat				
05-05-2017	Other Transfer			-2	0%
	At the end of the year	0	0%	0	0%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
5	Vinodrai C Modi				
	At the beginning of the year	3	0%		
Date	Reason for Increase/Decrease				
	Allotment				
	Bonus				
	Sweat				
05-05-2017	Other Transfer			-3	0%
	At the end of the year	0	0%	0	0%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
6	Vinaben Modi				
	At the beginning of the year	2	0%		
Date	Reason for Increase/Decrease				
	Allotment				
	Bonus				
	Sweat				
05-05-2017	Other Transfer			-2	0%

	At the end of the year	0	0	0	0%
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Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
7	Harshaben Mehta				
	At the beginning of the year	3	0%		
Date	Reason for Increase/Decrease				
	Allotment				
	Bonus				
	Sweat				
05-05-2017	Other Transfer			-3	0%
	At the end of the year	0	0%	0	0%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
8	Dilipbhai Desai				
	At the beginning of the year	2	0%		
Date	Reason for Increase/Decrease				
	Allotment				
	Bonus				
	Sweat				
05-05-2017	Other Transfer			-2	0%
	At the end of the year	0	0%	0	0%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
9	Lajjaben Gandhi				
	At the beginning of the year	3	0.00		
Date	Reason for Increase/Decrease				
	Allotment				
	Bonus				

	Sweat				
05-05-2017	Other Transfer			-3	0%
	At the end of the year	0	0	0	0%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
10	Pooja Shah				
	At the beginning of the year	2	0%		
Date	Reason for Increase/Decrease				
	Allotment				
	Bonus				
	Sweat				
05-05-2017	Other Transfer			-2	0%
	At the end of the year	0	0%	0	0%

(v) Shareholding of Directors & KMP

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Minku Shantilal Gandhi				
	At the beginning of the year	120825	25%		
Date	Reason for Increase/Decrease				
	Allotment				
16-03-2018	Bonus			1228570	23%
	Sweat				
05-05-2017 & 23/02/2018	Other Transfer			2032	0%
	At the end of the year	1351427	25%	1351427	25%

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
2	Maunal Shantilal Gandhi				
	At the beginning of the year	121058	25%		
	Date				
	Reason for Increase/Decrease				
	Allotment				
16-03-2018	Bonus			1228570	23%
	Sweat				
05-05-2017 & 23/02/2018	Other Transfer			1799	0%
	At the end of the year	1351427	25%	1351427	25%

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
3	Shantilal Bhailal Gandhi				
	At the beginning of the year	155478	32%		
	Date				
	Reason for Increase/Decrease				
	Allotment				
16-03-2018	Bonus			1554770	29%
	Sweat				
05-05-2017	Other Transfer			-1	0%
	At the end of the year	1710247	32%	1710247	32%

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	4,09,28,125.00	3,15,30,172.00	-	7,24,58,297.00
ii) Interest due but not paid	-	33,61,935.00	-	
iii) Interest accrued but not due	1,55,117.00	-	-	
Total (i+ii+iii)	4,10,83,242.00	3,48,92,107.00	-	7,24,58,297.00
Change in Indebtedness during the financial year				
Additions	3,39,80,629.00	1,71,71,140.00	-	5,11,51,769.00
Reduction	-	2,75,614.00	-	2,75,614.00
Net Change	3,39,80,629.00	1,74,46,754.00	-	5,14,27,383.00
Indebtedness at the end of the financial year				
i) Principal Amount	7,50,63,871.00	5,20,63,247.00	-	12,71,27,118.00
ii) Interest due but not paid	-	1,77,627.00	-	
iii) Interest accrued but not due	1,29,363.00	-	-	
Total (i+ii+iii)	7,51,93,234.00	5,22,40,874.00	-	12,71,27,118.00
	-1,29,363.00	-4,53,241.00	-	-37,92,666.00

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
		Minku Shantilal Gandhi - Joint Managing Director	Maunal Shantilal Gandhi - Joint Managing Director	Shantilal Bhailal Gandhi - Chairman and Executive Director	
1	Gross salary	67,20,000.00	67,20,000.00	-	13440000
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-

	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit				
	others (specify)				
5	Others, please specify	-	-	-	-
	Total (A)	-	-	-	13440000
	Ceiling as per the Act	As per Schedule V of the Companies Act, 2013			

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount
		Shailesh Indradaman Patwari	Purvi Tapan Trivedi	Hanisha Jinish Patel	
1	Independent Directors				-
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission				-
	(c) Others, please specify	-	-	-	-
	Director Remuneration	-	-	-	
	Director Remuneration				
	Total (1)	-	-	-	-
2	Other Non Executive Directors				
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify.	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				
	Overall Ceiling as per the Act.	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1	Gross Salary				
		-	Archita Jitendrakumar Shah	Pradip Bhadrilal Parikh	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	-	-	-

	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	as % of profit					
	others, specify					
5	Others, please specify	-	-	-	-	-
	Total	-	-	-	-	-

VII 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	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**By Order of the Board of Directors
For, Ushanti Colour Chem Limited**

Date:28/08/2018
Place:Ahmedabad

Sd/-
Shantilal Bhailal Gandhi
Chairman and Executive Director
(DIN: 00118509)

Sd/-
Minku Shantilal Gandhi
Joint Managing Director
(DIN: 00118617)

Annexure II

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

Sr. No.	Particulars	Details
1.	Name of the Related Party	There were no Transactions or Arrangements which were not at Arm's length basis
2.	Nature of Relationship	
2.	Nature of contract / arrangement / transaction	
3.	Duration of contract / arrangement / transaction	
4.	Salient terms of the contract or arrangement or transaction	
5.	Justification for entering into such contracts or arrangements or Transaction	
6.	Date of approval by the Board, if any	
7.	Amount of transaction during the year	
8.	Amount paid as advances if any	
9.	Date on which the resolution was passed in General Meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at arm's length basis:

Sr. No.	Particulars	Details
1.	Name of the Related Party	M/s. Ushanti Dyes & Intermediates
2.	Nature of Relationship	Owner of M/s. Ushanti Dyes & Intermediates is HUF Firm of Mr. Maunal Gandhi and Mr. Minku Gandhi
3.	Nature of contract / arrangement / transaction	Purchase Plot.
4.	Duration of contract / arrangement / transaction	As per Agreement.
5.	Salient terms of the contract or arrangement or transaction	Purchase Plot situated at Plot No. 88/8, GIDC Phase I, Vatva, Ahmedabad for business activity.
6.	Date of approval by the Board, if any	April 06, 2017
7.	Amount of transaction during the year	Rs. 20,00,000/- (Rupees Twenty Lacs Only)
10.	Amount paid as advances if any	Nil

2. Details of contracts or arrangements or transactions at arm's length basis:

Sr. No.	Particulars	Details
1.	Name of the Related Party	Shantilal Bhailal Gandhi, Mona Maunal Gandhi and Shefali Minku Gandhi
2.	Nature of Relationship	Father of Mr. Maunal Gandhi and Mr. Minku Gandhi, Wife of Mr. Maunal Shantilal Gandhi and Wife of Mr. Minku Shantilal Gandhi
3.	Nature of contract / arrangement / transaction	Salary paid by Company.
4.	Duration of contract / arrangement / transaction	12 Months, changes made if think fit by Board of

		Directors of the Company.
5.	Salient terms of the contract or arrangement or transaction	As decided by Board of Directors.
6.	Date of approval by the Board, if any	April 06, 2017
7.	Amount of transaction during the year	Rs. 3,00,000/- Per Month (Rupees Three Lacs Only) and 1,00,000/- Per Month (Rupees One Lacs Only) each to Mona Maunal Gandhi and Shefali Minku Gandhi
8.	Amount paid as advances if any	Nil

3. Details of contracts or arrangements or transactions at arm's length basis:

Sr. No.	Particulars	Details
1.	Name of the Related Party	M/s. HUF Industries
2.	Nature of Relationship	M/s. Shantilal Bhailal Gandhi HUF (Ultimately Mr. Shantilal Bhailal Gandhi) is owner of Firm and Mr. Shantilal Bhailal Gandhi is father of Mr. Maunal Gandhi and Mr. Minku Gandhi
3.	Nature of contract / arrangement / transaction	Lease property taken by Company.
4.	Duration of contract / arrangement / transaction	12 Months, any changes made if think fit by Board of Directors of the Company.
5.	Salient terms of the contract or arrangement or transaction	As decided by Board of Directors.
6.	Date of approval by the Board, if any	April 06, 2017
7.	Amount of transaction during the year	Rs. 8,70,000/- Per Year (Rupees Eight Lacs Seventy Thousand Only)
8.	Amount paid as advances if any	Nil

The Company has made necessary compliance under sub-section (1) of Section 188 of the Companies Act, 2013 and has obtained approval from shareholders if required .

**By Order of the Board of Directors
For, Ushanti Colour Chem Limited**

Date: 28/08/2018
Place: Ahmedabad

Sd/-
Shantilal Bhailal Gandhi
Chairman and Executive Director
(DIN: 00118509)

Sd/-
Minku Shantilal Gandhi
Joint Managing Director
(DIN: 00118617)

Annexure III

Details of conservation of energy, technology absorption, foreign exchange earnings and outgo

(A) Conservation of energy

The Company continues to work towards Conservation of Energy and has been taking various measures like replacement of outdated energy intensive equipment with energy saving equipment and timely maintenance of electrical equipment etc.

(B) Technology Absorption

(i)	the efforts made towards technology absorption	NIL
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NIL
	(a) the details of technology imported	NIL
	(b) the year of import;	NIL
	(c) whether the technology been fully absorbed	NIL
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL
(iv)	the expenditure incurred on Research and Development	NIL

(C) Foreign exchange earnings and Outgo

Particulars with regard to foreign exchange earnings and outgo are furnished below:

Particulars	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
Foreign Exchange Earnings	193085446.26/-	171336141.00/-
Foreign Exchange Outgo	1476894.00/-	1029687.00/-

By Order of the Board of Directors
For, Ushanti Colour Chem Limited

Date: 28/08/2018
Place: Ahmedabad

Sd/-
Shantilal Bhailal Gandhi
Chairman and Executive Director
(DIN: 00118509)

Sd/-
Minku Shantilal Gandhi
Joint Managing Director
(DIN: 00118617)

Annexure IV

Policy of Nomination and Remuneration Committee

Introduction

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Listing Agreement, as amended from time to time. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors and the said committee comprises of:

Name of Directors	Status	Designation
Mrs. Hanisha Jinish Patel	Chairman	Independent Director
Mr. Shailesh Indradaman Patwari	Member	Independent Director
Mrs. Purvi Tapan Trivedi	Member	Independent Director

Definitions

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

Objective

The objective of the policy is to ensure that

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel 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 and its goals.

Role of the Committee

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director’s performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

Appointment and Removal of Director, Key Managerial Personnel and Senior Management

- 1) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- 2) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- 3) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

Term / Tenure

- 1) Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- 2) Independent Director: An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- 3) No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Evaluation

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

Removal

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Policy for Remuneration to Directors/KMP/Senior Management Personnel

1) Remuneration to Managing Director / Whole-time Directors:

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive any, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

Implementation

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

**By Order of the Board of Directors
For, Ushanti Colour Chem Limited**

Date: 28/08/2018
Place: Ahmedabad

Sd/- Shantilal Bhailal Gandhi Chairman and Executive Director (DIN: 00118509)	Sd/- Minku Shantilal Gandhi Joint Managing Director (DIN: 00118617)
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INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF
USHANTI COLOUR CHEM LIMITED.**

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of USHANTI COLOUR CHEM LIMITED, which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) 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 Companies Act, 2013 and the Rules there under, 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.

Emphasis of Matter

We draw attention to,

Note No. 36 to the financial statements regarding non-disclosure of information, which is required under Para-119 to 126 of the AS-15 on Employee Benefits (Revised 2005).

Our opinion is not qualified in respect of this matter.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the 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 also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors Report) Order, 2016 (" the Order "), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure-A a statement on the matters specified in the paragraph 3 and 4 of the order to the extent applicable.
2. 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 appears from our examination of those books (and proper returns adequate for the purposes of our audit have been received from the branches which is also audited by us)
 - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.[and the returns received from the branches which are prepared by us]
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and
 - g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**Place : AHMEDABAD
Date : 19/06/2018**

**For ANA & ASSOCIATES
Chartered Accountants**

Sd/-
**NIRAV R CHOKSI
(Partner)
Membership No.112249
(Firm Reg. No.130797W)**

ANNEXURE-A TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of USHANTI COLOUR CHEM LIMITED for the year ended 31st March, 2018.

On the basis of the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) These fixed assets have been physically verified by the management at reasonable intervals there was no Material discrepancies were noticed on such verification.
(c) Total Assets of company includes Immovable property also and the title deeds of immovable properties are held in the name of the company.
2. Physical verification of inventory has been conducted at reasonable intervals by the management and there is no material discrepancies were noticed
3. The company has not granted loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In respect of loans, investments, guarantees, and security all mandatory provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
5. The company has not accepted any deposits.
6. Maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
7. (a) The company is regular in depositing undisputed statutory dues including provident fund, Employee's state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
(b) Dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have been deposited on time and no dispute is pending on the part of company.
8. The company hasn't made any default in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
9. The company has raised money by way of initial public offer and it has been utilized for the purpose for which those were raised. "Statement of Utilization of Money raised through Initial Public offer of Equity Shares up to and as at March 31, 2018" is also provided in the Financial Statements.
10. Neither company has done any fraud nor by its officers or employees so nothing to be disclosed separately.
11. Managerial remuneration has been paid or provided in accordance with the requisite approvals Mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. Company is not a Nidhi Company hence nothing to be disclosed for any provisions applicable on Nidhi Company.
13. All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards;

14. The company hasn't made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. The company hasn't entered into any non-cash transactions with directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For ANA & ASSOCIATES
Chartered Accountants**

Sd/-

**NIRAV R CHOKSI
(Partner)**

**Membership No.112249
(Firm Reg. No.130797W)**

Place : AHMEDABAD

Date : 19/06/2018

ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of **USHANTI COLOUR CHEM LIMITED** as of 31 March 2018 in conjunction with our audit of the 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 issued by the Institute of Chartered Accountants of India ('ICAI'). 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 on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 if 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 expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, 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 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For ANA & ASSOCIATES
Chartered Accountants**

Sd/-
NIRAV R CHOKSI
(Partner)
Membership No.112249
(Firm Reg. No.130797W)

Place : AHMEDABAD
Date : 19/06/2018

Ushanti Colour Chem Ltd
Balance Sheet as at 31st March 2018

(Amount in Rs.)

EQUITY AND LIABILITIES	Note No.	As at 31-03-2018	As at 31-03-2017
Shareholders' Funds			
Share Capital	2	53857000	4987000
Reserves and Surplus	3	40016473	64425545
		93873473	69412545
Non-Current Liabilities			
Long-term Borrowings	4	13308618	18082233
Deferred Tax Liabilities (net)	28	501000	577000
Other Long-term Liabilities	5	8487303	-
		22296921	18659233
Current Liabilities			
Short-term Borrowings	6	113818500	54376064
Trade Payables	7	61457480	66618797
Other Current Liabilities	8	13708077	14620437
Short-term Provisions	9	3187373	3628727
		192171430	139244025
	Total	308341824	227315802
ASSETS			
Non-current Assets			
Property, Plant and Equipments	10.1	144926399	106255177
Intangible Assets	10.2	2490501	3136144
Capital Work-in-progress	10.3	21495669	814923
		168912569	110206244
Non-current Investments	11	1337775	1337775
Long-term Loans and Advances	12	9347248	9216757
Other Non-current Assets	13	4677138	5562637
		15362161	16117169
Current Assets			
Inventories	14	31324144	27738498
Trade Receivables	15	62481300	51438335
Cash and Bank Balances	16	2504406	1455228
Short-term Loans and Advances	17	23138751	14296987
Other Current Assets	18	4618493	6063343
		124067094	100992390
	Total	308341824	227315803

Significant Accounting Policies

1

The accompanying notes 1 to 36 are integral part of financial statements

As per our report of even date

For, ANA & Associates
Chartered Accountants
Firm Reg. No. : 130797W

For and on behalf of the Board of directors
Ushanti Colour Chem Ltd

Sd/-
(Nirav R Choksi)
Partner
Membership No. 112249
Place : Ahmedabad
Date : 19-06-2018

Sd/-
(Maunal S. Gandhi)
Director

Sd/-
(Minku S. Gandhi)
Director

Place : Ahmedabad
Date : 19-06-2018

Ushanti Colour Chem Ltd
Statement of Profit and Loss For the Year Ended 31st March 2018

(Amount in Rs.)

	Note No.	Year Ended 31-03-2018	Year Ended 31-03-2017
INCOME			
Revenue from Operations	19	365157768	294991434
Other Income	20	2767736	1211651
TOTAL REVENUE		367925504	296203085
EXPENSES			
Cost of Material Consumed	21	194239660	141639839
Purchase of Stock-in-Trade	22	2896250	4546375
Changes in Inventories	23	(9097251)	341757
Employees Benefits Expenses	24	32678525	29597574
Finance Cost	25	9772692	8965377
Depreciation and Amortization	10.1-10.2	11078778	7864742
Amortization of Leasehold land	10.1-10.2	641896	535480
Other Expenses	26	91577193	81874622
TOTAL EXPENSES		333787742	275365766
Profit before tax		34137761	20837319
Tax Expenses			
Current Income Tax		9750000	7003000
(Excess)/ Short provision of income tax of earlier years		2833	2118
Deferred Tax		(76000)	50000
Profit for the period/(year)		24460928	13782201
Earning per equity share : Basic and Diluted	29	33.52	28.20

Significant Accounting Policies 1

The accompanying notes 1 to 36 are integral part of financial statements

As per our report of even date

For, ANA & Associates
Chartered Accountants
Firm Reg. No. : 130797W

For and on behalf of the Board of directors
Ushanti Colour Chem Ltd

Sd/-
(Nirav R Choksi)
Partner
Membership No. 112249
Place : Ahmedabad
Date: 19/06/2018

Sd/-
(Maunal S. Gandhi)
Director

Sd/-
(Minku S. Gandhi)
Director

Place : Ahmedabad
Date: 19/06/2018

Ushanti Colour Chem Ltd
Cash flow statement for the year ended on 31st March 2018

(Amount in Rs.)

	Period Ended 31-03-2018	Year Ended 31-03-2017
A :- Cash Flow from Operating Activities		
Net profit before taxation:	34137761	20837319
Adjustment for :		
Depreciation and amortization	11078778	7864742
Amortization of leasehold land	641896	535480
Profit on sale of fixed assets	(78716)	(46634)
Sundry balances written off(net)	6190	280571
Bank charges and commission	1092276	879958
Sundry balances written back(net)	(480672)	(2110)
Dividend Income	(160533)	(160533)
Interest income	(866522)	(1000503)
Interest expenses	8680416	8085419
Operating profit before working capital changes	54050874	37273709
Adjustment for :		
Trade receivables	(11042965)	(2589741)
Long-term and short-term loans & advances	(13367138)	952720
Other non-current and current assets, other bank balances	776700	(5364241)
Trade payables, short-term & long-term provisions,	(6295762)	21760554
Other current & non-current liabilities		
(Increase) / decrease in inventories	(3585646)	(3747271)
Cash Generated from operations	20536064	48285730
Direct taxes (paid)/refund(net)	(10246698)	(6693954)
Net cash from operating activities (A)	10289366	41591776
B :- Cash flow from investing activities		
Sale of investments in mutual fund	-	10000
Dividend income	160533	160533
Interest income	866522	1000503
Purchase of fixed assets	(56278505)	(13070506)
Proceeds from sale of fixed assets	222500	120000
Net cash used in investing activities (B)	(55028950)	(11779470)
C:- Cash flow from financing activities		
Bank charges and commission	(1092276)	(879958)
Interest Paid	(8680416)	(8085419)
Proceeds/(Repayment) of Short-term borrowings(Net)	59442436	(19590888)
Proceeds/(Repayment) of Long-term borrowings(Net)	(5434630)	(12444546)
Net cash from financing activities (C)	44235114	(41000811)

Ushanti Colour Chem Ltd
Cash flow statement for the year ended on 31st March 2018

(Amount in Rs.)

	Period Ended	Year Ended
	31-03-2018	31-03-2017
Net increase/(Decrease) in cash and cash equivalents (A+B+C)	(504471)	(11188504)
Cash and cash equivalents at the beginning of the year	795761	11984265
Cash and cash equivalents at the end of the year	291290	795761

Notes :

Cash and cash equivalents included in the Cash flow statement comprises:

	As at	As at
	31-03-2018	31-03-2017
Cash on hand	114461	455529
Bank balance with scheduled bank	176829	340232
	291290	795761

The above Cash Flow Statement has been prepared as per the indirect method set out in AS-3 specified under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.

Significant Accounting Policies

1

The accompanying notes 1 to 36 are integral part of financial statements

As per our report of even date

For, ANA & Associates
Chartered Accountants
 Firm Reg. No. : 130797W

For and on behalf of the Board of
Ushanti Colour Chem Ltd

Sd/-
 (Nirav R Choksi)
 Partner
 Membership No. 112249
 Place : Ahmedabad
 Date : 19-06-2018

Sd/-
 (Maunal S. Gandhi)
 Director

Sd/-
 (Minku S. Gandhi)
 Director

Place : Ahmedabad
 Date : 19-06-2018

Ushanti Colour Chem Ltd.
Notes to the financial statements for the year ended 31st March 2018

1. Significant Accounting Policies:

1.1 Basis of preparation of Financial Statements

The financial statements have been prepared under the historical cost convention, on accrual basis in accordance with Generally Accepted Accounting Principle (GAAP), and comply with the Companies Accounting Standard specified under section 133 of the Companies Act, 2013 ("the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014.

1.2 Use of Estimates

The preparation of financial statements requires estimates and assumptions which affect the reporting amount of assets, liabilities, revenues and expenses of the reporting period. The difference between the actual results and estimates are recognized in the period in which the results are known or materialized.

1.3 Property, Plant and Equipment

(a) Measurement

- (i) Land
Land is initially recognized at cost.
- (ii) Factory Building and other property, plant and equipment
Factory building and all other items of property, plant and equipment are initially recognized at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.
- (iii) Components of costs
The cost of an item of property, plant and equipment initially recognized includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

(b) Depreciation and Amortization

- (i) Leasehold Land
Premium paid on leasehold land is amortized over the period of lease.
- (ii) Other Tangible Assets
Depreciation on property, plant and equipment is calculated using the written down method to allocate their depreciable amounts over their estimated useful lives as prescribed in Schedule II to the Companies Act, 2013.

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each balance sheet date. The effects of any revision are recognized in profit or loss when the changes arise.

- (iii) Intangible Assets
Computer Software is amortized over the period of 5 years as estimated by the Company. Waste Disposal Rights are amortized over the useful life of 10 years as estimated by the Company.

(c) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment that has already been recognized is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Ushanti Colour Chem Ltd.
Notes to the financial statements for the year ended 31st March 2018

All other repair and maintenance expenses are recognized in the Statement of Profit or Loss when incurred.

(d) Disposal

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognized in the Statement of Profit or Loss.

1.4 Inventories

Inventories are valued at lower of cost or net realizable value on FIFO basis.

1.5 Revenue Recognition

- (i) Revenue from sales is recognized at the point of dispatch to the customers when risk and reward stand transfer to the customers. Sales are booked net of sales return and exclusive of sales/VAT tax.
- (ii) Export incentives and interest income are accounted for on accrual basis.
- (iii) Dividend income is recognized when the right to receive the dividend is established.

1.6 Purchase and Expenses

- (i) Purchases are shown exclusive of taxes /duties wherever input tax credit is taken and net of Trade Discounts availed from suppliers and purchase return.
- (ii) Major items of the expenses are accounted on time / pro-rata basis and necessary provisions for the same are made.

1.7 Employee Benefits

Short-term employee benefits are recognized as expenses in the Statement of Profit and Loss of the period/year in which the related service is rendered at the undiscounted amount as and when it accrues. Long term employee benefits and post employment benefits both funded and non funded are recognized as expenses in the Statement of Profit and Loss of the period/year in which the related service is rendered based on actuarial valuation done by LIC.

1.8 Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax assets is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

1.9 Provisions, Contingent Liabilities and Contingent Assets

Provision is recognized when there is a present obligation as a result of past event that probably requires an outflow of resources and reliable estimate can be made of the amount of the obligation. Disclosure for Contingent Liabilities is made when there is a possible obligation or a present obligation that may, but probably will not, requires an outflow of resources. No provision is recognized or disclosure for Contingent

Ushanti Colour Chem Ltd.
Notes to the financial statements for the year ended 31st March 2018

Liability is made when there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote. Contingent Asset is neither recognized nor disclosed in the financial statements.

1.10 Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the period/year in which an asset is identified as impaired. The impairment loss recognized in prior period is reversed if there has been a change in the estimate of recoverable amount.

1.11 Foreign Currency Transactions

- (i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of transaction.
- (ii) Monetary items denominated in foreign currencies at the period/year-end are restated at period/year-end rates.
- (iii) Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.
- (iv) Premium or discount on forward contracts for hedging foreign currency transactions are amortized and recognized in the statement of profit and loss over the period of the contract.

1.12 Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as Current investments. All other investments are classified as long- term investments. Current Investments are carried at lower of cost and quoted/fair value determined on category/item wise. Long Term Investments are stated at cost. However, Provision for diminution in the value of long-term investment is made only if such a decline is other than temporary.

1.13 Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized 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 Statement of Profit and Loss.

1.14 Government Grants

Grants and subsidy from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with. When the grant or subsidy relates to an expense item, it is netted off from the respective expenses necessary to match them on a systematic basis to the costs, which it is intended to compensate. Where the grants or subsidy relates to an asset, its value is deducted in arriving at the carrying amount of the related asset.

1.15 Leases

The company's significant leasing arrangements are in respect of operating leases for factory. The leasing arrangements are usually renewable by mutual consent at agreed terms. The aggregate lease rent payable is charged as rent in Statement of Profit & Loss.

Ushanti Colour Chem Ltd

Notes to the financial statements for the year ended 31st March 2018

	As at 31-03-2018	As at 31-03-2017
2 : Share Capital		
Authorized Share		
	100000000	6000000
10000000 (31-03-2017: 600000) Equity shares of Rs. 10/- each	<u>100000000</u>	<u>6000000</u>
Issued, Subscribed & Fully Paid-Up		
	53757000	4887000
5375700 (31-03-2017: 488700) Equity shares of Rs. 10/- each	53757000	4887000
Forfeited Shares (Amount originally paid-up)	100000	100000
	<u>100000</u>	<u>100000</u>
Total	<u><u>53857000</u></u>	<u><u>4987000</u></u>

2.1 : Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	As at 31-03-2018		As at 31-03-2017	
	Number	Rs.	Number	Number
Equity Share				
At the beginning of the period	488700	4887000	488700	4887000
Issued during the period	4887000	48870000	-	-
Outstanding at the end of the period	<u>5375700</u>	<u>53757000</u>	<u>488700</u>	<u>4887000</u>

2.2 : Details of shareholders holding more than 5% share in the company

	As at 31-03-2018		As at 31-03-2017	
	Number	% holding in class	Number	% holding in class
Name of Shareholders				
Mr. Shantilal B. Gandhi	1710247	31.81	155478	31.81
Mr. Minkubhai S. Gandhi	1351427	25.14	120825	24.72
Mr. Maunal S. Gandhi	1351427	25.14	121058	24.77
Mrs. Monaben M. Gandhi	481250	8.95	43750	8.95
Mrs. Shefaliben M. Gandhi	481250	8.95	43750	8.95
	<u>5375601</u>	<u>100.00</u>	<u>484861</u>	<u>99.21</u>

2.3 : Terms/right attached to equity shares

The company has only one class of equity share having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holder of equity shares will be entitle to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Ushanti Colour Chem Ltd
Notes to the financial statements for the year ended 31st March 2018

	As at 31-03-2018	As at 31-03-2017
3 : Reserves and Surplus		
Securities Premium Reserve		
Balance as per last financial statement	5563000	5563000
Add : Addition during the period/year	-	-
Closing balance	5563000	5563000
 Surplus in the Statement of Profit and Loss		
Balance as per last Financial Statement	58862545	45080344
Add : Profit for the year	24460928	13782201
Less: Bonus issues for the year	48870000	-
Net surplus in the Statement of Profit and Loss	34453473	58862545
Total Reserves and Surplus	40016473	64425545
 4 : Long Term Borrowings		
Term Loan (Secured)		
From Banks	1247756	1247756
From Financial Institutions	12060862	16834477
Total	13308618	18082233

4.1 : Term Loans from Banks :

(a) Vehicle loan [closing balance Rs. Nil/- (P. Y. 800000)]-carried interest @ 8.75% p.a. The loan was during the period. The loan was secured by hypothecation of the vehicle purchased there against. Current Maturity of long-term borrowings is Rs. Nil/-(P.Y. 800000)

(b) Vehicle loan [closing balance Rs. 1247756/- (P. Y. 1500000)]-carries interest @ 8.35% p.a. The loan is repayable in 60 monthly installments of Rs. 30668/- each along with interest from 05-04-2017 and last installment due on 05-03-2022. The loan is secured by hypothecation of the vehicle purchased there against. Current Maturity of long-term borrowings is Rs. 274137/-(P.Y. 252244)

4.2 : Term Loans from Financial Institutions :

(a) Term loan [closing balance Rs. 15401000/- (P. Y. Rs. 18467000/-)]-carries interest @ 9.35% to 9.95% p.a. The loan is repayable in 78 monthly installments comprising first 77 installments of Rs. 255500/- each and last 78th installment of Rs. 326500/- excluding interest from 10-10-2016 and last installment due on 10-03-2023. The loan is secured by way of : (i) Hypothecation of plant and machinery, equipment, tools, spares, accessories and all other assets acquired or proposed to be acquired under the Small Industries Development Bank of India("SIDBI") Scheme as primary security(ii) Fixed deposits and Life insurance policies of directors, company and relatives of directors(iii) Personal guarantee of Directors and Promoter of the company. Current Maturity of long-term borrowings is Rs. 3066000 (P.Y. Rs. 3066000/-)

(b) Vehicle loan [closing balance Rs. 1426138/- (P. Y. 2742524/-)]-carries interest @ 9.65% p.a. The loan is repayable in 60 monthly installments of Rs. 126458/- each along with interest from 16-04-2014 and last installment due on 16-03-2019 The loan is secured by hypothecation of the vehicle purchased there against. Current Maturity of long-term borrowings is Rs. 1426138/-(P.Y. Rs. 1309048)

5 : Long Term Liabilities

Creditors for Capital Goods	8487303	-
Total	8487303	-

Ushanti Colour Chem Ltd
Notes to the financial statements for the year ended 31st March 2018

	As at 31-03-2018	As at 31-03-2017
6 : Short Term Borrowings		
Loans repayable on demands		
From Banks(Secured)		
Cash credit facilities	3664225	2162332
Working capital facilities	58091028	20683560
Loans from related parties(unsecured)	52063247	31341952
Loans from others(unsecured)	-	188220
Total	113818500	54376064

6.1 : Short-term borrowings from Banks :

(a) Cash credit facility is secured against trade receivables of the Company. Further, it has been personally guaranteed by Directors and Promoter of the company and Third parties. It carries interest @ 10% p.a.

(b) Working capital facility is primarily secured against inventories, trade (export) receivables and collateral security of plant and equipments and factory shed of the Company as well as properties of the relatives of the directors. Further, it has been personally guaranteed by Directors and Promoter of the company and Third parties. It is repayable on demand and carries interest @ 10% p.a.

6.2 : Loans repayable on demands from Related Parties and Others :

Unsecured loans from related parties and others are taken and maintained during the year pursuant to the stipulation mentioned by the banks for loans facilities availed from them and are repayable on demand and carries interest @ 9% p.a (P.Y. 12% p.a.)

7 : Trade Payables

Trade Payables	61457480	66618797
(Note: 31 dues to micro and small enterprises)		
Total	61457480	66618797

8 : Other Current Liabilities

Current maturity of Long-term Borrowings (Note No. : 4)	4766276	5427292
Interest accrued and due on borrowings	3776276	3367708
Interest accrued but not due on borrowings	129363	155117
Advance from customers	-	357560
TDS payable	892927	1009339
Creditors for Capital Goods	1416282	943397
Other liabilities	2726953	3360025
Total	13708077	14620437

9 : Short Term Provisions

Provision for Expenses	1437373	1384863
Provision for income tax (net of advance tax)	1750000	2243864
Total	3187373	3628727

Ushanti Colour Chem Ltd
Notes to the financial statements for the year ended 31st March 2018

10.1 : Property, Plant and Equipments

Description of Assets	Gross Block				Depreciation/Amortization				Net Block	
	As at 01-04-2017	Additions	Deletions/ Adjustments	As at 31-03-2018	Upto 31-03-2017	For the year	Deletions/ Adjustments	Upto 31-03-2018	As at 31-03-2018	As at 31-03-2017
Factory Land	181800	-	-	181800	-	-	-	-	181800	181800
Leasehold Land - Dahej	53548051	15912788	-	69460839	535480	641896	-	1177376	68283463	53012571
Factory Building	18238772	8460618	-	26699390	8716956	1297566	-	10014522	16684868	9521816
Plant and Equipments	65767411	20334586	183971	85918026	32406177	6167992	123979	38450190	47467836	33361234
Pollution Control Plant	8338844	3914276	-	12253120	4969913	879758	-	5849671	6403449	3368931
Furniture & Fixtures	1225909	33950	-	1259859	1017886	54410	-	1072296	187563	208023
Vehicles	12733999	-	989914	11744085	7046321	1749679	906122	7889878	3854207	5687678
Office Equipments	723555	21450	-	745005	592970	51364	-	644334	100671	130585
Electric Fittings	2566259	1167712	-	3733971	1836855	210761	-	2047616	1686355	729404
Computers	1078604	44657	-	1123261	1025469	21605	-	1047074	76187	53135
Total	164403203	49890037	1173885	213119355	58148027	11075031	1030101	68192957	144926399	106255177
Previous Year	89471091	79154373	4222261	164403203	51276771	7790730	919474	58148027	106255177	38194321

10.2 : Intangible Assets

Description of Assets	Gross Block				Depreciation/Amortization				Net Block	
	As at 01-04-2017	Additions	Deletions/ Adjustments	As at 31-03-2018	Upto 31-03-2017	For the year	Deletions/ Adjustments	Upto 31-03-2018	As at 31-03-2018	As at 31-03-2017
Computer Software	188963	-	-	188963	64517	37793	-	102310	86653	124446
Waste Disposal Rights	6078500	-	-	6078500	3066802	607850	-	3674652	2403848	3011698
Total	6267463	-	-	6267463	3131319	645643	-	3776962	2490501	3136144
Previous Year	4817463	1450000	-	6267463	2521827	609492	-	3131319	3136144	2295636

10.3 : Capital Work in Progress

Description of Assets	Gross Block				Deletions/Adjustments				Net Block	
	As at 01-04-2017	Additions	Deletions/ Adjustments	As at 31-03-2018	Upto 31-03-2017	For the year	Deletions/ Adjustments	Upto 31-03-2018	As at 31-03-2018	As at 31-03-2017
Factory Building	814923	-	814923	-	-	-	-	-	-	814923
Leasehold Land - Dahej	-	21495669	-	21495669	-	-	-	-	21495669	-
Total	814923	21495669	814923	21495669	-	-	-	-	21495669	814923
Previous Year	7528399	814923	7528399	814923	-	-	-	-	814923	7528399

Ushanti Colour Chem Ltd
Notes to the financial statements for the year ended 31st March 2018

	<u>As at</u> <u>31-03-2018</u>	<u>As at</u> <u>31-03-2017</u>
11 : Non-current Investments		
Non-trade Long term Investments (Un-quoted, At Cost)		
53511 (31-03-2016 : 53511) Equity shares of Rs. 25/- each fully paid-up in The Kalupur Co. Op. Bank Limited	1337775	1337775
Total	<u>1337775</u>	<u>1337775</u>
12 : Long Term Loans and Advances		
(Unsecured, Considered good)		
Capital Advances	1650000	4388693
Security Deposits	3140260	688336
Other Loans and Advances		
Balance with statutory authority	4242343	3789498
Loans to Employees	-	38000
Other Advances	314645	312230
Total	<u>9347248</u>	<u>9216757</u>
13 : Other Non-current Assets		
Prepaid expenses	-	16850
Margin money deposits	4677138	5545787
Total	<u>4677138</u>	<u>5562637</u>
14 : Inventories (Note No. 1.6)		
Raw Material	10171852	15619042
Finished Goods	21006830	11909579
Packing Material	145462	209878
Total	<u>31324144</u>	<u>27738498</u>
15 : Trade receivables		
(Unsecured, Considered good)		
Outstanding for a period exceeding six month from the date they are due for payment	-	147250
Other Receivables	62481300	51291085
Total	<u>62481300</u>	<u>51438335</u>

Ushanti Colour Chem Ltd
Notes to the financial statements for the year ended 31st March 2018

	As at	As at
	31-03-2018	31-03-2017
16 : Cash and Bank Balances		
Cash and Cash Equivalents		
Balance with banks		
- In current account	114461	340232
Cash on hand	176829	455529
	<u>291290</u>	<u>795761</u>
Other bank balances		
Margin money deposits	2213116	659467
Total	<u>2504406</u>	<u>1455228</u>
17 : Short term Loans and Advances		
(Unsecured, Considered good)		
Advances for expenses	-	260002
Balance with Statutory Authority	22754501	13566503
Loans to Employees	384250	470482
Total	<u>23138751</u>	<u>14296987</u>
18 : Other Current Assets		
Interest Accrued on Fixed Deposits	252610	352799
Interest accrued but not due	1005608	1059232
Prepaid Expenses	3360275	820367
Other current assets	-	3416400
Forward Contract Receivable	-	414545
Total	<u>4618493</u>	<u>6063343</u>

Ushanti Colour Chem Ltd

Notes to the financial statements for the year ended 31st March 2018

	<u>Year Ended</u> <u>31-03-2018</u>	<u>Year Ended</u> <u>31-03-2017</u>
19 : Revenue from Operations		
Sale of products (Finished & Traded, Gross)	393804039	307538874
Scrap Sales	28679	205533
	<u>393832718</u>	<u>307744407</u>
Less: Goods and Services Tax/Excise duty	36450680	21293905
Sale of products (Net)	<u>357382038</u>	<u>286450502</u>
Other Operating Revenue		
Export incentives	7775730	8540932
Revenue from Operations	<u><u>365157768</u></u>	<u><u>294991434</u></u>
20 : Other Income		
Interest income		
On Bank Deposits	506607	546875
Others	359915	453628
Dividend income	160533	160533
Foreign Exchange Gain (net)	1181293	-
Profit on sale of fixed assets(net)	78716	46634
Profit on sale of investments	-	1871
Sundry balances written back(net)	480672	2110
Total	<u><u>2767736</u></u>	<u><u>1211651</u></u>
21 : Cost of Materials Consumed		
Opening stock of raw materials	15619042	11658187
Add: Purchases of Dyes Intermediates	188792470	145600694
	<u>204411512</u>	<u>157258881</u>
Less: Closing stock of raw materials	10171852	15619042
Total Consumption of Dyes Intermediates	<u><u>194239660</u></u>	<u><u>141639839</u></u>

Ushanti Colour Chem Ltd

Notes to the financial statements for the year ended 31st March 2018

	<u>Year Ended</u> <u>31-03-2018</u>	<u>Year Ended</u> <u>31-03-2017</u>
22 : Purchase of Stock-in-Trade		
Purchase of :		
Direct Dyes	2896250	4546375
Total	<u>2896250</u>	<u>4546375</u>
 23 : Changes in Inventories		
Inventories at the end of the year		
Finished Goods	21006830	11909579
Less:-		
Inventories at the beginning of the year		
Finished Goods	11909579	12251336
	<u>(9097251)</u>	<u>341757</u>
 24 : Employees Benefits Expenses		
Salaries, Wages, Bonus and Contribution to PF and ESI	32020873	29208607
Gratuity Fund Contribution	202767	42834
Staff Welfare Expenses	454885	346133
Total	<u>32678525</u>	<u>29597574</u>
 25 : Finance Cost		
Interest Expenses		
On Loan from Bank and Financial Institutions (Note no. 25.1 and 25.2)	4406755	3194956
On Others	4273661	4890463
Bank Charges and Commission	1092276	879958
Total	<u>9772692</u>	<u>8965377</u>

Note:

25.1. The Company has availed interest subvention of Rs. 1102348/- during the period (P.Y : Rs. 1162128/-) from bank on working capital facility which has been reduced from interest expenses.

25.2. The Company has availed interest subvention of Rs. 849866/- during the period (P.Y : Rs. 31267) from SIDBI under capital expansion scheme which has been reduced from interest expenses.

Ushanti Colour Chem Ltd

Notes to the financial statements for the year ended 31st March 2018

	<u>Year Ended</u> <u>31-03-2018</u>	<u>Year Ended</u> <u>31-03-2017</u>
26 : Other Expenses		
Packing Material Consumed	2301737	5364279
Power, Fuel and Water	44134737	31389996
Laboratory Expenses	284871	140393
Building Repairs	204472	1423368
Plant and Equipments Repairs	5088141	6278602
Pollution Control Expenses	12372821	12588574
Labour and processing charges	7420005	6449399
Sales Promotion and Advertisement	752566	1405052
Commission Expenses	4044065	1520268
Other Sales and Distribution Expenses	6063256	5212832
Insurance	2271885	2035660
Rates & Taxes	559118	1078059
Rent	870000	2310000
Office Maintenance	172825	41074
Travelling and Conveyance	1172010	654308
Payment to Auditors	202500	237500
Foreign Exchange Loss (net)	-	762309
Legal and Professional Fees	670989	277165
Vehicle Running and Maintenance	900181	756424
Telephone and Communication	475310	481951
Stationary, Printing and Other Office Expenses	1174271	827238
Donation	71300	100000
Sundry Balances Written Off	6190	280571
Miscellaneous Expenses	363943	259602
Total	<u>91577193</u>	<u>81874622</u>
 26.1 : Payment to Auditors	 <u>2017-18</u>	 <u>2016-17</u>
As Auditor:		
Audit fees	125000	140000
In other capacity:		
Taxation matters	45000	60000
Other Services	32500	32500
Reimbursement of expenses	-	5000
Total	<u>202500</u>	<u>237500</u>

Ushanti Colour Chem Ltd.
Notes to the financial statements for the year ended 31st March 2018

27. Previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

28. The deferred tax liability comprises of the following:

(Amount in Rs.)

	2017-18	2016-17
Opening Balance of Deferred Tax Liability	577000	527000
Current Period/(Year) DTA/DTL on account of timing difference due to depreciation	(76000)	50000
Closing Balance of Deferred Tax Liability	501000	577000

29. Earnings Per Shares (EPS)

(Amount in Rs.)

		2017-18	2016-17
(i)	Net Profit (Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs.)	24460928	13782201
(ii)	Weighted Average number of equity shares used as denominator for calculating EPS	729702	488700
(iii)	Basic and Diluted Earnings per Shares (Rs.)	33.52	28.20
(iv)	Face Value per equity share (Rs.)	10	10

30. Related Party Disclosures:

As per Accounting Standard 18, the disclosure of transactions with the related parties as defined in accounting Standard are given below:

(i) List of related parties where control exist and related parties with whom transactions have taken place and relationships:

Sr. No.	Name of the Party	Relationship
1	Minku S. Gandhi.	Key Managerial Personnel (KMP)
2	Maunal S. Gandhi	
3	Shantibhai B. Gandhi	
4	Smt. Shefali M. Gandhi	Relative of Key Managerial Personnel
5	Smt. Mona M. Gandhi	
6	Smt. Ushaben S. Gandhi	
7	Deepak G. Gandhi	
8	Arjun M. Gandhi	
9	Aadit M. Gandhi	
10	Shantibhai B. Gandhi H.U.F.	Enterprise in which KMP/Relative of KMP are interested as director/member/partner
11	Minku S. Gandhi H.U.F.	
12	Maunal S. Gandhi H.U.F.	
13	Ushanti Corporation	
14	HUF Industries	
15	Bai Parvati Bhailal Ranchoddas Gandhi Charitable Trust	

Ushanti Colour Chem Ltd.
Notes to the financial statements for the year ended 31st March 2018

(ii) Transactions during the year ended 31-03-18 with related parties

(Amount in Rs.)

Sr. No.	Nature of Transactions (Excluding reimbursement)	Key Managerial Personnel	Relative of Key Managerial Personnel	Enterprise in which KMP/Relativ e of KMP are interested	Total
1	Loans taken from	30515580	8920000	91149000	130584580
2	Loans repaid to	25323080	10152191	77362005	112837276
3	Remuneration/Salary	13440000	5406964	-	18846964
4	Interest Expenses	377570	1803264	1601734	3782568
5	Rent Expenses	-	-	870000	870000
6	Purchase of Fixed Assets	-	-	2000000	2000000
Outstanding Balances					
1	Loans payable	9672875	21088653	25077995	55839523
2	Other Liabilities	900243	636600	783000	2319843

(iii) Transactions during the year 2016-17 with related parties

(Amount in Rs.)

Sr. No.	Nature of Transactions (Excluding reimbursement)	Key Managerial Personnel	Relative of Key Managerial Personnel	Enterprise in which KMP/Relativ e of KMP are interested	Total
1	Loans taken from	15261642	42465055	13207500	70934197
2	Loans repaid to	26751937	28032686	22135000	76919623
3	Remuneration/Salary	13440000	6288000	-	19728000
4	Commission	-	-	864000	864000
5	Interest Expenses	174944	2437174	1103978	3716096
6	Rent Expenses	-	-	2310000	2310000
7	Donation	-	-	100000	100000
Outstanding Balances					
1	Loans payable	1230437	23607137	9849439	34687013
2	Trade payables	-	-	397800	397800
3	Other Liabilities	369633	469300	2079000	2917933

31. The Company has not received any intimation from "Suppliers" regarding their status under Micro, Small and Medium Enterprise Development Act, 2006, and hence, disclosures, if any, relating to amount unpaid as at the period end together with interest paid/payable as required under the act has not been given.

Ushanti Colour Chem Ltd.
Notes to the financial statements for the year ended 31st March 2018

32. Value of imports and value of raw materials consumed
(a) CIF value of import

(Amount in Rs.)

	2017-18	2016-17
Raw Material	Nil	Nil
Capital goods	Nil	Nil

- (b) Consumption of raw materials

	2017-18		2016-17	
	Amount (Rs.)	% of consumption	Amount (Rs.)	% of consumption
Raw materials				
Imported	Nil	Nil	Nil	Nil
Indigenous	194239660	100%	141639839	100%

33. Expenditure in foreign Currency

(Amount in Rs.)

	2017-18	2016-17
(a) Travelling	261300	33500
(b) Sales Promotion	64800	274573
(c) Foreign bank charges	560753	534772
(d) Commission	590041	136982
(e) Others	-	49860

34. Earning in foreign currency

(Amount in Rs.)

	2017-18	2016-2017
(a) FOB value of exports	193085446.26	171336141

35. Contingent Liability not provided for:
Disputed Central Excise demand Rs. 806115/- (P.Y. Rs. 806115) along with interest for the period April 2009 to March 2014.
36. Disclosure requirement as required by the AS-15 (Revised 2005), Employee Benefits are not given in view of non-availability of the required information with the company.

For, ANA & Associates
Chartered Accountants
Firm Reg. No. : 130797W

For and on behalf of the Board of directors
Ushanti Colour Chem Ltd.

Sd/-
(CA Nirav R Choksi)
Partner
Membership No. 112249
Place : Ahmedabad
Date :19-06-2018

Sd/-
(Maunal S. Gandhi)
Director

Sd/-
(Minku S. Gandhi)
Director

Place : Ahmedabad
Date :19-06-2018

Route Map of the venue for 25th Annual General Meeting of M/s. Ushanti Colour Chem Limited



25th Annual General Meeting of M/s. Ushanti Colour Chem Limited

Attendance Slip

Registered Folio No. / DP ID No./ Client	
ID No.	
Name and address of the Member(s)	
Name of the Proxy (To be filled only when a proxy attends the meeting)	
Number of Shares held	

I certify that I am a member / proxy for the member of the Company

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company held on Saturday, the 29th day of September, 2018 at 03.00 p.m. at 88/8, G I D C Phase I, Vatva, Ahmedabad-382445, Gujarat, India.

Name of the member/ proxy

Signature of member/proxy

Notes:

1. Members/Proxy attending the meeting must complete this attendance slip and hand it over at entrance.
2. Members are requested to bring their copies of the Annual Report to the Meeting.

Form No. MGT-11

Proxy form

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

CIN: U24231GJ1993PLC019444

Name of the Company: Ushanti Colour Chem Limited

Registered office: 88/8, G I D C Phase I, Vatva, Ahmedabad-382445, Gujarat, India

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Clint Id:

I/ We being the member of _____, holding _____ shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: _____, or failing him

2. Name:

Address:

E-mail Id:

Signature: _____,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of members of the Company, to be held on Saturday at the 29th day of September, 2018 at 03.00 p.m. registered office of the Company at 88/8, G I D C Phase I, Vatva, Ahmedabad-382445, Gujarat, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Optional	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2018 and Reports of Board of Directors and Report of Auditors thereon.		
2	To appoint a Director in place of Mr. Minku Shantibhai Gandhi (DIN 00118617), who retires by Rotation at this Annual General Meeting, and being eligible, offers himself for reappointment.		
3	To appoint M/s. ANA & Associates, Chartered Accountants (FRN: 130797W) as statutory auditors of the Company and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.		

Special Business			
4	To approve Related Party Transactions u/s 188 of the Companies Act, 2013 and to consider and if thought fit, to pass, with or without modification(s), the following as a Ordinary Resolution		

Signed this day of 2018

Signature of Shareholder:

Signature of Proxy holder(s):

Affix Rs. 1 Revenue Stamp

Note:

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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 25th Annual General Meeting.

3. It is optional to put an "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Please complete all details of member(s) in above box before submission.