



Ushanti
Colour Chem Limited (UCL)

(Formerly known as Ushanti Colour Chem Private Limited)

(CIN: L24231GJ1993PLC019444)

26TH ANNUAL REPORT 2018-19

...making the world more colourful
...Leadership through Phthalocyanine Dyestuff & Pigments.



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Corporate Information

Name of Company	Ushanti Colour Chem Limited
CIN	L24231GJ1993PLC019444
Financial Year	2018-2019
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	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

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

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

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
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Chief Financial Officer	Pradip Bhadrilal Parikh Email ID: cfo@ushanti.com
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Internal Auditor	Mital Dipeshbhai Shah
	Email ID: procure@ushanti.com
Statutory Auditors	M/s. ANA & Associates Chartered Accountants (Firm Registration No. 130797W)
	Address: A, 4th Floor, Galaxy Line, B/h. Samarsheshwar Temple, Law Garden, Ahmedabad-380006, Gujarat, India
	Email ID: niravana2010@gmail.com
Secretarial Auditors	M/s. Hudda and Associates Company Secretaries LLP Company Secretary Firm
	Address: E-812, Titanium City Center, Anandnagar-Prahladnagar Road, Satellite, Ahmedabad - 380015, Gujarat, India
	Email ID: buntty.hudda@yahoo.com
Bankers	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



Letter from the Chairman

Dear Stakeholders of Ushanti,

I, Shantilal Bhailal Gandhi on behalf of Board of Directors of the Company, extend a warm welcome to all of you to this 26th Annual General Meeting of the Company. The Annual Report and Audited Accounts of the company for the year ended on 31st March, 2019 have been shared with you before time and I take them as read. I am sure that you would have observed and satisfy with the good performance performed by your Company.

Your Company not only confirms the good and high profit of the Company but also assures that all the stakeholders remain satisfied with the performance and services served to them. Company walk together with all the stakeholders and with their best interest.

Company is manufacturing CPC Blue Crude Dyestuff, Direct Dyes, Turquoise Blue Reactive Dyes and also from the beginning of financial year 2018-19 commenced Alpha Blue Plant too. Due to this new plant company diversified its business, generated new source of income and fulfils the demand of the client successfully. With the continuation of this growth level, company in short span will accomplish its goals as decided by the board of directors of the Company to reach the milestones.

It is with pleasure that you would have observed the increase in operating revenue to Rs. 40.20 Cr during the year under review as against Rs. 36.52 Cr achieved during the last year. The production of your Company got increased to 1515.59 MT as against 1445.59 MT achieved during last year.

Your Company expresses gratitude towards all the financial lenders through which growth of the Company is possible. As you all know that with the help of only one source of capital it is next to impossible to survive in the market. With their financial assistance company run its business very smoothly.

Your Company is also thankful towards all the rivals having in the market because if they are not competing with us then our company will never achieve its tremendous growth.

Your Company is extremely grateful to have a great team on the Board and executives, their guidance, support and wise counsel which helped us to steer the Company safely during challenging times.

I and my colleagues in the Board are also very glad to have such an excellent team of employees in the Company who give their best efforts to accomplish the goal of the Company and help us to reach it to the next phase. Without them imagination of success of the company is not possible. Company cheers all its success with its employees too.

At the end of my speech my wholehearted thanks are due to all the Shareholders of the Company for their sustained support to the Company.

Also thanks to all Customers, Suppliers and Service Providers for their wholehearted support and cooperation.

My thanks are equally due to various departments of Central & State Governments and Banks.

Thanks again my wonderful team Ushanti for being with Ushanti.

Keep believes on us!

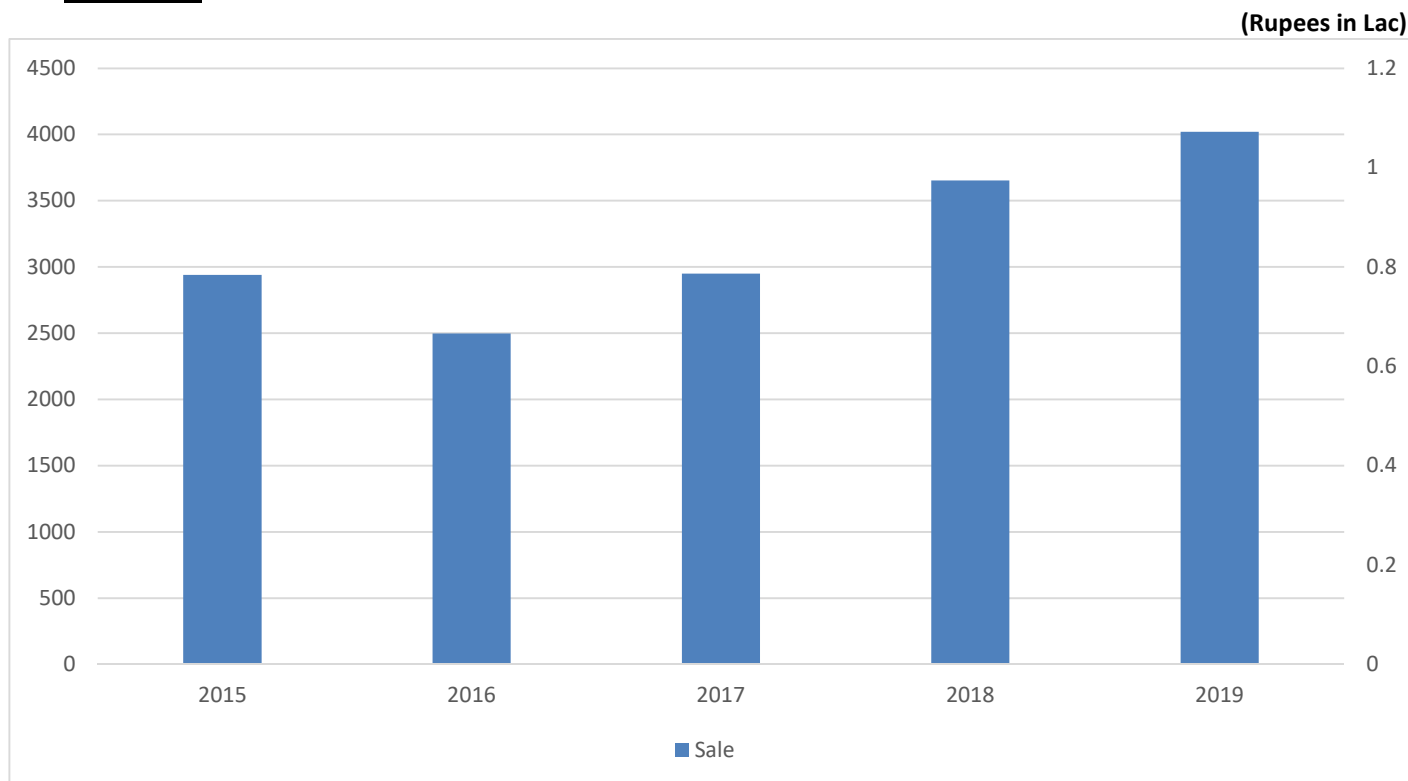
Warm regards

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

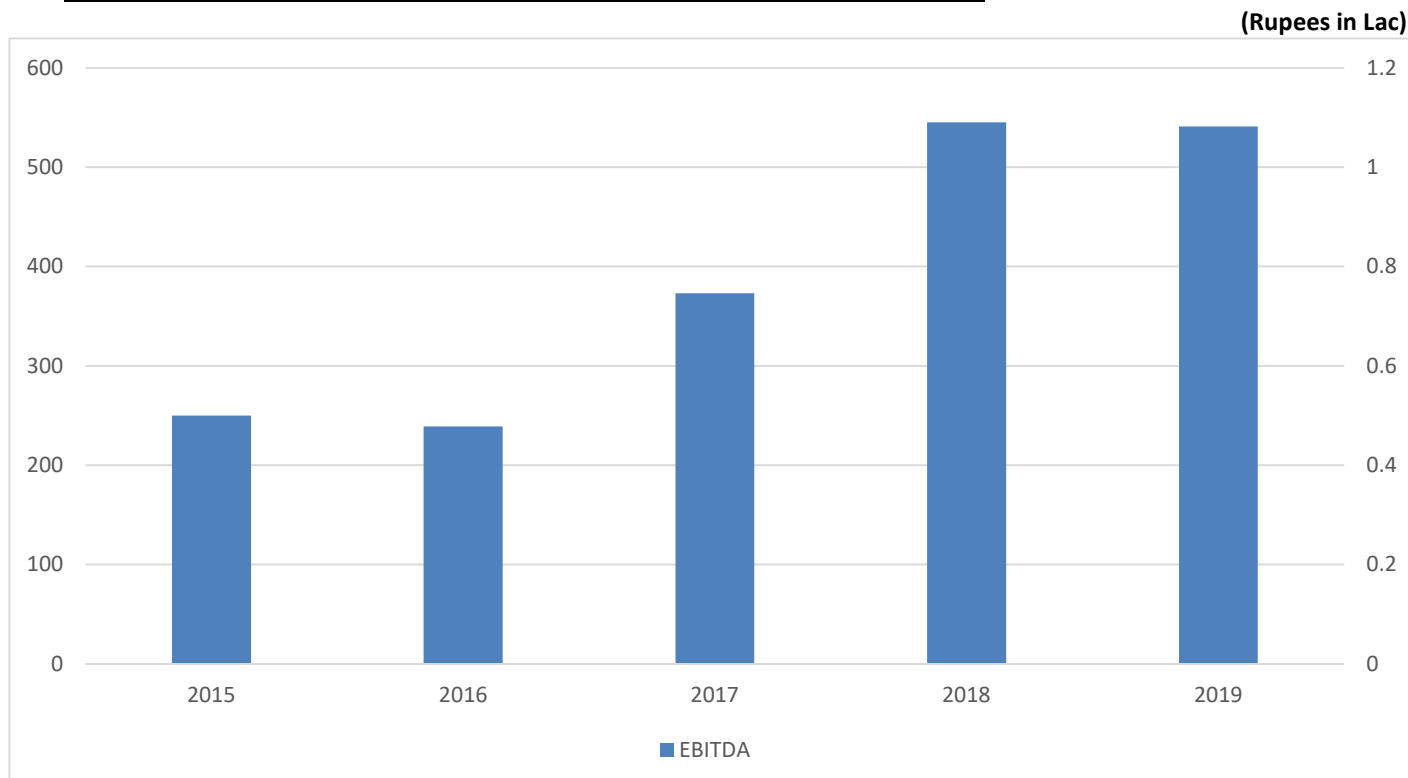


Ushanti Colour Chem Limited ("UCL")
Performance Highlights

● **Sales data**

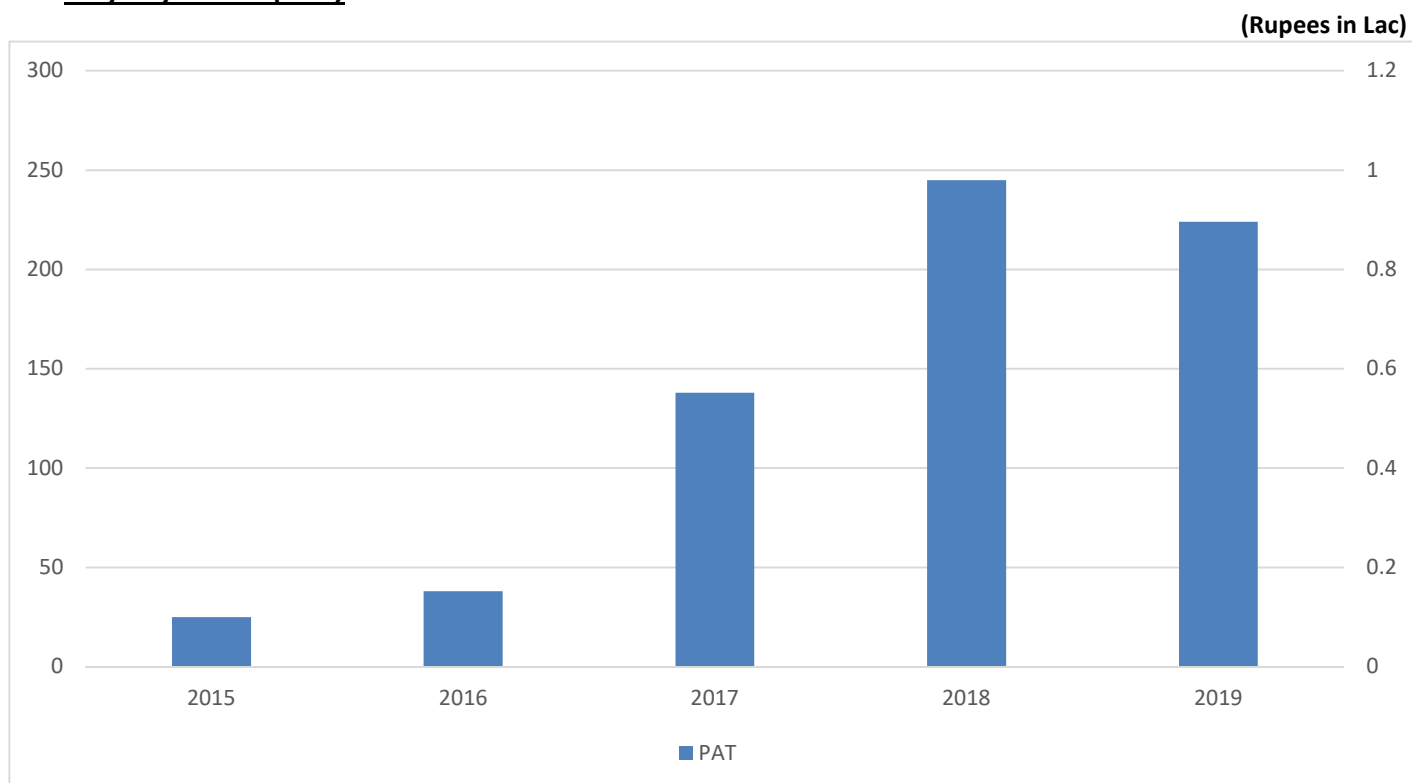


● **Earnings before interest, tax, depreciation and amortization (EBITDA)**





● **Profit after Tax (PAT)**



With the best wishes to all,

Sd/-
Shantilal Bhailal Gandhi
Chairman and Director



USHANTI COLOUR CHEM LIMITED

CIN: L24231GJ1993PLC019444

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

Tel. No.: 079-25833315/94903

Email Id: csucl@ushanti.com, Website: www.ushanti.com

Notice of the Twenty Sixth Annual General Meeting

NOTICE is hereby given that the 26th Annual General Meeting of the Members of M/s. Ushanti Colour Chem Limited (CIN: L24231GJ1993PLC019444) will be held on **Saturday, 28th day of September, 2019 at 03.00 p.m. at the Registered Office of the Company situated 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, 2019 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, 2019 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. Maunal Shantilal Gandhi (DIN 00118559), 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. Maunal Shantilal Gandhi (DIN 00118559), 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), M/s. ANA & Associates, Chartered Accountants (FRN: 130797W) be and is hereby appointed as Statutory Auditors of the Company from the conclusion of 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company for the period of five years i.e. from 2019-20 to 2023-24.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are 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."

Registered Office:

88/8, GIDC Phase I,
Vatva, Ahmedabad-382445,
Gujarat, India.

Date: 27/08/2019

Place: Ahmedabad

For and on behalf of the Board
Ushanti Colour Chem Limited

Sd/-

Archita Jitendrakumar Shah
Company Secretary



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 proxy 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, 26th September, 2019. 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. Every Shareholder entitled to vote at a meeting of the company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.

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

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

5. 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.

6. In case of joint holding, the joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.

7. 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.

8. 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.

9. In terms of Section 152 of the Companies Act, 2013, Mr. Maunal Shantilal Gandhi (DIN 00118559), 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 26th Annual General Meeting
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Maunal Shantilal Gandhi
DIN	00118559
Date of Birth and age	February 21, 1970 and 49 years
Qualification	Master of Business Administration (MBA) from University of Central Oklahoma and Bachelor of Commerce from Gujarat University
Expertise in specific Professional area	Having more than 25 years of experience in Chemical industry, mainly involve in the area of marketing, finance and R&D.
Date of Appointment	Appointed as a Director on December 15, 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 31 st March, 2019	1355427
Relationship between Directors inter se	He is Son of Mr. Shantilal Bhailal Gandhi, Chairman and Executive Director and Brother of Mr. Minku Shantilal Gandhi, Managing Director of the Company.

10. 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.

11. Notice of the AGM along with attendance slip, proxy form and annual report is being sent to all the members whose name appears in the Register of Members as on Tuesday, August 27, 2019.

The Register of Members and Share Transfer Books of the Company will be closed from Sunday, September 22, 2019 to September 28, 2019 (both days inclusive) and same will be re-opened from Sunday, September 29, 2019 onwards.

12. Members are requested to bring their copies of Annual Report at the meeting.

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

14. The Notice of the Annual General Meeting, Audited Financial Statements for 2018-19 along with Directors' Report and Auditors Report are also available on the website of the Company www.ushanti.com.

15. 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.

16. 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.

17. 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.

18. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the security market. The Members are therefore requested to submit their PAN to their depository participant(s).

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

20. Voting through electronic means

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 are be exempted from e-voting provisions.



Ushanti

Colour Chem Limited

Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE of India Limited. Therefore, Company is not providing e-voting facility to its shareholders.

Registered Office:

88/8, GIDC Phase I,
Vatva, Ahmedabad-382445,
Gujarat, India.

Date: 27/08/2019

Place: Ahmedabad

**For and on behalf of the Board
Ushanti Colour Chem Limited**

Sd/-

Archita Jitendrakumar Shah
Company Secretary



EXPLANATORY STATEMENT FOR ITEM NOS. 2, & 3 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 2

Director, Mr. Maunal Shantilal Gandhi (DIN: 00118559), retires by rotation, and being eligible, seeks re-appointment. Your Directors recommend the resolution for approval of members.

Except Mr. Maunal Shantilal Gandhi, Mr. Shantilal Bhailalbai Gandhi and Mr. Minku Shantilal Gandhi and their relatives to the extent of their shareholding, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed item no. 2.

Item no. 3

The Board of Directors at the Board Meeting held on August 27, 2019 appointed M/s. ANA & Associates, Chartered Accountants, Ahmedabad (FRN: 130797W) as a Statutory Auditor of the Company from the conclusion of 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company for the period of five years i.e. from 2019-20 to 2023-24.

As per the provisions of Companies Act, 2013 read with rules made thereunder appointment of Statutory Auditor needs to be approved by the members in a general meeting. Accordingly, the Board of Directors have recommended the appointment of M/s. ANA & Associates, Chartered Accountants, Ahmedabad to the members of the company for their approval at the Annual General Meeting by way of passing an ordinary resolution to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Thirty First Annual General Meeting .

M/s. ANA & Associates, Chartered Accountants, Ahmedabad, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

Your Directors recommend the resolution for approval of members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed item no. 3 except to the extent of their shareholding.

Registered Office:

88/8, GIDC Phase I,
Vatva, Ahmedabad-382445,
Gujarat, India.

Date: 27/08/2019

Place: Ahmedabad

**For and on behalf of the Board
Ushanti Colour Chem Limited**

Sd/-

Archita Jitendrakumar Shah
Company Secretary



Boards' Report

To the Members,

Your Directors are pleased to present the 26th Annual Report of the Company along with Audited Financial Statements for the financial year ended 31st March, 2019.

Financial Results

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

(Rs. In Rs.)

Particulars	Year ended on March 31, 2019	Year ended on March 31, 2018
Gross Income	393793588	364568690
Less: Goods and Services tax/ Excise Duty	-	7186652.13
Export incentives	8240541	7775730
Other Income	7775822	2767736
Total Income	409809951	367925504
Total Expenses	(379479058)	(333787743)
Profit before Exceptional and Extra Ordinary items and Taxation	30330893	34137761
Less: Exceptional items	-	-
Profit before Extra -Ordinary items and Taxation	30330893	34137761
Less: Extra -Ordinary items	-	-
Profit before Taxation	30330893	34137761
Less: Provision for Tax - Current Tax	8200000	9752833
Add: Provision for Tax - Deferred Tax (Net)	261000	76000
Profit for the year	22391893	24460928

Performance / Highlights of the Company

During the year under review, your company has achieved Revenue from Operation of Rs. 4020.34 lacs as against Rs. 3651.58 lacs which recorded a growth of 10.10%.

Other Income during FY 2018-19 was Rs. 77.76 lacs as against Rs. 27.68 lacs which recorded a growth of 180.92%.

The Company recorded Profit before Tax of Rs. 303.31 lacs as against Rs. 341.38 lacs which recorded a reduction of 11.15%.

Change in the Nature of Business

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

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 appended to this Report as 'Annexure I'.

Board Meetings conducted during the year under review

During the Financial year 2018-19, 21 (Twenty One) Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.



Colour Chem Limited

Meetings were conducted on 05th April, 2018, 06th April, 2018, 20th April, 2018, 27th April, 2018, 03rd May, 2018, 08th May, 2018, 09th May, 2018, 25th May, 2018, 04th June, 2018, 19th June, 2018, 16th July, 2018, 31st July, 2018, 03rd August, 2018, 25th August, 2018, 28th August, 2018, 11th September, 2018, 17th October, 2018, 01st November, 2018, 18th December, 2018, 16th January, 2019, 30th March, 2019.

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	21	21
Mr. Minku Shantibhai Gandhi	Joint Managing Director	21	21
Mr. Shantilal Bhailal Gandhi	Chairman and Executive Director	21	21
Mr. Shailesh Indradaman Patwari	Independent Director	11	11
Mrs. Hanisha Jinish Patel	Independent Director	11	11
Mrs. Purvi Tapan Trivedi	Independent Director	11	11

Annual General Meeting and Extra Ordinary General Meeting

The 25th Annual General Meeting (AGM) of the Company was held on September 29, 2018.

During the Financial year 2018-19, 2 (Two) Extra Ordinary General Meeting were convened and held.

Meetings were conducted on 01st May, 2018, 18th May, 2018.

Directors' Responsibility Statement

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

- In the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards had been followed and there are no material departures from the same,
- The Directors had 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, 2019 and of the profit of the Company for the year ended on that date,
- The Directors had 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,
- The Directors had prepared the annual accounts on a going concern basis,
- The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and
- The Directors had 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 Annual Report 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

The details of loans, guarantees, securities and investments covered under the provisions of Section 186 of the Companies Act, 2013 are provided in the financial statement.

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.

The State of Company's Affairs

During the year Company served its reputed clients best of its services and ensure that in future also will do the same. Company is thankful towards stakeholders for being associate with it because without them growth of the Company is not easily possible.

Listing: In this year company has listed its equity shares on the EMERGE Platform of National Stock Exchange of India Limited on 2nd August, 2018. Now Status of the Company is changed to SME Listed Company.

pursuant to Regulation 14 of Listing Regulation, the Annual Listing fees for the year 2019-20 have been paid within due date. The bills for annual custodian fees to NSDL & CDSL have been paid by the Company for the Securities of the Company held in dematerialized mode with them for year 2019-20.

Share Capital

Initial Public Offer ("IPO"): During the year Company come out with an IPO of Rs. 11,55,60,000/- (Rupees Eleven Crore Fifty Five Lakhs Sixty Thousand Only) comprise of 19,26,000 equity shares of Rs. 60 each (including premium of Rs. 50 each) and list its securities on EMERGE Platform of National Stock Exchange of India Limited.

Except mentioned above there is no any changes made in share capital of the Company.

Internal Financial Control and their adequacy

Your Company has an effective internal control system, which ensures that all the assets of the Company are safeguarded and protected against any loss from unauthorized use or disposition.

Your Company has also put in place adequate internal financial controls with reference to the financial statements commensurate with the size and nature of operations of the Company. During the year, such controls were tested and no material discrepancy or weakness in the Company's internal controls over financial reporting was observed.

Corporate Governance

The Equity Shares of the Company are listed on the SME platform (NSE-emerge) of NSE Limited. 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.

Reserve

The Company has a Closing Balance of Rs. 15,36,71,866/- (Rupees Fifteen Crore Thirty Six Lac Seventy One Thousand Eight Hundred Sixty Six Only) as Reserve and Surplus as on 31/03/2019.



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	4,00,16,473/-
2.	Current Year's Profit	2,23,91,893/-
3.	Amount of Securities Premium	9,12,63,500/-
	Total	15,36,71,866/-

Dividend

Considering the capital requirement for ongoing business expansion during the year 2018-19, 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:

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.

Transfer to Investor Education and Protection Fund

During the year under review, the provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend 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 on your Company for the financial year ended March 31, 2019 as per Section 135(1) of the Companies Act, 2013 and rules made there-under.

Directors and Key Managerial Personnel

In accordance with the provisions of Section 152 of the Companies Act, 2013, at the ensuing Annual General Meeting (AGM), Mr. Maunal Shantilal Gandhi (DIN: 00118559), retires by rotation and being eligible, offers himself for re-appointment. The notice convening the AGM includes the proposal for his re-appointment as director.

There was no change in the Key Managerial Personnel during the year.

The Board Comprise of the following:

Sr. No.	Name of Director	Designation	DIN
1.	Shantilal Bhailal Gandhi	Chairman and Executive Director	00118509



Ushanti

Colour Chem Limited

2.	Minku Shantibhai Gandhi	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	-

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

Pursuant to the provision of Companies Act, 2013, Rules made thereunder and as per policy of the Company, Separate meeting of independent directors was held to evaluate the performance of non-independent directors, performance of the board as a whole and performance of the chairman, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

Evaluation of the performance of the board, its committees and individual directors has been carried out after taking into consideration attendance, contribution, remuneration and other criteria as recommended by the Nomination and Remuneration Committee of the Company and reviewed by the Nomination and Remuneration Committee too.

All Directors of the company were satisfied with the evaluation process and its outcome.

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. 2,12,89,588/- was accepted from the Directors and relatives of Directors of the Company in the financial year ended March 31, 2019.

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

Auditor and Auditor's Report

Statutory Auditors

M/s. ANA & Associates, Chartered Accountants, Ahmedabad are appointed as Statutory Auditors of your Company for five years from the conclusion of the 26th Annual General Meeting held on September 28, 2019 till the conclusion of the 31st 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, 2019.

Secretarial Auditors

The Board appointed M/s. Hudda and Associates Company Secretaries LLP, Ahmedabad to conduct Secretarial Audit of the company for the financial year 2018-19, The Report pertains to Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given as an '**Annexure IV**' to this Report.

The Auditors Report is annexed with the Annual Report 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.

Internal Auditors

During the year under the preview, Company appointed Mrs. Mital Dipeshbhai Shah as Internal Auditor of the Company for the financial year 2018-19.

Committees of the Board

As Company is listed on EMERGE Platform of National Stock Exchange of India Limited, Hence Company requires to constitute various committees as per applicable provisions of Companies Act, 2013 and SEBI (Listing and Obligation Disclosure Requirement), Regulations, 2015.

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 constituted an Audit Committee in compliance with the provision of Section 177 of the Companies Act, 2013.

During the year under review, Audit Committee met 6 (Six) times viz 06th April, 2018, 19th June, 2018, 28th August, 2018, 17th October, 2018, 01st November, 2018 and 16th January, 2019. The composition of the Committee and the details of meetings attended by its members are given below:

Name	Status	No. of Committee Meeting entitled	No. of Committee Meeting attended
Mr. Shailesh Indradaman Patwari	Chairman	6	6
Mrs. Hanisha Jinish Patel	Member	6	6
Mr. Maunal Shantilal Gandhi	Member	6	6

Recommendations of Audit Committee, wherever/whenever given, have been accepted by the Board.

B) Composition of Nomination and Remuneration Committee:

The Board of Directors constituted Nomination and Remuneration Committee in compliance with the provision of Section 178 of the Companies Act, 2013.

During the year under review, Nomination and Remuneration Committee met 3 (Three) times viz 27th April, 2018, 28th August, 2018 and 30th March, 2019. The composition of the Committee and the details of meetings attended by its members are given below:

Name	Status	No. of Committee Meeting entitled	No. of Committee Meeting attended
Mrs. Hanisha Jinish Patel	Chairman	3	3



Mr. Shailesh Indradaman Patwari	Member	3	3
Mrs. Purvi Tapan Trivedi	Member	3	3

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 V'.

C) Stake Holder's Relationship Committee:

The Board of Directors constituted Stake Holder's Relationship Committee in compliance with the provision of Section 178 of the Companies Act, 2013.

During the year under review, Stake Holder's Relationship Committee met 2 (Two) times viz 17th October, 2018 and 16th January, 2019. The composition of the Committee and the details of meetings attended by its members are given below:

Name	Status	No. of Committee Meeting entitled	No. of Committee Meeting attended
Mrs. Purvi Tapan Trivedi	Chairman	2	2
Mr. Shailesh Indradaman Patwari	Member	2	2
Mrs. Hanisha Jinish Patel	Member	2	2

During the year, the Company had not received any complaints from the Shareholders. There was no complaint pending as on March 31, 2019.

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.

Reporting of Fraud

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

Vigil Mechanism / Whistle Blower Policy

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables directors and employees to disclose their concerns and grievances on Unethical Behaviour and Improper/Illegal Practices and Wrongful Conduct taking place in the Company for appropriate action. Through this Policy, the Company provides necessary safeguards to all such persons for making sheltered disclosures in good faith.

The Vigil Mechanism team was framed by Board in its Board Meeting held on 27th April, 2018 and it comprises of the following:

Sr. No.	Name	Status
1.	Mr. Maunal Shantilal Gandhi	Vigilant Officer
2.	Mr. Shailesh Indradaman Patwari	Member
3.	Mrs. Hanisha Jinish Patel	Member



During the year under review, no any grievances received by company. The Vigil Mechanism is available on the website of the Company at www.ushanti.com.

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

Disclosures with respect to remuneration of employees as per Section 197 of the Companies Act, 2013, read with Rule 5(1) & 5(2)** of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended 31st March, 2019 is given as an 'Annexure VI' to this Report.

There are no employees who are posted outside India and in receipt of a remuneration of Rs. 60.00 lakh or more per annum or Rs. 5.00 lakh or more a month.

**During the year under review, there are no employees who received remuneration of Rs. 1,02,00,000/- per annum or Rs. 8,50,000/- per month during the year hence the Company is not require to give disclosure as per Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, List of top ten employees and details thereof mentioned in the annexure.

Management and Discussion Analysis

Management and Discussion Analysis Report as an integral part of this Report required to give under Regulation 34 and Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is mentioned as an 'Annexure VII' to this report.

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

As per provision of Section 178 of the Companies Act, 2013, Company prepared 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.

The policy itself drives the remuneration criteria which depends upon performance and is reasonable and sufficient to attract, retain and motivate director for running company smoothly. The remuneration and sitting fees paid by the Company are within the salary scale approved by the Board and Shareholders.

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.

Registered Office:

88/8, GIDC Phase I,
Vatva, Ahmedabad-382445,
Gujarat, India.

Date: 27/08/2019
Place: Ahmedabad

For and on behalf of the Board
Ushanti Colour Chem Limited

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

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



ANNEXURE I TO THE BOARDS' REPORT

Form No. MGT-9

Extract of Annual Return as on the Financial Year Ended on 31/03/2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L24231GJ1993PLC019444
ii.	Registration Date	12/05/1993
iii.	Name of the Company	Ushanti Colour Chem Limited
iv.	Category / Sub-Category of the Company	Company limited by Shares/ Non-govt company
v.	Address of the Registered office and contact details	88/8, G I D C Phase I, Vatva, Ahmedabad-382445, Gujarat, India Contact No.: 079-25833315 Email Id: csucl@ushanti.com, admin@ushanti.com
vi.	Whether listed company	Yes EMERGE Platform of National Stock Exchange of India Limited
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and 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 AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	Nil				


IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
I. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	0	5375700	5375700	100	2714854	0	2714854	37.18	(62.82)
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other									
(i) Group Companies	0	0	0	0	0	0	0	0	0
(ii) Trusts	0	0	0	0	0	0	0	0	0
(iii) Directors Relatives	0	0	0	0	2712846	0	2712846	37.15	37.15
Sub-total(A)(1):-	0	5375700	5375700	100	5427700	0	5427700	74.33	(25.67)
2) Foreign									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A)(2):-	0	0	0	0	0	0	0	0	0
Total Promoter Shareholding (A)=(A)(1)+ (A)(2)	0	5375700	5375700	100	5427700	0	5427700	74.33	(25.67)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	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 Corp.	0	0	0	0	206000	0	206000	2.82	2.82



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(i) Indian (ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0	641656	0	641656	8.79	8.79
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	974000	0	974000	13.34	13.34
c) Others(Specify)									
(i) Trusts	0	0	0	0	0	0	0	0	0
(ii) Clearing Member	0	0	0	0	48344	0	48344	0.66	0.66
(iii) Non Resident Indians (NRI)	0	0	0	0	4000	0	4000	0.05	0.05
(iv) Directors Relatives	0	0	0	0	0	0	0	0	0
(v) Overseas Bodies Corporates	0	0	0	0	0	0	0	0	0
(vi) Unclaimed Suspense Account	0	0	0	0	0	0	0	0	0
d) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
Sub-total (B)(2)	0	0	0	0	1874000	0	1874000	25.67	25.67
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0	1874000	0	1874000	25.67	25.67
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	5375700	5375700	100	7301700	0	7301700	100	0

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Shantilal Bhailal Gandhi	1710247	31.81	0	1710247	23.42	0	(8.39)
2.	Minku Shantilal Gandhi	1351427	25.14	0	1359427	18.62	0	(6.52)



3.	Maunal Shantilal Gandhi	1351427	25.14	0	1355427	18.56	0	(6.58)
4.	Mona Maunal Gandhi	481250	8.95	0	481250	6.59	0	(2.36)
5.	Shefali Minku Gandhi	481250	8.95	0	481250	6.59	0	(2.36)
6.	Shantilal Bhailal Gandhi HUF	11	0.0002	0	40011	0.55	0	0.55
7.	Minku Shantilal Gandhi HUF	33	0.0006	0	33	0.0004	0	(0.0002)
8.	Maunal Shantilal Gandhi HUF	44	0.0008	0	44	0.0006	0	(0.0002)
9.	Aadit Minku Gandhi	11	0.0002	0	11	0.0001	0	(0.0001)
	Total	5375700	100	0	5427700	74.33	0	25.67

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no	Shareholding at the beginning of the year			Cumulative Shareholding during the year	
	Shareholder's Name	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Shantilal Bhailal Gandhi				
	At the Beginning of the year	1710247	31.81	1710247	31.81
Date	Reason for Increase or Decrease	The Shareholding has been changed due to issuing equity shares 19,26,000 of Rs. 60/- (including premium of Rs. 50/-) to the general public via Initial Public Offer ("IPO").			
	Allotment				
	Bonus				
	Sweat				
	Other Transfer				
	At the end of the year	1710247	23.42	1710247	23.42
2.	Minku Shantilal Gandhi				
	At the Beginning of the year	1351427	25.14	1351427	25.14
Date	Reason for Increase or Decrease	The Shareholding has been changed due to issuing equity shares 19,26,000 of Rs. 60/- (including premium of Rs. 50/-) to the general public via Initial Public Offer ("IPO").			
	Allotment				
	Bonus				
	Sweat				
	Other Transfer				
09/08/2018	Other Transfer	8000	0.11	1359427	18.62
13/08/2018		(2000)	(0.03)	1357427	18.59
17/08/2018		2000	0.03	1359427	18.62
	At the end of the year	1359427	18.62	1359427	18.62
3.	Maunal Shantilal Gandhi				
	At the Beginning of the year	1351427	25.14	1351427	25.14
Date	Reason for Increase or Decrease	The Shareholding has been changed due to issuing equity shares 19,26,000 of Rs. 60/- (including premium of Rs. 50/-) to the general public via Initial Public Offer ("IPO").			
	Allotment				
	Bonus				
	Sweat				
	Other Transfer				
09/08/2018	Other Transfer	2000	0.03	1353427	18.54
10/08/2018		2000	0.03	1355427	18.56
	At the end of the year	1355427	18.56	1355427	18.56
4.	Mona Maunal Gandhi				
	At the Beginning of the year	481250	8.95	481250	8.95



Date	Reason for Increase or Decrease	The Shareholding has been changed due to issuing equity shares 19,26,000 of Rs. 60/- (including premium of Rs. 50/-) to the general public via Initial Public Offer ("IPO").			
	Allotment				
	Bonus				
	Sweat				
	Other Transfer				
	At the end of the year	481250	6.59	481250	6.59
5.	Shefali Minku Gandhi				
	At the Beginning of the year	481250	8.95	481250	8.95
Date	Reason for Increase or Decrease	The Shareholding has been changed due to issuing equity shares 19,26,000 of Rs. 60/- (including premium of Rs. 50/-) to the general public via Initial Public Offer ("IPO").			
	Allotment				
	Bonus				
	Sweat				
	Other Transfer				
	At the end of the year	481250	6.59	481250	6.59
6.	Shantilal Bhailal Gandhi HUF				
	At the Beginning of the year	11	0.0002	11	0.0002
Date	Reason for Increase or Decrease	The Shareholding has been changed due to issuing equity shares 19,26,000 of Rs. 60/- (including premium of Rs. 50/-) to the general public via Initial Public Offer ("IPO").			
	Allotment				
	Bonus				
	Sweat				
10/08/2018	Other Transfer	8000	0.11	8011	0.11
13/08/2018		10000	0.14	18011	0.25
21/08/2018		12000	0.16	30011	0.41
23/08/2018		10000	0.14	40011	0.55
	At the end of the year	40011	0.55	40011	0.55
7.	Minku Shantilal Gandhi HUF				
	At the Beginning of the year	33	0.0006	33	0.0006
Date	Reason for Increase or Decrease	The Shareholding has been changed due to issuing equity shares 19,26,000 of Rs. 60/- (including premium of Rs. 50/-) to the general public via Initial Public Offer ("IPO").			
	Allotment				
	Bonus				
	Sweat				
	Other Transfer				
	At the end of the year	33	0.0004	33	0.0004
8.	Maunal Shantilal Gandhi HUF				
	At the Beginning of the year	44	0.0008	44	0.0008
Date	Reason for Increase or Decrease	The Shareholding has been changed due to issuing equity shares 19,26,000 of Rs. 60/- (including premium of Rs. 50/-) to the general public via Initial Public Offer ("IPO").			
	Allotment				
	Bonus				
	Sweat				
	Other Transfer				
	At the end of the year	44	0.0006	44	0.0006
9.	Aadit Minku Gandhi				
	At the Beginning of the year	11	0.0002	11	0.0002
Date	Reason for Increase or Decrease	The Shareholding has been changed due to issuing equity shares 19,26,000 of Rs. 60/- (including premium of Rs. 50/-) to the general public via Initial Public Offer ("IPO").			
	Allotment				
	Bonus				
	Sweat				
	Other Transfer				
	At the end of the year	11	0.0001	11	0.0001



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iv. Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. no	Shareholding at the beginning of the year			Cumulative Shareholding during the year	
	Shareholder's Name	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Yash Chemex Limited				
	At the Beginning of the year	0	0	0	0
Date	Reason for Increase or Decrease				
31/07/2018	Allotment- IPO Allotment	28000	0.38	28000	0.38
	Bonus				
	Sweat				
10/08/2018	Other Transfer	74000	1.01	102000	1.40
22/03/2019		(13767)	(0.19)	88233	1.21
29/03/2019		55767	0.76	144000	1.97
	At the end of the year	144000	1.97	144000	1.97
2.	Pantomath Stock Brokers Private Limited				
	At the Beginning of the year	0	0	0	0
Date	Reason for Increase or Decrease				
31/07/2018	Allotment- IPO Allotment	98000	1.34	98000	1.34
	Bonus				
	Sweat				
10/08/2018	Other Transfer	(32000)	(0.44)	66000	0.90
17/08/2018		(30000)	(0.41)	36000	0.49
24/08/2018		(12000)	(0.16)	24000	0.33
31/08/2018		(14000)	(0.19)	10000	0.14
07/09/2018		(2000)	(0.03)	8000	0.11
14/09/2018		2000	0.03	10000	0.14
12/10/2018		2000	0.03	12000	0.16
26/10/2018		(2000)	(0.03)	10000	0.14
11/01/2019		2000	0.03	12000	0.16
18/01/2019		(2000)	(0.03)	10000	0.14
08/03/2019		(4000)	(0.05)	6000	0.08
	At the end of the year	6000	0.08	6000	0.08
3.	Piyush Jashwantlal Shah				
	At the Beginning of the year	0	0	0	0
Date	Reason for Increase or Decrease				
31/07/2018	Allotment- IPO Allotment	22000	0.30	22000	0.30
	Bonus				
	Sweat				
10/08/2018	Other Transfer	42000	0.58	64000	0.88
17/08/2018		18000	0.25	82000	1.12
31/08/2018		8000	0.11	90000	1.23
07/09/2018		6000	0.08	96000	1.31
	At the end of the year	96000	1.31	96000	1.31
4.	Pritesh Y Shah (HUF)				
	At the Beginning of the year	0	0	0	0
Date	Reason for Increase or Decrease				
31/07/2018	Allotment- IPO Allotment	6000	0.08	6000	0.08
	Bonus				
	Sweat				
10/08/2018	Other Transfer	4558	0.06	10558	0.14



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24/08/2018		704	0.01	11262	0.15
31/08/2018		8738	0.12	20000	0.27
29/03/2019		76000	1.04	96000	1.31
	At the end of the year	96000	1.31	96000	1.31
5.	Pinesh Vaghjibhai Shah				
	At the Beginning of the year	0	0	0	0
Date	Reason for Increase or Decrease				
31/07/2018	Allotment- IPO Allotment	82000	1.12	82000	1.12
	Bonus				
	Sweat				
22/03/2019	Other Transfer	(28000)	(0.38)	54000	0.74
	At the end of the year	54000	0.74	54000	0.74
6.	Amishi Piyush Shah				
	At the Beginning of the year	0	0	0	0
Date	Reason for Increase or Decrease				
31/07/2018	Allotment- IPO Allotment	20000	0.27	20000	0.27
	Bonus				
	Sweat				
10/08/2018	Other Transfer	56000	0.77	76000	1.04
	At the end of the year	76000	1.04	76000	1.04
7.	Jignesh Shashikant Desai				
	At the Beginning of the year	0	0	0	0
Date	Reason for Increase or Decrease				
31/07/2018	Allotment- IPO Allotment	14000	0.19	14000	0.19
	Bonus				
	Sweat				
10/08/2018	Other Transfer	56000	0.77	70000	0.96
	At the end of the year	70000	0.96	70000	0.96
8.	Surendra Nandlal Shah				
	At the Beginning of the year	0	0	0	0
Date	Reason for Increase or Decrease				
31/07/2018	Allotment- IPO Allotment	14000	0.19	14000	0.19
	Bonus				
	Sweat				
10/08/2018	Other Transfer	50000	0.68	64000	0.88
21/09/2018		2000	0.03	66000	0.90
	At the end of the year	66000	0.90	66000	0.90
9.	Mukesh Pramodray Dave				
	At the Beginning of the year	0	0	0	0
Date	Reason for Increase or Decrease				
31/07/2018	Allotment- IPO Allotment	28000	0.38	28000	0.38
	Bonus				
	Sweat				
10/08/2018	Other Transfer	26000	0.36	54000	0.74
	At the end of the year	54000	0.74	54000	0.74
10.	Vipulkumar Utsavial Kanunga				
	At the Beginning of the year	0	0	0	0
Date	Reason for Increase or Decrease				
31/07/2018	Allotment- IPO Allotment	10000	0.14	10000	0.14
	Bonus				
	Sweat				
10/08/2018	Other Transfer	50000	0.68	60000	0.82



17/08/2018		2000	0.03	62000	0.85
24/08/2018		2000	0.03	64000	0.88
31/08/2018		(2000)	(0.03)	62000	0.85
	At the end of the year	62000	0.85	62000	0.85

v. Shareholding of Directors and Key Managerial Personnel

Sr. no	Shareholding at the beginning of the year			Cumulative Shareholding during the year	
	Shareholder's Name	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Shantilal Bhailal Gandhi				
	At the Beginning of the year	1710247	31.81	1710247	31.81
Date	Reason for Increase or Decrease	The Shareholding has been changed due to issuing equity shares 19,26,000 of Rs. 60/- (including premium of Rs. 50/-) to the general public via Initial Public Offer ("IPO").			
	Allotment				
	Bonus				
	Sweat				
	Other Transfer				
	At the end of the year	1710247	23.42	1710247	23.42
2.	Minku Shantilal Gandhi				
	At the Beginning of the year	1351427	25.14	1351427	25.14
Date	Reason for Increase or Decrease	The Shareholding has been changed due to issuing equity shares 19,26,000 of Rs. 60/- (including premium of Rs. 50/-) to the general public via Initial Public Offer ("IPO").			
	Allotment				
	Bonus				
	Sweat				
	Other Transfer				
09/08/2018	Other Transfer	8000	0.11	1359427	18.62
13/08/2018		(2000)	(0.03)	1357427	18.59
17/08/2018		2000	0.03	1359427	18.62
	At the end of the year	1359427	18.62	1359427	18.62
3.	Maunal Shantilal Gandhi				
	At the Beginning of the year	1351427	25.14	1351427	25.14
Date	Reason for Increase or Decrease	The Shareholding has been changed due to issuing equity shares 19,26,000 of Rs. 60/- (including premium of Rs. 50/-) to the general public via Initial Public Offer ("IPO").			
	Allotment				
	Bonus				
	Sweat				
	Other Transfer				
09/08/2018	Other Transfer	2000	0.03	1353427	18.54
10/08/2018		2000	0.03	1355427	18.56
	At the end of the year	1355427	18.56	1355427	18.56
4.	Shailesh Indradaman Patwari				
	At the Beginning of the year	0	0	0	0
Date	Reason for Increase or Decrease				
	Allotment				
	Bonus				
	Sweat				
	Other Transfer				
	At the end of the year	0	0	0	0
5.	Hanisha Jinish Patel				
	At the Beginning of the year	0	0	0	0
Date	Reason for Increase or Decrease				
	Allotment				
	Bonus				
	Sweat				
	Other Transfer				



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Colour Chem Limited

	Other Transfer				
	At the end of the year	0	0	0	0
6.	Purv Tapan Trivedi				
	At the Beginning of the year	0	0	0	0
Date	Reason for Increase or Decrease				
	Allotment				
	Bonus				
	Sweat				
	Other Transfer				
	At the end of the year	0	0	0	0
6.	Pradip Bhadrilal Parikh				
	At the Beginning of the year	0	0	0	0
Date	Reason for Increase or Decrease				
	Allotment				
	Bonus				
	Sweat				
	Other Transfer				
	At the end of the year	0	0	0	0
7.	Archita Jitendrakumar Shah				
	At the Beginning of the year	0	0	0	0
Date	Reason for Increase or Decrease				
	Allotment				
	Bonus				
	Sweat				
	Other Transfer				
	At the end of the year	0	0	0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning 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	-	37,76,276.00	-	37,76,276.00
iii) Interest accrued but not due	1,29,363.00	-	-	1,29,363.00
Total (i+ii+iii)	7,51,93,234.00	5,58,39,523.00	-	13,10,32,757.00
Change in Indebtedness during the financial year				
- Addition	55,88,684.00	-	-	55,88,684.00
- Reduction	77,48,043.00	3,12,25,980.00	-	(3,89,74,023.00)
Net Change	(21,59,359.00)	(3,12,25,980.00)	-	(3,33,85,339.00)
Indebtedness at the end of the financial year				



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i) Principal Amount	7,29,11,312.00	2,12,89,588.00	-	9,42,00,900.00
ii) Interest due but not paid	-	33,23,955.00	-	33,23,955.00
iii) Interest accrued but not due	1,22,563.00	-	-	1,22,563.00
Total (i+ii+iii)	7,30,33,875.00	2,46,13,543.00	-	9,76,47,418.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Minku Shantilal Gandhi- Joint Managing Director	Mr. Maunal Shantilal Gandhi- Joint Managing Director	Mr. Shantilal Bhailal Gandhi- Chairman and Executive Director	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Rs. 67,20,000.00	Rs. 67,20,000.00	RS. 36,00,000.00	Rs. 1,70,40,000.00
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify				
6.	Total (A)	Rs. 67,20,000.00	Rs. 67,20,000.00	RS. 36,00,000.00	Rs. 1,70,40,000.00
	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 MD/WTD/ Manager	Total Amount
	<u>Independent Directors</u> • Fee for attending board committee meetings • Commission • Others, please specify	----- N.A. -----	



	Total (1)	
	<u>Other Non-Executive Directors</u> • Fee for attending board committee meetings • Commission • Others, please specify	
	Total (2)	
	Total (B)=(1+2)	
	Total Managerial Remuneration	
	Overall Ceiling as per the Act	

Company has not appointed any director as Non-executive Director and not paid any fees to Independent Directors.

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	---- N.A. ----	Rs. 2,26,275.00	Rs. 6,78,200.00	Rs. 9,04,475.00
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify				
6.	Total		Rs. 2,26,275.00	Rs. 6,78,200.00	Rs. 9,04,475.00

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	----- N.A. -----
Punishment	
Compounding	
C. Other Officers In Default	
Penalty	----- N.A. -----
Punishment	
Compounding	

Registered Office:

88/8, GIDC Phase I,
Vatva, Ahmedabad-382445,
Gujarat, India.

Date: 27/08/2019
Place: Ahmedabad

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

For and on behalf of the Board
Ushanti Colour Chem Limited

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



ANNEXURE II TO THE BOARDS' REPORT

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	Mona Maunal Gandhi and Shefali Minku Gandhi
2.	Nature of Relationship	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	Up to having position of Marketing Executive in the Company, 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	August 28, 2018
7.	Amount of transaction during the year	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.



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Colour Chem Limited

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	August 28, 2018
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.

Registered Office:

88/8, GIDC Phase I,
Vatva, Ahmedabad-382445,
Gujarat, India.

Date: 27/08/2019

Place: Ahmedabad

**For and on behalf of the Board
Ushanti Colour Chem Limited**

Sd/-

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

Sd/-

Minku Shantilal Gandhi
Managing Director
(DIN: 00118617)



ANNEXURE III TO THE BOARDS' REPORT

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	2018-19 (Amount in Rs.)	2017-18 (Amount in Rs.)
Foreign Exchange Earnings	19,55,02,936.65/-	19,30,85,446.26/-
Foreign Exchange Outgo	16,62,881.00/-	14,76,894.00/-

Registered Office:

88/8, GIDC Phase I,
Vatva, Ahmedabad-382445,
Gujarat, India.

Date: 27/08/2019

Place: Ahmedabad

**For and on behalf of the Board
Ushanti Colour Chem Limited**

Sd/-

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

Sd/-

Minku Shantilal Gandhi
Managing Director
(DIN: 00118617)



ANNEXURE IV TO THE BOARDS' REPORT

Form No. MR-3

Secretarial Audit Report

For the Financial Year Ended 31st March, 2019

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

To,
The Members,
Ushanti Colour Chem Limited
(Formerly Known as Ushanti Colour Chem Private Limited)
88/8 G I D C Phase Ivatva Ahmedabad-382445, Gujarat, India.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Ushanti Colour Chem Limited (Formerly Known as Ushanti Colour Chem Private Limited) (CIN: L24231GJ1993PLC019444)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has during the audit period covering the financial year ended 31st March, 2019 ("Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the Audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the Audit period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and 2018 (Not Applicable to the Company during the Audit period);
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015



We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that-

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- (b) Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (c) All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit period under review, the event/action having a major bearing on the Company's affairs in pursuance of the above mentioned laws, rules, regulations, guidelines, standards, etc. is as mentioned below:

1. Company come out with an Initial Public Offer ("IPO") during the year and has listed its equity shares on the EMERGE Platform of National Stock Exchange of India Limited on 2nd August, 2018. Now the status of the Company is changed to SME Listed Company.
2. Passed Ordinary Resolution for Appointment of Statutory Auditor at the Annual General Meeting of the Company held on 29.09.2018 from the conclusion of the 25th Annual General Meeting till the conclusion of the 26th Annual General Meeting of the Company for the period of one consecutive years i.e. 2018-19.
3. Passed Ordinary Resolution at the annual general meeting held on 29.09.2018 for entering into Related Party Transactions u/s 188 of the Companies Act, 2013 upto Rs. 30.50 Crore for the transactions mentioned in the explanatory statement of the said resolution.

Place: Ahmedabad
Date: August 27, 2019

For Hudda & Associates
Company Secretaries LLP
Sd/-
(CS Bunty Hudda)
Designated Partner
ACS: 31507 COP: 11560

Note: This Report is to be read with my letter of above date which is annexed as Annexure A and forms an integral part of this report.



ANNEXURE – A To the Secretarial Audit Report

To,
The Members,
Ushanti Colour Chem Limited
(Formerly Known as Ushanti Colour Chem Private Limited)
88/8 G I D C Phase Ivatva Ahmedabad-382445, Gujarat, India.

My Report of even date is to be read along with this letter;

1. Maintenance of Secretarial Record is the responsibility of the management of the company. My responsibility is to express an opinion on Secretarial Records on our Audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of the financial records and books of accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Ahmedabad
Date: August 27, 2019

For Hudda & Associates
Company Secretaries LLP
Sd/-
(CS Bunty Hudda)
Designated Partner
ACS: 31507 COP: 11560



ANNEXURE V TO THE BOARDS' REPORT

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.

Registered Office:

88/8, GIDC Phase I,
Vatva, Ahmedabad-382445,
Gujarat, India.

Date: 27/08/2019

Place: Ahmedabad

Sd/-

Shantilal Bhailal Gandhi

Chairman and Executive Director

(DIN: 00118509)

For and on behalf of the Board

Ushanti Colour Chem Limited

Sd/-

Minku Shantilal Gandhi

Managing Director

(DIN: 00118617)



ANNEXURE VI TO THE BOARDS' REPORT

Disclosure under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(A) Statement of Particulars of remuneration as per Rule 5(1):

Sr. No.	Description			Note No.
1.	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Chairman and Executive Director Managing Director Joint Managing Director	17.12 31.96 31.96	1
2.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	Chairman and Director Managing Director Joint Managing Director Chief Financial Officer Company Secretary	- - - 10% 21.5%	
3.	The percentage increase in the median remuneration of employees in the financial year.		8.5%	-
4.	The number of permanent employees on the rolls of company.		60	-
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average increase of salary of employees other than the managerial persons Managerial Remuneration	8.5% -	-
6.	Affirmation that the remuneration is as per the remuneration policy of the company.	Yes, Remuneration is as per the remuneration policy of the company.	-	-

Notes:

1. Chairman and Executive Director, Managing Director and Joint Managing Director are the Whole Time Directors and others are Non-Whole-Time Directors, who are paid only sitting fees for attending the meetings of the Board and Committees thereof. Hence ratios are provided only for Whole Time Directors.

The remuneration package of the Three Whole Time Directors was approved by the Board of Directors and which were also approved by the Members of the Company at the General Meeting.

(B) Statement of Particulars of remuneration as per Rule 5(2):

a) List of top ten employees in terms of remuneration drawn:

Sr. No.	Employee Name	Designation	Nature of employment whether contractual or non-contractual	Qualification of the employee	Date of Joining	Experience	Remuneration Received (in Rs.)	Age	Last employment held by employee	Relative of any Director/ Manager of the Company
1.	Shefali Minku Gandhi	Marketing Head	Non-Contractual		15/12/1993	26 Years	Rs. 13,20,000/-	46 Years	N.A.	Wife of Minku Shantilal Gandhi
2.	Mona Maunal	Marketing Head	Non-Contractual		15/12/1993	26 Years	Rs. 13,20,000/-	48 Year	N.A.	Wife of Maunal



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	Gandhi							s		Shantilal Gandhi
3.	Biren Arvindbhai Patel	Chief Chemist	Non-Contractual	B.Sc	01/01/1999	32 Years	Rs. 9,32,400/-	55 Years	Ahmedabad Chemicals	N.A.
4.	Hemant Sanat Kashyap	Chemist	Non-Contractual	B.Sc	01/04/2011	25 Years	Rs. 8,59,200/-	49 Years	Meghmani Group	N.A.
5.	Pradip Bhadrilal Parikh	Chief Financial Officer and Head of Account Department	Non-Contractual	B.Com	01/04/1994	35 Years	Rs. 8,36,700/-	53 Years	N.A.	N.A.
6.	Kalpesh Patel	Lab Incharge	Non-Contractual	B.Sc	01/03/2010	14 Years	Rs. 7,68,000/-	41 Years	Umiya Chem	N.A.
7.	Gitaben Sureshbhai Shah		Non-Contractual		01/12/2017	1.5 Years	Rs. 5,52,000/-	69 Years	N.A.	N.A.
8.	Laxmikant Banshidhar Patel	Chemist	Non-Contractual	B.Sc	01/12/2012	22 Years	Rs. 4,20,000/-	46 Years	Chiripal Industries	N.A.
9.	Vincent Paul Mecwan	Chemist	Non-Contractual	B.Sc	01/10/2014	27 Years	Rs. 3,68,400/-	51 Years	Hindprakash	N.A.
10.	Alpesh J. Kothiya	Chemist	Non-Contractual	M.Sc	01/05/2016	7 Years	Rs. 3,56,400/-	29 Years	Bodal Chemical	N.A.

b) Employees employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees:

There was no such employees employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees.

c) Employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month:

There was no such employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month.

d) Employees employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company:

There was no such employees employed throughout the financial year or part thereof, who was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.



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Colour Chem Limited

e) Employees posted and working in a country outside India, not being directors or their relatives, drawing more than sixty lakh rupees per financial year or five lakh rupees per month:

There are no employees who are posted outside India and in receipt of a remuneration of Rs. 60.00 lakh or more per annum or Rs. 5.00 lakh or more a month.

Registered Office:

88/8, GIDC Phase I,
Vatva, Ahmedabad-382445,
Gujarat, India.

**For and on behalf of the Board
Ushanti Colour Chem Limited**

Date: 27/08/2019

Place: Ahmedabad

Sd/-

Shantilal Bhailal Gandhi

**Chairman and Executive Director
(DIN: 00118509)**

Sd/-

Minku Shantilal Gandhi

**Managing Director
(DIN: 00118617)**



ANNEXURE VII TO THE BOARDS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Strategic Location:

Ushanti Colour Chem Limited is highly involved in chemical manufacturing and marketing activity and its unit located at Vatva, Ahmedabad with having annual installed capacity of 2820 MT. Company's total production during the year was 1515.59 MT against which sale was made by Company of 1451.66 MT. Company also purchased land at Saykha, Bharuch for manufacture certain intermediates which are required for manufacturing of dyestuffs through which production capacity of manufacturing dyes increase.

In future, Company will make such strategy by which it increase its production and create demand for the manufactured product. By this it will earn high value and serve best to its stakeholders.

A. Industry structure and developments.

Basic chemicals and their related products (petrochemicals, fertilisers, paints, varnishes, glass, perfumes, toiletries, pharmaceuticals, etc.) constitute a significant part of the Indian economy. Among the most diversified industrial sectors, chemicals cover an array of more than 70,000 commercial products.

India is the seventh largest producer of chemicals globally and third largest producer in Asia in terms of output. The country ranks third globally in the production of agro chemicals and contributes around 16 per cent to the global dyestuff and dye intermediates production.

The chemical sector is expected to double to US\$ 300 billion by 2025, clocking an annual growth rate of 15-20 per cent. To achieve this, government is working on a draft chemical policy that will focus on meeting the rising demand for chemicals and reduce imports.

B. Opportunities and Threats.

Company has huge opportunity to expand business in the Dye industry. In Dye Industry has only 2 major players across the globe, India and China apart from Indonesia. In China due to increasing environmental norms and strict governmental regulations w.r.t operating a chemical industry there have been shutdowns of many facilities in China which positively impacting the dye industry in India consequently growth in Dye prices. With decrease in total supply, dye manufacturers have huge opportunity both in terms of volume and value and also as per Government of Gujarat Notification via GPCB, Notification no: GPCB/P-1/99/411451 WDT. 4TH MAY 2017 Company has been got permission to manufacture 9 of 11 intermediates at its new plant in Saykha.

Indian Dyes and Dyestuff market is highly fragmented, with 40-50% of the market being unorganized. Due to Introduction of GST, their stricter environment norms, rising compliance needs from global clients could eventually lead to a need to consolidate, large and efficient players growing higher than the industry and smaller units closing or consolidating with large players.

Apart from this opportunity Company face challenges include, Company deals in hazardous chemicals. Hence here there is huge amount of compliance risk wherein it is obvious to state that if the Company fails to comply with Environmental Laws and Regulations, the results of operations will be adversely affected, another is Company faces tough competition in terms of pricing and customer base. Further, there is contingency on the longevity of benefit accruing due to restrictions in China. There may be turnaround in China's dye industry which possess huge threat to Indian market.

However, our company has been successful enough to compete with them with increasing market share.



C. Segment-wise or product-wise performance.

Financial Performance

(Amount in Rs.)

Particulars	2018-19	2017-18
Revenue from Operations	40,20,34,129.00/-	36,51,57,768.00/-
EBDT	4,62,12,399.00/-	4,58,58,435.00/-
Profit after Tax	2,23,91,893.00/-	2,44,60,928.00/-

During the year under review, your company has achieved Revenue from Operation of Rs. 4020.34 lacs as against Rs. 3651.58 lacs which recorded a growth of 10.10%.

The Company recorded Earning before Depreciation and Tax of Rs. 462.12 lacs as against Rs. 458.58 lacs which recorded a growth of 0.77%.

The Company recorded Profit after Tax of Rs. 223.92 lacs as against Rs. 244.61 lacs which recorded a reduction of 08.46%.

Geographic Revenue Analysis

(Amount in Rs.)

Particulars	2018-19	2017-18
Domestic	20,65,31,192.35/-	17,20,72,321.74/-
Export	19,55,02,936.65/-	19,30,85,446.26/-

D. Outlook.

The company expects a positivity in revenue and growth in FY 2019-20. Revenue will be dictated by:-

- The biggest source of upside potential will be exports.
- The company is on a consistent path of expanding its capacity of Dyestuff business.
- The company has started manufacturing alpha blue pigments

Outlook as provided above is based on certain assumption and expectation of future events, eco-political and other development across the country, the Company cannot guarantee that from these sources company will generate revenue. The Company's actual results, performance or achievements could thus differ from those projected in above dictated key points or dictated in any other forward looking statement. The Company assumes no responsibility to publicly amend or review any such statement on the basis of subsequent development, information or events.

E. Risks and concerns.

Major risk in Chemical Industry is Company deals in hazardous chemicals. Hence here there is huge amount of compliance risk wherein it is obvious to state that if the Company fails to comply with Environmental Laws and Regulations, the results of operations will be adversely affected, another is Company faces tough competition in terms of pricing and customer base. Further, there is contingency on the longevity of benefit accruing due to restrictions in China. There may be turnaround in China's dye industry which possess huge threat to Indian market.

F. Internal control systems and their adequacy.

The Company has an adequate and efficient internal control system, which provide protection to all its assets against loss from unauthorised use and for correct reporting of transactions. The Company has put in place proper controls, which are reviewed at regular intervals to ensure that transactions are properly authorised and correctly reported and assets are safeguarded. The Audit Committee of the Board addresses issue raised by Auditor. The internal control system are implemented to safeguard the company's assets from loss and damages. To keep constant check on cost structure and to provide adequate financial and accounting controls and implement accounting standards. In addition to above, the Company has formulated a vigil Mechanism (Whistle Blower Policy) for its Directors and Employees of the Company for reporting genuine concern about unethical practices and suspected malpractices.



G. Discussion on financial performance with respect to operational performance.

The Company has been continued to grow during the Financial Year 2018-19 in the segment in which company operate. During the year under review, company has been earned income of Rs. 4020.34 lacs as against Rs. 3651.58 lacs which recorded a growth of 10.10%.

The Company recorded Profit before Tax of Rs. 303.31 lacs as against Rs. 341.38 lacs which recorded a reduction of 11.15%.

The Company recorded Net Profit of Rs. 223.92 lacs as against Rs. 244.61 lacs which recorded a reduction of 08.46%.

H. Material developments in Human Resources / Industrial Relations front, including number of people employed.

The Company has in place adequate number of employees as required in its registered office and its factory and also hire from contractor as and when needed. Professionals with required amount of experience and knowledge are hired on need to need basis by the Company.

The Industrial relation of the Company with various suppliers, customers, financial lenders and employee is cordial. There are total 60 Employees on payroll of the Company.

(I) Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:

Particulars	FY ended March 31, 2019	FY ended March 31, 2018	% Change between Current FY & Previous FY	Explanation
Debtors Turnover	82	64	28.12	For achieving our sales target, We have to give more credit period to our export and local debtors. This is the reason Company's credit period increased during the year as compared to FY 17-18.
Inventory Turnover	5.72	5.88	-2.72	N.A.
Interest Coverage Ratio	4.32	4.49	-3.95	N.A.
Current Ratio	1.09	0.65	69.23	The Current Ratio of Company has increased significantly due to certain amount of IPO funds not utilised till Mar'19 being invested in bank resulting in higher Current assets.
Debt Equity Ratio	0.74	2.28	-67.69	Due to payment made on borrowing from IPO proceeds, Debt Equity Ratio has decreased significantly in FY 18-19 as compared to FY 17-18.
Operating Profit Margin (%)	10.03	12.29	-18.41	N.A.
Net Profit Margin (%)	5.46	6.65	-17.81	N.A.
Return on Net Worth (%)	9.87	26.06	-62.11	During the year, the Company has come up with Initial Public Offer ("IPO"), the shareholders' funds have increased significantly in FY 18-19 as compared to FY 17-18. This along with slight decline in earnings has resulted in lower RONW in FY 18-19 as compared to FY 17-18.



2. Disclosure of Accounting Treatment.

The Company has followed all the treatments in the Financial Statement as per the prescribed Accounting Standards.

Registered Office:

88/8, GIDC Phase I,
Vatva, Ahmedabad-382445,
Gujarat, India.

Date: 27/08/2019

Place: Ahmedabad

**For and on behalf of the Board
Ushanti Colour Chem Limited**

Sd/-

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

Sd/-

Minku Shantilal Gandhi
Managing Director
(DIN: 00118617)



Independent Auditors' Report

**TO THE MEMBERS OF
USHANTI COLOUR CHEM LIMITED
Report on the audit of the Standalone Financial Statements**

Opinion

We have audited the accompanying financial statements of **USHANTI COLOUR CHEM LIMITED**, which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss and 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, 2019;
- b) In the case of the Statement of Profit and Loss, the profit for the year ended on that date.
- c) In the case of the Statement of Cash Flow 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Responsibility of Management for Standalone 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.

The Board of Directors is also responsible for overseeing the company's financial reporting process.



Auditor's Responsibilities 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.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's 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.
- 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.
- 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, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure 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.

**For ANA & ASSOCIATES
Chartered Accountants**

Sd/-

**CA NIRAV R CHOKSI
(Partner)**

**Membership No. 112249
Firm Reg. No.0130797W**

**Place : Ahmedabad
Date : 27/05/2019**



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, 2019.

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

1.
 - a. In our opinion and according to the information and explanation given to us, the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b. In our opinion, the fixed assets have been physically verified by the management at reasonable intervals having regard to the size of the company and the nature of its assets. 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. As explained to us, physical verification of the inventories have been conducted at reasonable interval by the management, which in our opinion is reasonable, having regard to the size of the company and nature of its inventories. No material discrepancies were noticed on such physical verification.
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 deposits, within the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 therefore the provisions of paragraph 3(v) of the order are not applicable to the company.
6. The central government has not prescribed the maintenance of cost records under section 148(1) of the Act, in respect of any of the company's products and hence clause VI of the order is not applicable.
7.
 - a. According to the records of the company undisputed statutory dues including provident fund, income tax, service tax, value added tax, cess, excise duty, GST and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance & custom duty. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31 March 2019 for a period of more than six months from the date they became payable.
 - b. According to the information and explanations given to us, there are no material dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited with the appropriate authorities on account of any dispute.
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 moneys by way of initial public offer amounting to Rs. 11.55 crore and it has been utilized for the purpose for which those were raised except as stated in the "Statement of Utilization of Money raised through Initial Public offer of Equity Shares up to and as at March 31, 2019" provided by the management.
10. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have



Ushanti

Colour Chem Limited

neither come across any instances of material fraud by the company by its officers or employees, noticed or reported during the year, nor we have been informed of any such case by the management

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. The company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of clause 3(xii) of the order are not applicable to the company.
13. As per the information provided all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence the clause 3(xiv) is not applicable to the company.
15. As per the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and hence the provisions of section 192 of Companies Act, 2013 are not applicable.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence this clause is not applicable.

**For ANA & ASSOCIATES
Chartered Accountants**

Sd/-

**CA NIRAV R CHOKSI
(Partner)**

**Membership No. 112249
Firm Reg. No.0130797W**

**Place : Ahmedabad
Date : 27/05/2019**



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 2019 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 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For ANA & ASSOCIATES
Chartered Accountants**

Sd/-

**CA NIRAV R CHOKSI
(Partner)**

**Membership No. 112249
Firm Reg. No.0130797W**

Place : Ahmedabad

Date : 27/05/2019



Ushanti

Colour Chem Limited

Ushanti Colour Chem Limited

Balance Sheet as at 31st March 2019

(Amount in Rs.)

EQUITY AND LIABILITIES	Note No.	As at 31-03-2019	As at 31-03-2018
Shareholders' Funds			
Share Capital	2	73117000	53857000
Reserves and Surplus	3	153671866	40016473
		226788866	93873473
Non-Current Liabilities			
Long-term Borrowings	4	18897302	13308618
Deferred Tax Liabilities (net)	28	240000	501000
Other Long-term Liabilities	5	-	8487303
		19137302	22296921
Current Liabilities			
Short-term Borrowings	6	75303598	113818500
Trade Payables	7	56532011	61457480
Other Current Liabilities	8	13151994	13708077
Short-term Provisions	9	3299061	3187373
		148286664	192171430
	Total	394212832	308341824
ASSETS			
Non-current Assets			
Property, Plant and Equipments	10.1	135194037	144926399
Intangible Assets	10.2	2348647	2490501
Capital Work-in-progress	10.3	68189116	21495669
		205731800	168912569
Non-current Investments	11	1337775	1337775
Long-term Loans and Advances	12	20195399	9347248
Other Non-current Assets	13	4935075	4677138
		26468249	15362161
Current Assets			
Inventories	14	31541119	31324144
Trade Receivables	15	88080044	62481300
Cash and Bank Balances	16	31403324	2504406
Short-term Loans and Advances	17	6640364	23138751
Other Current Assets	18	4347933	4618493
		162012783	124067094
	Total	394212832	308341824
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 Limited

Sd/-
(CA Nirav R Choksi)
Partner
Membership No. 1122490

Sd/-
(Maunal S. Gandhi)
Joint MD
0118559

Sd/-
(Minku S. Gandhi)
Joint MD
00118617

Sd/-
(Pradip Parikh)
CFO
AIZPP5478J

Sd/-
(Archita Shah)
CS
A54472

Place : Ahmedabad
Date : 27-05-2019

Place : Ahmedabad
Date : 27-05-2019



Ushanti

Colour Chem Limited

Ushanti Colour Chem Limited

Statement of Profit and Loss For the Period Ended 31st March 2019

(Amount in Rs.)

	Note No.	Year Ended 31-03-2019	Year Ended 31-03-2018
INCOME			
Revenue from Operations	19	402034129	365157768
Other Income	20	7775822	2767736
TOTAL REVENUE		409809952	367925504
EXPENSES			
Cost of Material Consumed	21	217303138	194239660
Purchase of Stock-in-Trade	22	2653000	2896250
Changes in Inventories	23	(1525185)	(9097251)
Employees Benefits Expenses	24	36383607	32678525
Finance Cost	25	9147112	9772692
Depreciation and Amortization	10.1-10.2	15218388	11185194
Amortization of Leasehold land	10.1-10.2	663118	535480
Other Expenses	26	99635880	91577193
TOTAL EXPENSES		379479058	333787743
Profit before tax		30330893	34137761
Tax Expenses			
Current Income Tax		8200000	9750000
(Excess)/ Short provision of income tax of earlier years		-	2833
Deferred Tax		(261000)	(76000)
Profit for the period/(year)		22391893	24460928
Earning per equity share : Basic and Diluted	29	3.37	33.52
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		For and on behalf of the Board of directors	
Chartered Accountants		Ushanti Colour Chem Limited	
Firm Reg. No. : 130797W			
Sd/-	Sd/-	Sd/-	Sd/-
(CA Nirav R Choksi)	(Maunal S. Gandhi)	(Minku S. Gandhi)	(Pradip Parikh)
Partner	Joint MD	Joint MD	CFO
Membership No. 1122490	0118559	00118617	AIZPP5478J
			(Archita Shah)
			CS
			A54472
Place : Ahmedabad	Place : Ahmedabad		
Date : 27-05-2019	Date : 27-05-2019		



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Ushanti Colour Chem Limited

Cash flow statement for the year ended on 31st March 2019

(Amount in Rs.)

	Period Ended 31-03-2019	Year Ended 31-03-2018
A :- Cash Flow from Operating Activities		
Net profit before taxation:	30330893	34137761
Adjustment for :		
Depreciation and amortization	15218388	11185194
Amortization of leasehold land	663118	535480
Profit on sale of fixed assets	(1623585)	(78716)
Sundry balances written off(net)	220	6190
Bank charges and commission	1238265	1092276
Sundry balances written back(net)	(589929)	(480672)
Dividend Income	(200666)	(160533)
Interest income	(3068720)	(866522)
Interest expenses	7908847	8680416
Operating profit before working capital changes	49876832	54050874
Adjustment for :		
Trade receivables	(25598744)	(11042965)
Long-term and short-term loans & advances	(2664892)	(13367138)
Other non-current and current assets, other bank balances	(28883769)	776700
Trade payables, short-term & long-term provisions, Other current & non-current liabilities	(13899114)	(6295762)
(Increase) / decrease in inventories	(216975)	(3585646)
Cash Generated from operations	(21386661)	20536063
Direct taxes (paid)/refund(net)	(8250000)	(10246698)
Net cash from operating activities (A)	(29636661)	10289365
B :- Cash flow from investing activities		
Sale of investments in mutual fund	-	-
Dividend income	200666	160533
Interest income	3068720	866522
Purchase of fixed assets	(58050548)	(56278505)
Proceeds from sale of fixed assets	15288303	222500
Net cash used in investing activities (B)	(39492859)	(55028950)
C:- Cash flow from financing activities		
Bank charges and commission	(1238265)	(1092276)
Interest Paid	(7908847)	(8680416)
Issue of Equity Shares	19260000	-
Issue of Security Premium	91263500	-
Proceeds/(Repayment) of Short-term borrowings(Net)	(38514902)	59442436
Proceeds/(Repayment) of Long-term borrowings(Net)	6270560	(5434630)
Net cash from financing activities (C)	69132046	44235114
Net increase/(Decrease) in cash and cash equivalents (A+B+C)	2526	(504471)
Cash and cash equivalents at the beginning of the year	291290	795761
Cash and cash equivalents at the end of the year	293816	291290



Colour Chem Limited

Notes :					
Cash and cash equivalents included in the Cash flow statement comprises:					
	As at	As at			
	31-03-2019	31-03-2018			
Cash on hand	140198	176829			
Bank balance with scheduled bank	153618	114461			
	293816	291290			
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					
<table style="width: 100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top;"> or, ANA & Associates Chartered Accountants Firm Reg. No. : 130797W Sd/- (CA Nirav R Choksi) Partner Membership No. 1122490 Place : Ahmedabad Date : 27-05-2019 </td> <td style="width: 33%; vertical-align: top;"> For and on behalf of the Board of directors Ushanti Colour Chem Limited Sd/- Sd/- Sd/- Sd/- Sd/- (Maunal S. Gandhi) (Minku S. Gandhi) (Pradip Parikh) (Archita Shah) Joint MD Joint MD CFO CS 0118559 00118617 AIZPP5478J A54472 Place : Ahmedabad Date : 27-05-2019 </td> <td style="width: 33%;"></td> </tr> </table>			or, ANA & Associates Chartered Accountants Firm Reg. No. : 130797W Sd/- (CA Nirav R Choksi) Partner Membership No. 1122490 Place : Ahmedabad Date : 27-05-2019	For and on behalf of the Board of directors Ushanti Colour Chem Limited Sd/- Sd/- Sd/- Sd/- Sd/- (Maunal S. Gandhi) (Minku S. Gandhi) (Pradip Parikh) (Archita Shah) Joint MD Joint MD CFO CS 0118559 00118617 AIZPP5478J A54472 Place : Ahmedabad Date : 27-05-2019	
or, ANA & Associates Chartered Accountants Firm Reg. No. : 130797W Sd/- (CA Nirav R Choksi) Partner Membership No. 1122490 Place : Ahmedabad Date : 27-05-2019	For and on behalf of the Board of directors Ushanti Colour Chem Limited Sd/- Sd/- Sd/- Sd/- Sd/- (Maunal S. Gandhi) (Minku S. Gandhi) (Pradip Parikh) (Archita Shah) Joint MD Joint MD CFO CS 0118559 00118617 AIZPP5478J A54472 Place : Ahmedabad Date : 27-05-2019				



Ushanti Colour Chem Limited

Notes to the financial statements for the year ended 31st March 2019

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. 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 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.

1.16 Utilization of IPO and Security Premium

The company has raised money by way of initial public offer through NSE and it has been utilized for the purpose for which those were raised. The company has issued security premium and expenses related to initial public offer has been written off against such security premium account.



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Ushanti Colour Chem Limited				
Notes to the financial statements for the period ended 31st March 2019				
	As at 31-03-2019		As at 31-03-2018	
2 : Share Capital				
Authorized Share				
10000000 (31-03-2018: 10000000) Equity shares of Rs. 10/- each		100000000		100000000
		100000000		100000000
Issued, Subscribed & Fully Paid-Up				
7301700 (31-03-2018: 5375700) Equity shares of Rs. 10/- each		73017000		53757000
Forfeited Shares (Amount originally paid-up)		100000		100000
Total		73117000		53857000

2.1 : Reconciliation of the shares outstanding at the beginning and at the end of the reporting period				
	As at 31-03-2019		As at 31-03-2018	
	Number	Rs.	Number	Number
Equity Share				
At the beginning of the period	5375700	53757000	488700	4887000
Issued during the period	1926000	19260000	4887000	48870000
Outstanding at the end of the period	7301700	73017000	5375700	53757000

2.2 : Details of shareholders holding more than 5% share in the company				
	As at 31-03-2019		As at 31-03-2018	
	Number	% holding	Number	% holding
Name of Shareholders	in class		in class	
Mr. Shantilal B. Gandhi	1710247	23.42	1710247	23.42
Mr. Minkubhai S. Gandhi	1359427	18.62	1351427	18.51
Mr. Maunal S. Gandhi	1355427	18.56	1351427	18.51
Mrs. Monaben M. Gandhi	481250	6.59	481250	6.59
Mrs. Shefaliben M. Gandhi	481250	6.59	481250	6.59
	5387601	73.79	5375601	73.62

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 entitled 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.

	As at 31-03-2019	As at 31-03-2018
3 : Reserves and Surplus		
Securities Premium Reserve		
Balance as per last financial statement	5563000	5563000
Add : Addition during the period/year	96300000	-
Less : Preliminary Expense	(5036500)	
Closing balance	96826500	5563000



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Colour Chem Limited

Surplus in the Statement of Profit and Loss		
Balance as per last Financial Statement	34453473	58862545
Add : Profit for the year	22391893	24460928
Less: Bonus issues for the year	-	48870000
Net surplus in the Statement of Profit and Loss	56848366	34453473
Total Reserves and Surplus	153671866	40016473
4 : Long Term Borrowings		
Term Loan (Secured)		
From Banks	675687	1247756
From Financial Institutions	18221615	12060862
Total	18897302	13308618
4.1 : Term Loans from Banks :		
(a) Vehicle loan [closing balance Rs. 675687/- (P. Y. 1247756)]-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. 297932/-(P.Y. 274137)		
4.2 : Term Loans from Financial Institutions :		
(a) Term loan [closing balance Rs. 11071835 /- (P. Y. Rs. 15401000/-)]-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. Due to prepayment of Rs. 1500000/- on 26-06-2018, installment changed to Rs. 229185/-. 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. 2755220 (P.Y. Rs. 3066000/-)		
(b) Term loan [closing balance Rs. 12300000 /- (P. Y. Rs. Nil)]-carries interest @ 8.04% p.a. The loan is repayable in 57 monthly installments comprising first 24 installments of Rs. 200000/- each, next 25 to 48 installments of Rs. 250000/- and last 49 to 57 installments of Rs. 300000/- excluding interest from 03-10-2018 and last installment due on 03/06/2023. 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) mortgage in favour of SIDBI of the Plot No 42, Phase VI, Sanand, Kalol Road, Village Nasmed, Kalol, Gandhinagar, Gujarat 382155 owned jointly by Smt Shefali Minku Gandhi & Mona Maunal Gandhi. (iv) Hypothecation of all the borrower's movables acquired under the previous project financed by SIDBI. (v) Personal guarantee of Directors and Promoter of the company. Current Maturity of long-term borrowings is Rs. 2400000 (P.Y. Rs. Nil)		
5 : Long Term Liabilities		
Creditors for Capital Goods	-	8487303
Total	-	8487303
6 : Short Term Borrowings		
Loans repayable on demands		
From Banks(Secured)		
Cash credit facilities	500741	3664225
Working capital facilities	53513269	58091028
Loans from related parties(unsecured)	21289588	52063247
Loans from others(unsecured)	-	-
Total	75303598	113818500
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. 9% p.a.)		
7 : Trade Payables		
Trade Payables		
(a) Total Outstanding dues of micro enterprises and small enterprises	7280367	13813653
(b) Total Outstanding dues of creditors other than micro enterprises and small enterprises	49251644	47643827
(Note: 31 dues to micro and small enterprises)		
Total	56532011	61457480
8 : Other Current Liabilities		
Current maturity of Long-term Borrowings (Note No. : 4)	5448152	4766276
Interest accrued and due on borrowings	3323955	3776276
Interest accrued but not due on borrowings	122563	129363
Advance from customers	-	-
TDS payable	996211	892927
Creditors for Capital Goods	-	1416282
Other liabilities	3261113	2726953
Total	13151994	13708077
9 : Short Term Provisions		
Provision for Expenses	1599061	1437373
Provision for income tax (net of advance tax)	1700000	1750000
Total	3299061	3187373

10.1 : Property, Plant and Equipments										
Description of Assets	Gross Block				Depreciation/Amortization				Net Block	
	As at 01-04-2018	Additions	Deletions/ Adjustments	As at 31-03-2019	Upto 31-03-2018	For the year	Deletions / Adjustments	Upto 31-03-2019	As at 31-03-2019	As at 31-03-2018
Factory Land	181800	-	-	181800	-	-	-	-	181800	181800
Leasehold Land - Dahej	69460839	556121	13327117	56689843	1177376	663118	163399	1677095	55012748	68283463
Factory Building	26699390	616442	-	27315832	10014522	1643504	-	11658026	15657806	16684868
Plant and Equipments	85918026	14402579	589214	99731390	38450190	9562785	88214	47924761	51806629	47467836
Pollution Control Plant	12253120	1547296	-	13800416	5849671	1315505	-	7165176	6635240	6403449
Furniture & Fixtures	1259859	391900	-	1651759	1072296	80934	-	1153230	498529	187563
Vehicles	11744085	1100000	-	12844085	7889878	1448748	-	9338626	3505459	3854207
Office	745005	309239	-	1054244	644334	51877	-	696211	358033	100671



Equipments											
Electric Fittings	3733971	-	-	3733971	2047616	369200	-	2416816	1317155	1686355	
Computers	1123261	237432	-	1360693	1047074	92981	-	1140055	220638	76187	
Total	213119355	19161008	13916331	218364032	68192957	15228652	251613	83169996	135194037	144926399	
Previous Year	164403203	49890037	1173885	213119355	58148027	11075031	1030101	68192957	144926399	106255177	
10.2 : Intangible Assets											
Description of Assets	Gross Block				Depreciation/Amortization				Net Block		
	As at 01-04-2018	Additions	Deletions/ Adjustments	As at 31-03-2019	Upto 31-03-2018	For the year	Deletions / Adjustments	Upto 31-03-2019	As at 31-03-2019	As at 31-03-2018	
Computer Software	188963	-	-	188963	102310	-	-	102310	86653	86653	
Waste Disposal Rights	6078500	511000	-	6589500	3674652	652854	-	4327506	2261994	2403848	
Total	6267463	511000	-	6778463	3776962	652854	-	4429816	2348647	2490501	
Previous Year	6267463	-	-	6267463	3131319	645643	-	3776962	2490501	3136144	
10.3 : Capital Work in Progress											
Description of Assets	Gross Block				Deletions/Adjustments				Net Block		
	As at 01-04-2018	Additions	Deletions/ Adjustments	As at 31-03-2019	Upto 31-03-2018	For the year	Deletions / Adjustments	Upto 31-03-2019	As at 31-03-2019	As at 31-03-2018	
Factory Building	-	10561101	8314908	2246193	-	-	-	-	2246193	-	
Leasehold Land - Dahej	21495669	44447254	-	65942923	-	-	-	-	65942923	21495669	
Total	21495669	55008355	8314908	68189116	-	-	-	-	68189116	21495669	
Previous Year	814923	21495669	814923	21495669	-	-	-	-	21495669	814923	

	As at 31-03-2019	As at 31-03-2018
11 : Non-current Investments		
Non-trade Long term Investments (Un-quoted, At Cost)		



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53511 (31-03-2018 : 53511) Equity shares of Rs. 25/- each fully paid-up in The Kalupur Co. Op. Bank Limited	1337775	1337775
Total	1337775	1337775
12 : Long Term Loans and Advances		
(Unsecured, Considered good)		
Capital Advances	1650000	1650000
Security Deposits	10837945	3140260
Other Loans and Advances		
Balance with statutory authority	4312810	4242343
Loans to Employees	3080000	-
Other Advances	314645	314645
Total	20195399	9347248
13 : Other Non-current Assets		
Prepaid expenses	-	-
Margin money deposits	4935075	4677138
Total	4935075	4677138
14 : Inventories (Note No. 1.6)		
Raw Material	8830997	10171852
Finished Goods	22100015	21006830
Packing Material	178107	145462
Work in Progress	432000	-
Total	31541119	31324144
15 : Trade receivables		
(Unsecured, Considered good)		
Outstanding for a period exceeding six month from the date they are due for payment	500	-
Other Receivables	88079544	62481300
Total	88080044	62481300
16 : Cash and Bank Balances		
Cash and Cash Equivalents		
Balance with banks		
- In current account	140198	114461
Cash on hand	153618	176829
	293816	291290
Other bank balances		
Margin money deposits	31109508	2213116
Total	31403324	2504406
17 : Short term Loans and Advances		
(Unsecured, Considered good)		
Advances for expenses	-	-
Balance with Statutory Authority	6459051	22754501
Loans to Employees	181313	384250
Total	6640364	23138751



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18 : Other Current Assets		
Interest Accrued on Fixed Deposits	1935252	252610
Interest accrued but not due	340110	1005608
Prepaid Expenses	1352687	3360275
Other current assets	107689	-
Forward Contract Receivable	612195	-
Total	4347933	4618493

	Year Ended 31-03-2019	Year Ended 31-03-2018
19 : Revenue from Operations		
Sale of products (Finished & Traded, Gross)	393776433	364540011
Scrap Sales	17155	28679
	393793588	364568690
Less: Excise duty	-	7186652.13
Sale of products (Net)	393793588	357382038
Other Operating Revenue		
Export incentives	8240541	7775730
Revenue from Operations	402034129	365157768

20 : Other Income		
Interest income		
On Bank Deposits	2527141	506607
Others	541579	359915
Income Tax Refund	69140	-
Dividend income	200666	160533
Foreign Exchange Gain (net)	2138521	1181293
Profit on sale of fixed assets(net)	1623585	78716
Profit on sale of investments	-	-
Premium on Forward Contract	85261	-
Sundry balances written back(net)	589929	480672
Total	7775822	2767736

21 : Cost of Materials Consumed		
Opening stock of raw materials	10171852	15619042
Add: Purchases of Dyes Intermediates	215962284	188792470
	226134136	204411512
Less: Closing stock of raw materials	8830997	10171852
Total Consumption of Dyes Intermediates	217303138	194239660

22 : Purchase of Stock-in-Trade		
Purchase of :		
Direct Dyes	2653000	2896250
Total	2653000	2896250

23 : Changes in Inventories		
Inventories at the end of the year		
Finished Goods	22100015	21006830



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Work in Progress	432000	-
Less:-		
Inventories at the beginning of the year		
Finished Goods	21006830	11909579
Work In Progress	-	-
	(1525185)	(9097251)
24 : Employees Benefits Expenses		
Salaries, Wages, Bonus and Contribution to PF and ESI	34377677	32020873
Gratuity Fund Contribution	1952105	202767
Staff Welfare Expenses	53825	454885
Total	36383607	32678525
25 : Finance Cost		
Interest Expenses		
On Loan from Bank and Financial Institutions (Note no. 25.1 and 25.2)	4478166	4406755
On Others	3430681	4273661
Bank Charges and Commission	1238265	1092276
Total	9147112	9772692
Note:		
25.1. The Company has availed interest subvention of Rs. 1979263/- during the period (P.Y.: Rs. 1102348/-) from bank on working capital facility which has been reduced from interest expenses.		
25.2. The Company has availed interest subvention of Rs. 620287/- during the period (P.Y.: Rs. 849866) from SIDBI under capital expansion scheme which has been reduced from interest expenses.		
26 : Other Expenses		
Packing Material Consumed	961581	2301737
Power, Fuel and Water	49103874	44134737
Laboratory Expenses	461189	284871
Building Repairs	112903	204472
Plant and Equipments Repairs	5214866	5088141
Pollution Control Expenses	18106054	12372821
Labour and processing charges	7894150	7420005
Sales Promotion and Advertisement	1096764	752566
Commission Expenses	1392441	4044065
Other Sales and Distribution Expenses	5857385	6063256
Insurance	2717128	2271885
Rates & Taxes	472282	559118
Rent	870000	870000
Office Maintenance	195945	172825
Travelling and Conveyance	697994	1172010
Payment to Auditors	245000	202500
Foreign Exchange Loss (net)	-	-
Legal and Professional Fees	1024810	670989
Vehicle Running and Maintenance	957276	900181
Telephone and Communication	523065	475310
Stationary, Printing and Other Office Expenses	1399586	1174271
Donation	5000	71300



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Sundry Balances Written Off	220	6190
Miscellaneous Expenses	326367	363943
Total	99635880	91577193
26.1 : Payment to Auditors		
	31-03-2019	2017-18
As Auditor:		
Audit fees	150000	125000
In other capacity:		
Taxation matters	80000	45000
Other Services	15000	32500
Reimbursement of expenses	-	-
Total	245000	202500

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.)

	2018-19	2017-18
Opening Balance of Deferred Tax Liability	501000	577000
Current Period/(Year) DTA/DTL on account of timing difference due to depreciation	(261000)	(76000)
Closing Balance of Deferred Tax Liability	240000	501000

29. Earnings Per Shares (EPS)

		2018-19	2017-18
(i)	Net Profit (Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs.)	22391893	24460928
(ii)	Weighted Average number of equity shares used as denominator for calculating EPS	6647388	729702
(iii)	Basic and Diluted Earnings per Shares (Rs.)	3.37	33.52
(iv)	Face Value per equity share (Rs.)	10	10

(Amount in Rs.)

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	Archita Jitendra Shah	
5	Pradip B Parikh	
6	Smt. Shefali M. Gandhi	Relative of Key Managerial Personnel
7	Smt. Mona M. Gandhi	
8	Deepak G. Gandhi	
9	Arjun M. Gandhi	



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Sr. No	Name of the Party	Relationship
10	Aadit M. Gandhi	
11	Shantibhai B. Gandhi H.U.F.	Enterprise in which KMP/Relative of KMP are interested as director/member/partner
12	Minku S. Gandhi H.U.F.	
13	Maunal S. Gandhi H.U.F.	
14	Ushanti Corporation	
15	HUF Industries	

(ii) Transactions during the year ended 31-03-19 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/Relative of KMP are interested	Total
1	Loans taken from	85949800	32115000	12750000	130814800
2	Loans repaid to	87805634	39760800	37270000	164836434
3	Remuneration/Salary	17944475	2400000	-	20344475
4	Interest Expenses	568291	1592017	1163647	3323955
5	Rent Expenses	-	-	870000	870000
Outstanding Balances					
1	Loans payable	8132598.08	14875668	1605276.77	24613542.85
2	Other Liabilities	954454	147246	783000	1884700

(iii) Transactions during the year 2017-18 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/Relative 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	675256	861594	783000	2319850

31. The Company has received 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 been given.

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

(Amount in Rs.)

	2018-19	2017-18
Raw Material	1204068	Nil
Capital goods	Nil	Nil



(b) Consumption of raw materials

	2018-19		2017-18	
	Amount (Rs.)	% of consumption	Amount (Rs.)	% of consumption
Raw materials				
Imported	1269600	100%	Nil	Nil
Indigenous	217303138	100%	194239660	100%

33. Expenditure in foreign Currency

(Amount in Rs.)

		2018-19	2017-18
(a)	Travelling	36666	261300
(b)	Sales Promotion	233774	64800
(c)	Foreign bank charges	-	560753
(d)	Commission	1392441	590041
(e)	Others	-	-

34. Earning in foreign currency

(Amount in Rs.)

		2018-19	2017-18
(a)	FOB value of exports	195502936.65	193085446.26

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 Limited

Sd/-
(CA Nirav R Choksi)
Partner
Membership No. 112249

Sd/-
(Maunal S. Gandhi)
Joint MD
00118559

Sd/-
(Minku S. Gandhi)
Joint MD
00118617

Sd/-
(Pradip Parikh)
CFO
AIZPP5478J

Sd/-
(Archica Shah)
CS
A54472

Place: Ahmedabad
Date:27-05-2019

Place: Ahmedabad
Date:27-05-2019



Ushanti

Colour Chem Limited

Route Map of the venue for 26th Annual General Meeting of M/s. Ushanti Colour Chem Limited





26th 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 26th Annual General Meeting of the Company held on Saturday, the 28th day of September, 2019 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: L24231GJ1993PLC019444

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:
DP 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: _____, or failing him

3. 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 26th Annual General Meeting of members of the Company, to be held on Saturday at the 28th day of September, 2019 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, 2019 and Reports of Board of Directors and Report of Auditors thereon.		
2	To appoint a Director in place of Mr. Maunal Shantilal Gandhi (DIN 00118559), who retires by Rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.		
3	To appoint M/s. ANA & Associates, Chartered Accountants (FRN: 130797W) as statutory auditors of the Company		



Signed this day of 2019

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 26th 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.