



**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 Seventh Annual General Meeting**

**NOTICE** is hereby given that the 27th Annual General Meeting of the Members of M/s. Ushanti Colour Chem Limited (CIN: L24231GJ1993PLC019444) will be held on **Thursday, 20th day of August, 2020 at 05.30 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:**

a) the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2020 and Reports of Board of Directors and Report of Auditors thereon.

**"RESOLVED THAT** audited standalone financial statements of the company for the financial year ended March 31, 2020 and the reports of the board of directors and auditors' thereon laid before this meeting, be and are hereby considered and adopted."

b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2020 and Report of Auditors thereon.

**"RESOLVED THAT** audited Consolidated financial statements of the company for the financial year ended March 31, 2020 and the reports of auditors' thereon laid before this meeting, be and are hereby considered and adopted."

**2. To confirm the payment of interim dividend made during the financial year 2019-20.**

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

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

**4. To take note of name change of Statutory Auditor Firm from M/s. ANA & Associates, Chartered Accountants, Ahmedabad (FRN: 130797W) to M/s. DJNV & Co., Chartered Accountants, (FRN: 115145W) due to its merger into M/s. DJNV & Co., Chartered Accountants, (FRN: 115145W):**

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 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby granted to approve and take note of the change of name of statutory auditor firm of the company from M/s. ANA & Associates, Chartered Accountants, Ahmedabad (FRN: 130797W) to M/s. DJNV & Co., Chartered Accountants, (FRN: 115145W) pursuant to its merger with M/s. DJNV & Co., Chartered Accountants, (FRN: 115145W) on the same terms and conditions including remuneration and tenure on which M/s. ANA & Associates was appointed by the shareholders and board of directors of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorised to do all such acts, deeds and things as are necessary to give effect to this resolution."



**Special Business:**

5. To authorize the Board of Directors to sell, lease or otherwise dispose of, to mortgage/create charges on the properties of the Company.

To consider and if thought fit, to pass with or without modification, the following resolutions as **Special Resolution:**

**"RESOLVED THAT** in super session to all other resolution passed earlier by the Shareholders in its extra ordinary general meeting in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board") to sell, lease, mortgage or otherwise dispose of or to create charge, mortgage and/or hypothecate the whole or substantially the whole of the undertaking(s) of the Company, where undertaking (both present and future) shall have the meaning as stated in explanation to Clause (a) of Sub-Section (1) of Section 180 of the Companies Act, 2013, at such time and on such terms and conditions as the Board may deem fit, in the best interest of the affairs of the Company, provided that the total amount for which such sell, lease, charge, mortgage and/or hypothecations are being made, created to secure the borrowings shall not at any time exceed Rs.100 Crores;

**RESOLVED FURTHER THAT** in connection with afore-stated Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee / foreign currency convertible bonds and/or bonds with share warrants attached thereto;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

6. To authorize the Board of Directors to borrow money over and above the paid up capital, free reserves and securities premium of the Company.

To consider and if thought fit, to pass with or without modification, the following resolutions as **Special Resolution:**

**"RESOLVED THAT** in super session to all other resolution passed earlier by the Shareholders in its extra ordinary general meeting in terms of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to borrow from time to time in one or more tranches, any sum or sums of money so borrowed together with money, if any, already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Bankers of the Company in the ordinary course of business) may exceed the aggregate of the paid up capital, free reserves and securities premium of the Company provided that the total amount so borrowed shall not at any time exceed Rs. 100 Crores;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate with the lending entities and to finalize and execute the documents and deeds as may be applicable for creating the appropriate mortgages and/or charges on such of the immovable and/or moveable properties of the Company on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."



**7. Approval of loans, investments, guarantee or security under section 185 of Companies act, 2013.**

Consider and if thought fit, to pass with or without modification, the following resolutions as **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 185 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") for making of loan(s) including loan represented by way of Book Debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by any person in whom any of the directors of the Company is interested as defined under Section 185 of the Act provided that the aggregate amount of loan and guarantee given and security provided pursuant to this resolution shall not at any time exceed Rs. 100 Crores;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

**8. To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013.**

Consider and if thought fit, to pass with or without modification, the following resolutions as **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, securities provided and acquire any security shall not at any time exceed Rs. 100 Crores;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

**9. Approval of terms and conditions for payment of remuneration to Mr. Minku Shantilal Gandhi (DIN: 00118617), Joint Managing Director of the Company.**

Consider and if thought fit, to pass with or without modification, the following resolutions as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Minku Shantilal Gandhi (DIN: 00118617), Joint Managing Director of the Company for the further period of 3 years w.e.f. February 15, 2021, as per the terms set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration as it may deem fit with the mutual consent, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** any of the Director of Company be and is hereby severally authorized to submit the necessary application(s) with Registrar of Companies and such other authorities as may be required and to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution."



**10.** Approval of terms and conditions for payment of remuneration to Mr. Maunal Shantilal Gandhi (DIN: 00118559), Joint Managing Director of the Company.

Consider and if thought fit, to pass with or without modification, the following resolutions as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Maunal Shantilal Gandhi (DIN: 00118559), Joint Managing Director of the Company for the further period of 3 years w.e.f. February 15, 2021, as per the terms set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration as it may deem fit with the mutual consent, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** any of the Director of Company be and is hereby severally authorized to submit the necessary application(s) with Registrar of Companies and such other authorities as may be required and to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution."

**Registered Office:**

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

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

**Date:** 21/07/2020

**Place:** Ahmedabad

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 5.30 p.m. on Tuesday, 18th August, 2020. 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 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. Minku Shantilal Gandhi (DIN 00118617), Joint Managing Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.

Brief Resume of Director seeking re-appointment at the 27th Annual General Meeting  
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Minku Shantilal Gandhi
DIN	00118617
Date of Birth and age	February 21, 1970 and 50 years
Qualification	Bachelor of Commerce from Gujarat University
Expertise in specific Professional area	Having more than 20 years of experience in Chemical industry, mainly involved in production and purchase department.
Date of Appointment	Appointed as Director on May 12, 1993, Change in 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	02
Chairman/ Member of the Committee of Board other Companies	Chairman- M/s. UC Colours and Intermediates Private Limited
Number of Shares held in the Company as on 31 <sup>st</sup> March, 2019	1359427
Relationship between Directors inter se	He is Brother of Mr. Maunal Shantilal Gandhi, Joint 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 Friday, July 24, 2020.

The Register of Members and Share Transfer Books of the Company will be closed from Friday, August 14, 2020 to Thursday, August 20, 2020 (both days inclusive) and same will be re-opened from Friday, August 21, 2020 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 2019-20 along with Directors' Report and Auditors Report are also available on the website of the Company [www.ushanti.com](http://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

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and **the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or <https://www.ushanti.com/annualreport.html>.

The e-voting period commences on Monday, August 17, 2020 at 9:00 a.m. (IST) and will end at 5:00 p.m. (IST) on Wednesday, August 19, 2020. During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, August 13, 2020. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, August 13, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investor@ushanti.com](mailto:investor@ushanti.com).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

**The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

#### **Step 1 : Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>



either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

#### Details on Step 2 are mentioned below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.



5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bunty.hudda@yahoo.com](mailto:bunty.hudda@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.





*Ushanti*

**Colour Chem Limited**

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting on the resolutions set out in this notice:**

Demat Holding	Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id).
Physical Holding	Please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id).

**Registered Office:**

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

**Date:** 21/07/2020

**Place:** Ahmedabad

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

Archita Jitendrakumar Shah  
**Company Secretary**



**EXPLANATORY STATEMENT FOR ITEM NOS. 3 to 10 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item no. 3**

Director, Mr. Minku Shantilal Gandhi (DIN 00118617), retires by rotation and being eligible, seeks re-appointment. Your Directors recommend the resolution for approval of members.

Except Mr. Minku Shantilal Gandhi and Mr. Maunal 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. 3.

**Item no. 4**

The Members of the Company, in their 26th Annual General Meeting held on September 28, 2019, have appointed M/s. ANA & Associates, Chartered Accountants, Ahmedabad (FRN: 130797W) as Statutory Auditor of the Company for a term of 5 years i.e. from the conclusion of 26th Annual General Meeting till the conclusion of 31st Annual General Meeting.

M/s. ANA & Associates, Chartered Accountants, Ahmedabad (FRN: 130797W) has been merged with the firm M/s. DJNV & Co., Chartered Accountants, (FRN: 115145W) with effect from December 4, 2019 and the letter to that effect was received by the Company on December 05, 2019. Accordingly, the Audit Committee and Board of Directors of the company, in their meeting held on January 13, 2020 took note of the same and recommended for noting and approval of the shareholders of the company for the Change in the name of Statutory Auditor Firm due to merger and appointment of M/s. DJNV & Co., Chartered Accountants, (FRN: 115145W) on the same terms and conditions including remuneration for the remaining tenure for which M/s. ANA & Associates, Chartered Accountants, Ahmedabad (FRN: 130797W) was appointed by the shareholders of the Company.

The Board of Directors recommend the noting and approval of Shareholders by way of Ordinary Resolution.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in the proposed item no. 4.

**Item no. 5**

Pursuant to the provisions of section 180 (1)(A), the Board of Directors of the Company to create mortgage, hypothecation, pledge and/or charge the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of your Company to secure its borrowings of the Company apart from temporary loans obtained from the company's bankers in the ordinary course of business. The Company is on stage of expansion. The company is in need of more funds for progress. In view it is required to increase the limit upto Rs. 100 Crores.

The Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend to pass the resolution as special resolution.

Directors their relatives and Key Managerial Personnel and who are members of the Company, may be deemed to be concerned or interested in this Resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

**Item no. 6**

Pursuant to the provisions of section 180 (1)(c), the Board of Directors of the Company borrow money, where the money to be borrowed by the company will exceed aggregate of its paid up capital, free reserves and securities premium of the Company, apart from temporary loans obtained from the company's bankers in the ordinary course of business. The Company is on stage of expansion. The company is in need of more funds for progress. In view, it is required to increase the borrowing limit upto Rs. 100 Crores. In cases where the borrowing is in excess of aggregate of its paid up capital, free reserves and securities premium of the Company approval of the Members/ Shareholders is required.

The Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend to pass the resolution as special resolution.



Directors their relatives and Key Managerial Personnel and who are members of the Company, may be deemed to be concerned or interested in this Resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

**Item no. 7**

As per the provisions of the Section 185 of the Companies Act, 2013 (as amended), approval of the shareholders by way of special resolution is required by the Company for giving loan to any person as specified therein or giving guarantee or providing securities to any bank or financial institution in respect of loan availed by to any person in whom any of the directors of the Company is interested as defined under Section 185 of the Act.

The Company may has to give loan to any person as specified therein or giving guarantee or providing securities to any bank or financial institution in respect of loan availed by to any person as aforesaid.

Where such giving loan to any person as specified therein or giving guarantee or providing securities to any bank or financial institution in respect of loan availed by to any person as specified therein, under Section 185 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary.

The Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend to pass the resolution as special resolution.

Directors their relatives and Key Managerial Personnel and who are members of the Company, may be deemed to be concerned or interested in this Resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

**Item no. 8**

The Company makes investments in and gives loans to the subsidiary companies as and when needed. The Company also provides corporate guarantees to the banks/financial institutions for the financial assistance provided by them.

The requirements of loans to be given / investments to be made / guarantees to be provided by the Company to meet the financial requirement, It is required to increase the borrowing limit upto Rs. 100 Crores. The consent and approval of the Shareholders is therefore, sought in accordance with the provisions of Section 186 of the Companies Act, 2013 for the said limits.

As per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary.

The Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend to pass the resolution as special resolution.

Directors their relatives and Key Managerial Personnel and who are members of the Company, may be deemed to be concerned or interested in this Resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

**Item no. 9**

Kindly recall, at the Board Meeting and Extra Ordinary General Meeting (AGM) held on February 15, 2018 and February 19, 2018, respectively, the Board and Members had approved appointment of Mr. Minku Shantilal Gandhi (DIN: 00118617) as Joint Managing Director of the Company for a term of 5 (five) years w.e.f February 15, 2018. At the said BM and EOGM, approval was also accorded for terms and conditions for payment of remuneration to him for the period of 3 years w.e.f. February 15, 2018, said terms and conditions for payment of remuneration was subsequently changed on BM and EOGM dated May 9, 2018 and



May 18, 2018, respectively and gave superseded effect to the said matter. However, as per Schedule V of the Act, consent of the members required for approval of payment of remuneration to Key Managerial Personnel for further period of three years w.e.f. February 15, 2021.

Pursuant to the provisions of Section 197, 198 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 the remuneration proposed to be paid to Mr. Minku Shantilal Gandhi (DIN: 00118617) as a Joint Managing Director of the Company and the perquisites proposed to be provided to him are set out below:

<b>Salary:</b>								
<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount Up to Rs. (Per Year)</b>						
1.	Basic Salary: Salary given to Joint Managing Director which is eligible for revision on a date to be determined by the Board of Directors of the company.	Rs. 60,00,000/-						
<b>Perquisites:</b> The Joint Managing Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;								
2.	Provident Fund: Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961.	-						
3.	Gratuity: Gratuity payable shall be calculated as per the provisions of 'The Payment of Gratuity Act, 1972'.	-						
4.	Insurance Policy: Company has taken few Keyman Insurance policies for its Key employees. As per the agreement between the company and those employees, the company intends to surrender its claim on the policy on 2020 or to the subsequent years at the surrender value of its policies.  Surrender value of the policies is considered as perquisites and includes in computation of managerial remuneration of the joint managing director of the Company.  The Company had paid the premium on above-mentioned policies. The remaining said policy will be surrendered on FY 21-22. <table border="1" data-bbox="183 1339 970 1460"><thead><tr><th>Financial Year</th><th>Employee Name</th><th>Surrender value</th></tr></thead><tbody><tr><td>2021-2022</td><td>Minku Shantibhai Gandhi - Joint Managing Director</td><td>Rs. 9,31,908.55/-</td></tr></tbody></table>	Financial Year	Employee Name	Surrender value	2021-2022	Minku Shantibhai Gandhi - Joint Managing Director	Rs. 9,31,908.55/-	Rs. 9,31,908.55/-
Financial Year	Employee Name	Surrender value						
2021-2022	Minku Shantibhai Gandhi - Joint Managing Director	Rs. 9,31,908.55/-						
5.	Wi-Fi Facility: Company provides Wi-Fi facility at the employee's house for doing office work.	Rs. 50,000/-						
	<b>Total (Salary + Perquisites)</b>	<b>Up to Rs. 69,81,908.55/- per year</b>						

The overall remuneration referred to above shall not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**(A) The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;**

#### **I. General Information**

**1. Nature of Industry:** Company is in the Business of Manufacturing and selling various types of Chemicals, Dyes and Intermediates etc.

**2. Date of Commencement of Commercial Production:** 12/05/1993



**3. In Case of New Companies, expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.**

**4. Financial performance based on given indicator:** Financial Performance for the period of 01/04/2019 to 31/03/2020 is as under:

Sr. No.	Particulars	Amount (In Rs.)		
		Financial Year 2019-20	Financial Year 2018-19	Financial Year 2017-18
1.	Total Revenue	Rs. 46,54,86,270/-	Rs. 40,98,09,952/-	Rs. 36,79,25,504/-
2.	Earnings before interest, tax, depreciation and amortization	Rs. 5,51,08,175/-	Rs. 5,41,21,246/-	Rs. 5,45,38,851/-
3.	Financial Cost	Rs. 82,85,592/-	Rs. 91,47,112/-	Rs. 97,72,692/-
4.	Depreciation and amortization	Rs. 1,60,41,059/-	Rs. 1,58,81,506/-	Rs. 1,17,20,674/-
5.	Profit Before Tax	Rs. 3,21,00,920/-	Rs. 3,03,30,893/-	Rs. 3,41,37,761/-
6.	Current Tax	Rs. 90,03,679/-	Rs. 82,00,000/-	Rs. 97,52,833/-
7.	Deferred Tax	Rs. 6,46,000/-	Rs. 2,61,000/-	Rs. 76,000/-
8.	Net Profit	Rs. 2,37,43,241/-	Rs. 2,23,91,893/-	Rs. 2,44,60,928/-

**5. Foreign investments and collaborations, if any: N.A.**

**II Information about the appointee:**

**1) Mr. Minku Shantilal Gandhi:**

**A) Background Details:**

Mr. Minku Gandhi, 50 Years of age, is a Bachelor of Commerce from Gujarat University. He was appointed as First Director of the Company in May 12, 1993. He is one of the promoters of the Company. Mr. Minku Gandhi's expertise lies in Manufacturing & Production.

Due to his tremendous efforts, growth of the Company increase day by day. His best efforts will be fruitful in the future of the Company.

**B) Past Remuneration:**

Rs. 5,00,000/- (Rs. Five Lakh Only) per month and perquisites as approved by the members of the Company.

**C) Recognition or awards:**

Not Applicable

**D) Job Profile and his suitability:**

Mr. Minku Gandhi is expert in Manufacturing & Production. From Incorporation he works for the Company in the Manufacturing & Production Unit and also authorised/responsible/in-charge for matter relates to labour, civil, mechanical, production, pollution and environment. So, his proficiency in the area of Manufacturing & Production is good for the future of the Company.

**E) Remuneration Proposed:**

Salary Up to Rs. 5,00,000/- per month and perquisites as mentioned in the note.

**F) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of Mr. Minku Shantilal Gandhi, the responsibilities shouldered by him and the industry benchmark, the remuneration proposed to be paid is commensurate with the remuneration packages paid



to similar senior level incumbents, in other Companies.

**G) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Beside the remuneration proposed, Mr. Minku Shantilal Gandhi, does not have any pecuniary relationship with the Company.

**III Other Information:**

**A) Reasons of loss or inadequate profits:**

The Company is engaged in the business of manufacturing and selling various types of Chemicals, Dyes and Intermediates etc. During the Year 19-20, the Company made Profit after Tax of Rs. 2.37 Crores.

The remuneration proposed is within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013.

**B) Steps taken or proposed to be taken for improvement:**

All economic measures are being adopted to maintain profitability.

**C) Expected increase in productivity and profits in measurable terms:**

Continuous efforts are made to expand marketing and economy in Operation.

**IV Disclosures:**

The disclosures in respect of remuneration package and other details of all the Directors are given at appropriate places in the Directors' Report.

**(B) Other parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;**

**I Financial and operating performance of the Company during the three preceding financial years**

Details provided in para A (I) (4) above.

**II the remuneration or commission drawn by the individual concerned in any other capacity**

No Managerial Personnel has drawn remuneration or commission in any other capacity from the Company.

**III the remuneration or commission drawn by him from any other company**

No Managerial Personnel has drawn remuneration or commission in any other capacity from other Company.

**IV professional qualifications and experience of the individual concerned**

Please refer Para A (II) (1) above.

**V the relationship between remuneration and performance**

Mr. Minku Shantilal Gandhi is working for the Company since its incorporation. He is mainly involved in Manufacturing & Production Unit and also authorised/responsible/in-charge for matter relates to labour, civil, mechanical, production, pollution and environment. Based on the above duty Company has decided to give remuneration as mentioned in the note.

**VI the principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company**

The said remuneration has been firstly decided by Nomination and Remuneration Committee as per the Remuneration Policy of



the Company and based on his performance during the year then after considering all point, NRC recommended to the Board for giving remuneration to the Key Managerial Personnel. Every employee including executives of the Company receives the salary based on their performance only.

**VII whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference**

The Company has a clearly laid out Board-approved Remuneration Policy. This policy includes, inter-alia, separate remuneration parameters for –

- i. Managing Director / Whole-time Director
- ii. KMP and Senior Management
- iii. Non- Executive / Independent Directors and
- iv. Other Employees.

The perspective that governs remuneration of Directors goes beyond the Company and the Industry, especially in terms of benchmarks. The philosophy of reward for performance however, is applicable to all four domains.

**VIII the securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year**

Mr. Minku Shantilal Gandhi holds 1359427 Equity Shares of the Company of Rs. 10 each. There are no any shares pledged as at the end of the financial year 2019-20.

Further, Mr. Minku Shantilal Gandhi is Brother of our Joint Managing Director, Mr. Maunal Shantilal Gandhi.

In Compliance with the provisions of Section 197 and other applicable provisions of the Act, read with Schedule V of the Act, the terms specified of remuneration above are now being placed before the members for their approval. Further, the approval of Members for the remuneration proposed herein above shall be valid for 3 years w.e.f. February 15, 2021. The Board recommends this special resolution for the, approval of the Shareholders.

Except Mr. Minku Shantilal Gandhi and Mr. Maunal Shantilal Gandhi themselves and his relatives to the extent of their shareholding in the Company, None of the Directors or key managerial personnel or any relative thereof, in anyway, concerned or interested in the special resolution as set out in Item no. 9 except to the extent of their shareholding in the Company.

*Note: Here the Policy will be surrendered up to FY 21-22, Afterwards the actual remuneration that Company will pay is only Basic+ EPF+ Gratuity+ Wi-Fi Facility. So, As per above, in FY 21-22 Remuneration will be paid of Rs. 69,81,908.55/- and EPF+ Gratuity per year and afterwards Remuneration will be paid Rs. 60,50,000/- and EPF+ Gratuity per year Only.*

**Item no. 10**

Kindly recall, at the Board Meeting and Extra Ordinary General Meeting (AGM) held on February 15, 2018 and February 19, 2018, respectively, the Board and Members had approved appointment of Mr. Maunal Shantilal Gandhi (DIN: 00118559) as Joint Managing Director of the Company for a term of 5 (five) years w.e.f February 15, 2018. At the said BM and EOGM, approval was also accorded for terms and conditions for payment of remuneration to him for the period of 3 years w.e.f. February 15, 2018, said terms and conditions for payment of remuneration was subsequently changed on BM and EOGM dated May 9, 2018 and May 18, 2018, respectively and gave superseded effect to the said matter. However, as per Schedule V of the Act, consent of the members required for approval of payment of remuneration to Key Managerial Personnel for further period of three years w.e.f. February 15, 2021.

Pursuant to the provisions of Section 197, 198 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 the remuneration proposed to be paid to Mr. Maunal Shantilal Gandhi (DIN: 00118559) as a Joint Managing Director of the Company and the perquisites proposed to be provided to him are set out below:



Salary:								
Sr. No.	Particulars	Amount Up to Rs. (Per Year)						
1.	Basic Salary: Salary given to Joint Managing Director which is eligible for revision on a date to be determined by the Board of Directors of the company.	Rs. 60,00,000/-						
<b>Perquisites:</b> The Joint Managing Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;								
2.	Provident Fund: Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961.	-						
3.	Gratuity: Gratuity payable shall be calculated as per the provisions of 'The Payment of Gratuity Act, 1972'.	-						
4.	<p>Insurance Policy: Company has taken few Keyman Insurance policies for its Key employees. As per the agreement between the company and those employees, the company intends to surrender its claim on the policy on 2020 or to the subsequent years at the surrender value of its policies.</p> <p>Surrender value of the policies is considered as perquisites and includes in computation of managerial remuneration of the joint managing director of the Company.</p> <p>The Company had paid the premium on above-mentioned policies. The remaining said policy will be surrendered on FY 21-22.</p> <table border="1" style="width: 100%; margin-top: 10px;"> <thead> <tr> <th>Financial Year</th> <th>Employee Name</th> <th>Surrender value</th> </tr> </thead> <tbody> <tr> <td>2021-2022</td> <td>Maunal Shantibhai Gandhi – Joint Managing Director</td> <td>Rs. 9,31,908.55/-</td> </tr> </tbody> </table>	Financial Year	Employee Name	Surrender value	2021-2022	Maunal Shantibhai Gandhi – Joint Managing Director	Rs. 9,31,908.55/-	Rs. 9,31,908.55/-
Financial Year	Employee Name	Surrender value						
2021-2022	Maunal Shantibhai Gandhi – Joint Managing Director	Rs. 9,31,908.55/-						
5.	Wi-Fi Facility: Company provides Wi-Fi facility at the employee's house for doing office work.	Rs. 50,000/-						
<b>Total (Salary + Perquisites)</b>		<b>Up to Rs. 69,81,908.55/- per year</b>						

The overall remuneration referred to above shall not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**(A) The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;**

**I. General Information**

**1. Nature of Industry:** Company is in the Business of Manufacturing and selling various types of Chemicals, Dyes and Intermediates etc.

**2. Date of Commencement of Commercial Production:** 12/05/1993

**3. In Case of New Companies, expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus:** N.A.

**4. Financial performance based on given indicator:** Financial Performance for the period of 01/04/2019 to 31/03/2020 is as under:

Sr. No.	Particulars	Amount (In Rs.)		
		Financial Year 2019-20	Financial Year 2018-19	Financial Year 2017-18
1.	Total Revenue	Rs. 46,54,86,270/-	Rs. 40,98,09,952/-	Rs. 36,79,25,504/-





2.	Earnings before interest, tax, depreciation and amortization	Rs. 5,51,08,175/-	Rs. 5,41,21,246/-	Rs. 5,45,38,851/-
3.	Financial Cost	Rs. 82,85,592/-	Rs. 91,47,112/-	Rs. 97,72,692/-
4.	Depreciation and amortization	Rs. 1,60,41,059/-	Rs. 1,58,81,506/-	Rs. 1,17,20,674/-
5.	Profit Before Tax	Rs. 3,21,00,920/-	Rs. 3,03,30,893/-	Rs. 3,41,37,761/-
6.	Current Tax	Rs. 90,03,679/-	Rs. 82,00,000/-	Rs. 97,52,833/-
7.	Deferred Tax	Rs. 6,46,000/-	Rs. 2,61,000/-	Rs. 76,000/-
8.	Net Profit	Rs. 2,37,43,241/-	Rs. 2,23,91,893/-	Rs. 2,44,60,928/-

**5. Foreign investments and collaborations, if any: N.A.**

**II Information about the appointee:**

**1) Mr. Maunal Shantilal Gandhi:**

**A) Background Details:**

Mr. Maunal Gandhi, 50 Years of age, is an MBA Finance from USA and Bachelor of Commerce from Gujarat University. He was appointed as Director of the Company in December 15, 1993. He is one of the promoters of the Company. Mr. Maunal Gandhi's expertise lies in sales & marketing.

Due to his tremendous efforts, growth of the Company increase day by day. His best efforts will prove to be fruitful in the future of the Company.

**B) Past Remuneration:**

Rs. 5,00,000/- (Rs. Five Lakh Only) per month and perquisites as approved by the members of the Company.

**C) Recognition or awards:**

Not Applicable

**D) Job Profile and his suitability:**

Mr. Maunal Gandhi is expert in sales & marketing. From joining as Director he works for the Company in the sales & marketing Division and also looks into administration, financial and foreign trade matter. So, his proficiency in the area of sales & marketing is good for the future of the Company.

**E) Remuneration Proposed:**

Salary Up to Rs. 5,00,000/- per month and perquisites as mentioned in the note.

**F) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of Mr. Maunal Shantilal Gandhi, the responsibilities shouldered by him and the industry benchmark, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other Companies.

**G) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Beside the remuneration proposed, Mr. Maunal Shantilal Gandhi, does not have any pecuniary relationship with the Company.



### **III Other Information:**

#### **A) Reasons of loss or inadequate profits:**

The Company is engaged in the business of manufacturing and selling various types of Chemicals, Dyes and Intermediates etc. During the Year 19-20, the Company made Profit after Tax of Rs. 2.37 Crores.

The remuneration proposed is within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013.

#### **B) Steps taken or proposed to be taken for improvement:**

All economic measures are being adopted to maintain profitability.

#### **C) Expected increase in productivity and profits in measurable terms:**

Continuous efforts are made to expand marketing and economy in Operation.

### **IV Disclosures:**

The disclosures in respect of remuneration package and other details of all the Directors are given at appropriate places in the Directors' Report.

### **(B) Other parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;**

#### **I Financial and operating performance of the Company during the three preceding financial years**

Details provided in para A (I) (4) above.

#### **II the remuneration or commission drawn by the individual concerned in any other capacity**

No Managerial Personnel has drawn remuneration or commission in any other capacity from the Company.

#### **III the remuneration or commission drawn by him from any other company**

No Managerial Personnel has drawn remuneration or commission in any other capacity from other Company.

#### **IV professional qualifications and experience of the individual concerned**

Please refer Para A (II) (1) above.

#### **V the relationship between remuneration and performance**

Mr. Maunal Shantilal Gandhi is working for the Company since 1995. He is mainly involved in sales & marketing division and also looks into administration, financial and foreign trade matter. Based on the above duty Company has decided to give remuneration as mentioned in the note.

#### **VI the principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company**

The said remuneration has been firstly decided by Nomination and Remuneration Committee as per the Remuneration Policy of the Company and based on his performance during the year then after considering all point, NRC recommended to the Board for giving remuneration to the Key Managerial Personnel. Every employee including executives of the Company receives the salary based on their performance only.



**VII whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference**

The Company has a clearly laid out Board-approved Remuneration Policy. This policy includes, inter-alia, separate remuneration parameters for –

- i. Managing Director / Whole-time Director
- ii. KMP and Senior Management
- iii. Non- Executive / Independent Directors
- iv. Other Employees.

The perspective that governs remuneration of Directors goes beyond the Company and the Industry, especially in terms of benchmarks. The philosophy of reward for performance however, is applicable to all four domains.

**VIII the securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year**

Mr. Maunal Shantilal Gandhi holds 1355427 Equity Shares of the Company of Rs. 10 each. There are no any shares pledged as at the end of the financial year 2019-20.

Further, Mr. Maunal Shantilal Gandhi is Brother of our Joint Managing Director, Mr. Minku Shantilal Gandhi.

In Compliance with the provisions of Section 197 and other applicable provisions of the Act, read with Schedule V of the Act, the terms specified of remuneration above are now being placed before the members for their approval. Further, the approval of Members for the remuneration proposed herein above shall be valid for 3 years w.e.f. February 15, 2021. The Board recommends this special resolution for the, approval of the Shareholders.

Except Mr. Maunal Shantilal Gandhi and Mr. Minku Shantilal Gandhi themselves and his relatives to the extent of their shareholding in the Company, None of the Directors or key managerial personnel or any relative thereof, in anyway, concerned or interested in the special resolution as set out in Item no. 10 except to the extent of their shareholding in the Company.

**Note:** Here the Policy will be surrendered up to FY 21-22, Afterwards the actual remuneration that Company will pay is only Basic+ EPF+ Gratuity+ Wi-Fi Facility. So, As per above, in FY 21-22 Remuneration will be paid of Rs. 69,81,908.55/- and EPF+ Gratuity per year and afterwards Remuneration will be paid Rs. 60,50,000/- and EPF+ Gratuity per year Only.

**Registered Office:**  
88/8, GIDC Phase I,  
Vatva, Ahmedabad-382445,  
Gujarat, India.

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

**Date:** 21/07/2020  
**Place:** Ahmedabad

Archita Jitendrakumar Shah  
**Company Secretary**



**Route Map of the venue for 27th Annual General Meeting of M/s. Ushanti Colour Chem Limited**

**Date & Time:** Thursday, 20th August, 2020 at 05:30 p.m.

**Venue:** 88/8, GIDC Phase I, Vatva, Ahmedabad-382445, Gujarat, India





**27th 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 27th Annual General Meeting of the Company held on Thursday, the 20th day of August, 2020 at 05.30 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 27th Annual General Meeting of members of the Company, to be held on Thursday at the 20th day of August, 2020 at 05.30 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
<b>Ordinary Business</b>			
1	To receive, consider and adopt:  a) the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2020 and Reports of Board of Directors and Report of Auditors thereon.  b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2020 and Report of Auditors thereon.		
2	To confirm the payment of interim dividend made during the financial year 2019-20.		
3	To appoint a Director in place of Mr. Minku Shantilal Gandhi (DIN 00118617), who retires by Rotation at this Annual General		



	Meeting, and being eligible, offers himself for re-appointment.		
4	To take note of name change of Statutory Auditor Firm from M/s. ANA & Associates, Chartered Accountants, Ahmedabad (FRN: 130797W) to M/s. DJNV & Co., Chartered Accountants, (FRN: 115145W) due to its merger into M/s. DJNV & Co., Chartered Accountants, (FRN: 115145W).		
5	To authorize the Board of Directors to sell, lease or otherwise dispose of, to mortgage/create charges on the properties of the Company.		
6	To authorize the Board of Directors to borrow money over and above the paid up capital, free reserves and securities premium of the Company.		
7	Approval of loans, investments, guarantee or security under section 185 of Companies act, 2013.		
8	To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013.		
9	Approval of terms and conditions for payment of remuneration to Mr. Minku Shantilal Gandhi (DIN: 00118617), Joint Managing Director of the Company.		
10	Approval of terms and conditions for payment of remuneration to Mr. Maunal Shantilal Gandhi (DIN: 00118559), Joint Managing Director of the Company.		

Signed this ..... day of ..... 2020

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 27th 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.