Estd : 1961

... making the world more colourful

... Leadership through Phthalocyanine Dyestuff & Pigments

Ushanti

Manufacturers and Exporters of Dyestuffs & Pigments

AN ISO 9001:2015 CERTIFIED COMPANY

Version 5.0 GOTS CERTIFIED COMPANY

E-mail : maunal@ushanti.com

Colour Chem Ltd.

(Formerly known as Ushanti Colour Chem Pvt. Ltd.)

Plot No. 88/6/7/8, GIDC, Phase1,
Vatva, Ahmedabad - 382 445. (INDIA)

Ph. : 91 - 79 - 25833315, 65218621

Fax : 91 - 79 - 25830128

Website : www.ushanti.com

CIN No. L24231GJ1993PLC019444

Date: 04/09/2019

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

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

Respected Sir/Madam,

Subject: Intimation of Notice of the 26th Annual General Meeting of the Company pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to captioned subject, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith copy of Notice of the 26th Annual General Meeting of the Company to be held on Saturday, 28th 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.

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

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

Archita Shah

USHANTI COLOUR CHEM AHMEDABAD

Archita Jitendrakumar Shah
Company Secretary and Compliance Officer

Place: Ahmedabad
ENCL: - Notice of 26th Annual general Meeting

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 31st 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.

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 Bhailalbhai 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

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	Again
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.