MANUFACTURERS AND EXPORTERS OF
DYESTUFFS, PIGMENTS & INTERMEDIATES

Ushanti
Colour Chem Limited
....making the world more colourful

Date: September 05, 2023

To,
The Manager-Listing Department,
National Stock Exchange of India Limited,
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 30th Annual General Meeting of the Company

With reference to captioned subject, please find attached herewith copy of Notice of the 30th Annual General Meeting of the Company scheduled to be held on Wednesday, 27th September, 2023 at 02.00 p.m. at the Registered Office of the Company Situated at 88/8, G I D C Phase I, Vatva, Ahmedabad-382445, Gujarat, India.

Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 21, 2023 to Wednesday, September 27, 2023 (both days inclusive) for the purpose of Annual General Meeting.

The Annual Report along with Notice of AGM can be downloaded from website of the Company (www.ushanti.com).

Kindly take the notice of the same.

For, Ushanti Colour Chem Limited

MAUNAL SHANTILAL GANDHI

Digitally signed by MAUNAL SHANTILAL GANDHI
DN: c=IN, postalCode=380058, st=GUJARAT, street=AHMEDABAD, l=AHMEDABAD, o=Personal, serialNumber=f1935b8bf96bfd207337ba15f3d8fb5fd54f58bd2ffa734e67e608dac29b2cf, pseudonym=f3cfd32a821041bc9252e1e3e05509c7, 2.5.4.20=db9ae545a83a9d28412d9db75eee9378755d1ad3f83b58f0944895870de49c0c, email=MAUNAL@USHANTI.COM, cn=MAUNAL SHANTILAL GANDHI
Date: 2023.09.05 14:27:19 +05'30'

USHANTI COLOUR CHEM LIMITED AHMEDABAD

Maunal Shantilal Gandhi
Joint Managing Director
DIN – 00118559

Encl: - Notice of 30th 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 Thirtieth Annual General Meeting

NOTICE is hereby given that the 30th Annual General Meeting of the Members of M/s. Ushanti Colour Chem Limited (CIN: L24231GJ1993PLC019444) will be held on Wednesday**, 27th day of September, 2023 at 02:00 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:

a) The Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2023 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, 2023 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, 2023 and Report of Auditors thereon.

"RESOLVED THAT audited Consolidated financial statements of the company for the financial year ended March 31, 2023 and the reports of auditors' thereon laid before this meeting, be and are hereby considered and adopted."

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

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

Special Business:

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

To 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, 2024, 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 very 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."

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

To 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, 2024, 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 very 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."

5. Appointment of Mr. Shantilal Bhailal Gandhi (DIN: 00118509) as a Chairman and Non-Executive Director of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provisions contained under the Companies Act, 2013 ("Act"), and in terms of Regulation 17(1A) and any other applicable provisions of the SEBI Regulations of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shantilal Bhailal Gandhi (DIN: 00118509), who was appointed as an Additional Director by the Board of Directors under section 161(1) of the said Act and in accordance with the Articles of Association of the Company, effective August 29, 2023 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature to the office of Director of the Company, and who has attained the age of Ninety-five years in this year and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed as Chairman and Non-Executive Director of the Company, whose period of office shall be liable to retire by rotation."

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Register of Companies or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

6. Approval of the material Related party transactions with UC Colours and Intermediates Private Limited, a Subsidiary of the Company

To Consider and if thought fit, to pass with or without modification, the following resolutions as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, ("Listing Regulations"), Section 188 and other the applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions ("RPTs") and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company, to exercise its powers conferred by this resolution), to enter into and/or to carry out and/or continue to enter into and/or carry out the Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) with UC Colours and Intermediates Private Limited("UCCIPL"), a Subsidiary of the Company and a "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for Purchase of Raw Materials, Purchase of Products, Sale of Raw Material and Sale of Products on such terms and conditions as the Board of Directors may deem fit for an amount not exceeding the limit as mentioned in the explanatory statement for a period of

three years commencing from financial year 2023-24 to financial year 2025-26 provided however that such transactions shall be carried out in ordinary course of business and on arm's length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps, as the Board may in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any other person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

7. To create, offer, issue and allot upto 400,000 (four lakh) fully paid up equity shares of face value of INR 10/- (Rupees ten only) each at an issue price of INR 70/- (Rupees seventy only) each including a premium of INR 60/- (Rupees sixty only) each ("equity Shares") aggregating upto INR 2.80 CRORES (Rupees Two Crores Eighty Lakhs Only) to the Non-Promoters/Public Investors on a private and preferential basis pursuant to provisions of Section 23(1)(B), 42, 62(1) (C) and other applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI (LODR) Regulations, 2015 and other applicable laws.

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

"RESOLVED THAT in accordance with the provisions of Section 23(1)(b), 42, 62 (1)(c) and any other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendments or statutory modification(s) thereto and/or enactment(s) or re-enactment thereof for the time being in force) (the "Act"), the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Listing Agreement with the National Stock Exchange of India Limited ("NSE"), the Stock Exchange where the existing equity shares of the Company are listed on its NSE Emerge Platform ("Stock Exchange"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, ("ICDR Regulations"); the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended ("SEBI Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended ("Listing Regulations") (including any amendments or statutory modification(s) thereto and/or enactment(s) or re-enactment thereof for the time being in force) together with any other rules / regulations / guidelines, if any, as may be prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), Foreign Exchange Management Act, 1999 ("FEMA"), and/or any other appropriate or regulatory authority along with the rules and regulations framed thereunder, and also subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bankers as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a private and preferential basis, at an appropriate time, in one or more tranches upto 400,000 (Four Lakh) fully paid up Equity Shares ("Equity Shares") of face value of INR 10/- (Rupees Ten Only) each at a price of INR 70/- (Rupees Seventy only) each which includes a premium of INR 60/- (Rupees Sixty only) per Equity Share or such other higher price as may be determined in accordance with the provisions of the applicable Act, Rules, Regulations and Directions, Articles of Association of the Company together with the applicable provisions of Chapter V of SEBI (ICDR) Regulations, to the proposed Allottees as mentioned herein below on a cash subscription basis, aggregating upto INR 2.80 Crores (Rupees Two Crores Eighty Lakhs only) in such manner as may be permissible in accordance with provisions of the SEBI Regulations and Act on such terms and conditions as the Board may, in its absolute discretion think fit and appropriate without requiring any further approval and consent from the members in accordance with the SEBI ICDR Regulations and other applicable laws.

S. No	Name of the proposed Allottee(s)	Category	Maximum Number of fully paid-up Equity Shares to be Issued (Upto)
1.	Khodeear Enterprise LLP	Indian LLP registered under the Limited Liability Partnership Act, 2008. Non-Promoters	200,000
2.	Krishnam Enterprise LLP	Indian LLP registered under the Limited Liability Partnership Act, 2008. Non-Promoters	200,000
Total			**400,000**

"**RESOLVED FURTHER THAT** the offer, issue and allotment of the Equity Shares of the Company shall be made at such time(s) or manner as the Board may in its absolute discretion think fit and appropriate."

"**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the offer, issue and allotment of the aforesaid Equity Shares to the Proposed Allottees shall be on the following terms and conditions or such other terms and conditions as may be framed, decided, modified, altered, varied by the Board in its absolute discretion think fit and appropriate: -

(a) In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the purpose of calculation of the floor price for the Preferential Allotment of the Equity Shares be and is hereby fixed as Monday, 28th August 2023, being the date 30 (thirty) days prior to the date of this Annual General Meeting i.e., 27th September 2023.

(b) The Equity Shares shall be allotted in a manner that is in compliance with the minimum public shareholding and other applicable norms as prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.

(c) The Equity Shares shall be issued and allotted by the Company only in dematerialized form to the proposed allottees within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the Equity Shares are pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals, if any.

(d) The Equity Shares proposed to be issued and allotted by the Company shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.

(e) The Equity Shares to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of bonus issue or capitalization of its profits or reserves, upon demerger / realignment, rights issue or undertakes split/ consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under the SEBI ICDR Regulations and all other applicable regulations from time to time.

(f) The Equity Shares shall be issued and allotted by the Company only in dematerialized form.

(g) An amount equivalent to 100% of the total consideration for the Equity Shares will be payable at the time of subscription to the Equity Shares, as prescribed under Regulation 169 of the SEBI (ICDR) Regulations.

(h) The Equity Shares proposed to be issued and allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

(i) The consideration price of the Equity Shares, if paid in cash, shall be received from Allottee's bank account only and not from any other person.

(j) The monies received by the Company from the Allottees for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account.

(k) The Equity Shares allotted shall be subject to a lock-in for such period as may be specified under applicable provisions of the ICDR Regulations or the Act.

(l) The entire pre-preferential allotment shareholding of the proposed Allottees, if any, in the Company shall also be subject to lock-in for such period as may be specified under applicable provisions of the ICDR Regulations or the Act.

(m) The Equity Shares proposed to be allotted to the Allottees under this resolution shall be listed on the National Stock Exchange of India Limited ("NSE") where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority. Further, the Board be and is hereby authorised to make the necessary applications and to take all such steps as may be deemed necessary and appropriate for the listing of the Equity Shares proposed to be allotted to the Allottees, for the admission of such Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of such Equity Shares allotted to the Allottees demat account.

(n) If any of the Allottee fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the Company shall allot the shares to the Allottee up to the extent of their applications received."

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws and pursuant to the provisions of the Act, the consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5, issuance of a private placement and preferential basis offer letter and application form in respect of the Equity Shares to be subscribed by the Allottees, in such form and manner as prescribed under the applicable provisions of the Act and the Rules and Regulations thereunder;

RESOLVED FURTHER THAT the Common Seal of the Company, if any, to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in accordance with the provisions of Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including to appoint external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said Preferential Allotment and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents, and agreements as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept the terms, conditions, modifications, and stipulations as the GOI, RBI, SEBI or Stock Exchange or any other regulatory authority may stipulate while granting approval to the Company for issue of the Equity Shares as aforesaid.

RESOLVED FURTHER THAT necessary corporate actions be taken or authorized to be taken in respect of such Equity Shares being allotted with National Securities Depositories Ltd. (NSDL) and / or Central Securities Depositories Ltd. (CDSL) under the signature of any of the Directors and / or Company Secretary and / or Chief Financial Officer, as may be necessary or required, for and on behalf of the Company in accordance with such other guidelines, rules and regulations as may be applicable with regard to such corporate actions.

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the Equity Shares being allotted under this resolution on Stock Exchange, where the Company's shares are listed in accordance with such other guidelines, rules and regulations as may be applicable with regards to such listing.

RESOLVED FURTHER THAT the Board be and is hereby authorized to give effect to the above resolutions and to do all such acts, deeds and things necessary or incidental that it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, finalizing the terms of agreement(s) and other related document(s), if any, in this regard to the offer, issue and allot equity shares, to resolve and settle any questions, difficulties or doubts that may arise in regard, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be required to give effect to the aforesaid resolution including delegating all or any of its power to the sub-committee or any committee of the Board or to any one or more Director(s)/Company Secretary/ Chief Financial Officer/any Officer(s) of the Company and also the transactions contemplated thereby (including without limitation, issue and allotment of the Equity Shares including without limitation, to issue any clarifications and resolve any doubts or questions that may arise, execute all such agreements, documents, deeds, writings and instruments as the Board may in its absolute discretion deem necessary or desirable to give effect to the aforesaid resolution and to bind the Company and the Shareholders in relation to the same, effect any modification to the foregoing (including any modification to the terms of the issue) and to sign and file applications with the appropriate authorities for obtaining requisite approvals and liaise with such authorities to obtain the requisite approvals for undertaking such transactions.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate the power to its Sub Committee or any one or more Director(s)/Company Secretary/ Chief Financial Officer/any Officer(s) of the Company to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the above and for matters connected therewith or incidental thereto including but not limited to engage / appoint depositories, registrars, bankers, and such other consultants and advisors to the issue and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law and to delegate all or any of its powers herein conferred to any Director(s) and/ or Company Secretary and/or Chief Financial Officer and/ or any Officer(s) and / or any person associated with the Company.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects."

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

For and on behalf of the Board
Ushanti Colour Chem Limited

Date: 29/08/2023
Place: Ahmedabad

Anjali Mukesh Samani
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 2.00 p.m. on Monday, 26th September, 2023. 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. Mr. Bunty Hudda (ACS No. 31507, COP No. 11560), Proprietor of M/S Bunty Hudda & Associates, Practicing Company Secretaries, Ahmedabad has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting in a fair and transparent manner.

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, Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai — 400093, 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 30th 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**	**Mr. Shantilal Bhailal Gandhi**
DIN	00118617	00118509
Date of Birth and age	February 21, 1970 and 53 years	July 08, 1928 and 95 years
Qualification	Bachelor of Commerce from Gujarat University	Bachelor of Science
Expertise in specific Professional area	Having more than 20 years of experience in Chemical industry, mainly involved in production and purchase department.	Having more than 60 years of experience in chemical industry and having expertise in marketing and technical 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.	Appointed as Chairman and Additional Non-Executive Non Independent Director on August 29, 2023. 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	01
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 31st March, 2023	1373427	1712247
Relationship between Directors inter se	He is Brother of Mr. Maunal Shantilal Gandhi, Joint Managing Director of the Company.	He is Father of Mr. Minku Shantilal Gandhi and Mr. Maunal Shantilal Gandhi, Joint Managing Directors 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, August 25, 2023.

The Register of Members and Share Transfer Books of the Company will be closed from Thursday, September 21, 2023 to Wednesday, September 27, 2023 (both days inclusive) and same will be re-opened from Thursday, September 28, 2023 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 2022-23 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

The attention of the members of the Company is invited that pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended from time to time, the exemption with respect to voting by electronic means is available to the Company which are referred to in Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) regulations, 2009 and therefore your company has opted to hold this meeting of the members physically 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: 29/08/2023
Place: Ahmedabad

Anjali Mukesh Samani
Company Secretary

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

Item no. 4

Mr. Minku Shantilal Gandhi (DIN: 00118617) appointed as the Joint Managing Director at the Extra Ordinary General Meeting of the Company held on February 15, 2018 for a term of Five years w.e.f. February 19, 2018 and thereafter reappointed at the 29th Annual General Meeting of the Company held on September 30, 2022 for further period of five years effective from February 15, 2023 till February 14, 2028. His remuneration was fixed at the 27th Annual General Meeting of the company held on Thursday, August 20, 2020 w.e.f. February 15, 2021 to February 14, 2024 as per Schedule V of the Companies Act, 2013. Board of Directors of the company has at its meeting held on August 29, 2023 based on the recommendation of the Nomination & Remuneration committee approved the remuneration payable to Mr. Minku Shantilal Gandhi (DIN: 00118617) for a term of three years w.e.f. February 15, 2024 subject to the approval of shareholders.

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:

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/-
Perquisites: 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. Which is going to be mature in the year 2030. Company is paying premium on such 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.	Rs. 11,62,153
5.	Wi-Fi Facility: Company provides Wi-Fi facility at the employee's house for doing office work.	Rs. 50,000/-
	Total (Salary + Perquisites)	**Upto Rs. 72,12,153/- per year**

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 01/04/2022 to 31/03/2023 is as under:

(Amount in Lakhs)

Sr. No.	Particulars	Financial Year 2022-23	Financial Year 2021-22	Financial Year 2020-21
1.	Total Revenue	Rs. 4267.83/-	Rs. 4775.25/-	Rs. 3515.84/-
2.	Earnings before interest, tax, depreciation and amortization	Rs. 392.00/-	Rs. 418.00/-	Rs. 524.00/-
3.	Financial Cost	Rs. 56.67/-	Rs. 70.92/-	Rs. 60.20/-
4.	Depreciation and amortization	Rs. 167.14/-	Rs. 162.44/-	Rs. 140.95/-
5.	Profit Before Tax	Rs. 173.11/-	Rs. 199.47/-	Rs. 332.78/-
6.	Current Tax	-	Rs. 52.15	Rs. 83.70 /-
7.	Deferred Tax	(Rs. 6.59)	(Rs. 0.97)	Rs.3.84/-
8.	Net Profit	Rs. 179.70/-	Rs. 147.55/-	Rs. 242.69/-

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

II Information about the appointee:

1) Mr. Minku Shantilal Gandhi:

A) Background Derails:

Mr. Minku Gandhi, 53 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/- (Rupees 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/- (Rupees Five Lakh Only) 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 2022-23, the Company made profit after tax of Rs. 179.70 lakhs.

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 1373427 Equity Shares of the Company of Rs. 10 each. There are no shares pledged as at the end of the financial year 2022-23.

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, 2024. The Board recommends this special resolution for the, approval of the Shareholders.

Except Mr. Minku Shantilal Gandhi and Mr. Maunal Shantilal Gandhi themselves and their 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. 4 except to the extent of their shareholding in the Company.

Item No. 5

Mr. Maunal Shantilal Gandhi (DIN: 00118559) appointed as the Joint Managing Director at the Extra Ordinary General Meeting of the Company held on February 19, 2018 for a term of Five years w.e.f. February 15, 2018 and thereafter reappointed at the 29th Annual General Meeting of the Company held on September 30, 2022 for further period of five years effective from February 15, 2023 till February 14, 2028. His remuneration was fixed at the 27th Annual General Meeting of the company held on Thursday, August 20, 2020 w.e.f. February 15, 2021 to February 14, 2024 as per Schedule V of the Companies Act, 2013. Board of Directors of the company has at its meeting held on August 29, 2023 based on the recommendation of the Nomination & Remuneration committee approved the remuneration payable to Mr. Maunal Shantilal Gandhi (DIN: 00118559) for a term of three years w.e.f. February 15, 2024 subject to the approval of shareholders.

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/-
Perquisites: 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. Which is going to be mature in the year 2030. Company is paying premium on such 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.	Rs. 11,62,153
5.	Wi-Fi Facility: Company provides Wi-Fi facility at the employee's house for doing office work.	Rs. 50,000/-
	Total (Salary + Perquisites)	**Up to Rs. 72,12,153/- per year**

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 01/04/2022 to 31/03/2023 is as under:

(Amount in Lakhs)

Sr. No.	Particulars	Financial Year 2022-23	Financial Year 2021-22	Financial Year 2020-21
1.	Total Revenue	Rs. 4267.83/-	Rs. 4775.25/-	Rs. 3515.84/-
2.	Earnings before interest, tax, depreciation and amortization	Rs. 392.00/-	Rs. 418.00/-	Rs. 524.00/-
3.	Financial Cost	Rs. 56.67/-	Rs. 70.92/-	Rs. 60.20/-
4.	Depreciation and amortization	Rs. 167.14/-	Rs. 162.44/-	Rs. 140.95/-
5.	Profit Before Tax	Rs. 173.11/-	Rs. 199.47/-	Rs. 332.78/-
6.	Current Tax	-	Rs. 52.15	Rs. 83.70 /-
7.	Deferred Tax	(Rs. 6.59)	(Rs. 0.97)	Rs.3.84/-
8.	Net Profit	Rs. 179.70/-	Rs. 147.55/-	Rs. 242.69/-

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

II Information about the appointee:

1) Mr. Maunal Shantilal Gandhi:

A) Background Derails:

Mr. Maunal Gandhi, 53 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/- (Rupees Five Lakhs 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. 60,00,000/- (Rupees Sixty Lakhs Only) per annum 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 2022-23, the Company made profit after tax of Rs. 179.70 lakhs.

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 1369416 Equity Shares of the Company of Rs. 10 each. There are no shares pledged as at the end of the financial year 2022-23.

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, 2024. 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

Item No.5

Mr. Shantilal Bhailal Gandhi (DIN: 00118509) is a founder of our company. He has experience of more than 60 years in the field of chemical industry. He has attained the age of 95 years this years but considering the emotional attachment he has with the company being a founder of the company, your Board of Directors on recommendation of Nomination & Remuneration Committee has appointed him as chairman & Additional Non-Executive Director of the company w.e.f. August 29, 2023. Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, he holds office upto the date of this Annual General Meeting of the Company and is eligible for appointment as a Director. The Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director. He has also furnished a further declaration that he is not debarred or disqualified from being appointed or continuing as Director of Companies by the MCA or any such Statutory Authority and has consented to act as Directors of the Company.

Mr. Shantilal Bhailal Gandhi (DIN: 00118509) has started the business of manufacturing and marketing of dyes and pigment in the name of Ushanti Corporation and later in 1993, he started our Company for business expansion. He has been actively involved in the entire business operations of the company ever since. With an experience of more than 60 years in this industry, he has been the backbone of the Company.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 read with Rules thereunder, any proposal to appoint a Director needs to be approved by the members in their General Meeting. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members by way of Special Resolution is required for appointment / continuation of a non-executive director beyond the age of seventy-five years.

The Company has received from Mr. Shantilal Bhailal Gandhi (DIN: 00118509) (i) consent in writing to act as Director in Form DIR-2 (ii) intimation in Form DIR-8 to the effect that he is not disqualified to act as Director under Section 164(2) of the Act and (iii) declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members for appointment of Mr. Shantilal Bhailal Gandhi (DIN: 00118509), as a Chairman & Non-Executive Director on the Board of the Company, who shall be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Mr. Shantilal Bhailal Gandhi, and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, at the Company's registered office during business hours on all working days from the date of dispatch of this Notice till Wednesday, September 27, 2023 and also electronically. Members may send a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at csucl@ushanti.com.

Except Mr. Shantilal Bhailal Gandhi, Mr. Minku Shantilal Gandhi, Mr. Maunal Shantilal Gandhi and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed item no.5.

Your Board of Directors recommend the Special Resolution for your consideration and approval.

Item No. 6

Approval of Related party transaction with UC Colours and Intermediates Private Limited

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution.

The SEBI, vide its notification dated 09 November 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments") introducing amendments to the provisions pertaining to the Related Party Transactions ("RPT") under the Listing Regulations.

The aforesaid amendments inter-alia included replacing the materiality threshold for RPTs as given below:

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Accordingly, the threshold for determination of material RPTs under Regulation 23(1) of the Listing Regulations has been reduced with effect from April 01, 2022.

Given the nature of the industry, the Company works closely with its Subsidiary Company, UC Colours and Intermediates Private Limited to achieve its business objectives and enters into various operational transactions, from time to time, in the ordinary course of business and on arm's-length basis.

Amongst the transactions that the Company executes with its related parties, the estimated value of Agreements entered into/to be entered into during FY 2024 and in each financial year(s) until FY 2026 i.e. three (03) financial years with UC Colours and Intermediates Private Limited may exceed the Materiality Threshold and hence, the Company is approaching the Members for approval of the material RPTs with UC Colours and Intermediates Private Limited for aforementioned three (03) financial years.

Name of related party	Type of Transactions	Maximum amount per annum for each F.Y. (Rs. Lakhs)		
UC Colours and Intermediates Private Limited	Purchase of Raw Materials, Purchase of Products, Sale of Raw Material and Sale of Products	F.Y. 2023-24	F.Y. 2024-25	F.Y. 2025-26
		1000	1000	1000

Members may note that as per the provisions of the Listing Regulations, no related party shall vote to approve the resolutions, whether the entity is a related party to the particular transaction or not.

The relevant information pertaining to material RPTs with UC Colours and Intermediates Private Limited as required under SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22 November 2021 is given below:

Sr. No.	Particulars	Details
1	Name of the related party and its relationship with the listed Limited or its subsidiary, including nature of its concern or interest	UC Colours and Intermediates Private Limited
2	Type, material terms and particulars of the proposed transaction, Tenure of the proposed transaction, Value of the proposed transaction	Purchase and sell goods. Tenure: Recurring transaction for a period of three financial year i.e. 2023-24 to 2025-26
3	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	2023-24: 22.73; 2024-25: 22.73; 2025-26: 22.73
4	If the transaction relates to any loans, inter-corporate deposits advances or investments made or given by the listed entity or its subsidiary	Not Applicable
5	Justification as to why the RPT is in the interest of the listed entity;	It will be helpful in overall the growth and smooth functioning of both companies
6	A copy of the valuation or other external party report, if any such report has been relied upon;	The transactions do not contemplate any valuation
7	Percentage of the counter-party' annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not given as on voluntary basis
8	Any other information that may be relevant.	None

Except Mr. Minku Shantilal Gandhi, Mr. Maunal Shantilal Gandhi and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed item no.6.

Item No. 7

The Board of Directors of the Company at their meeting held on Tuesday, 29th August 2023 had approved and decided to seek approval of the members of the Company by way of a Special Resolution to create, offer, issue and allot, at an appropriate time, in one or more tranches, upto 400,000 (Four Lakh) fully paid up Equity Shares ("Equity Shares") of face value of INR 10/- (Rupees Ten Only) each at a price of INR 70/- (Rupees Seventy only) each which includes a premium of INR 60/- (Rupees Sixty only) per Equity Share or such other higher price as may be determined in accordance with the provisions of the applicable Act, Rules, Regulations and Directions, Articles of Association of the Company together with the applicable provisions of Chapter V of SEBI (ICDR) Regulations, to the Non-Promoters/Public Allottees on a cash subscription basis, aggregating upto INR 2.80 Crores (Rupees Two Crores Eighty Lakhs only) by way of preferential issue.

S. No	Name of the proposed Allottee(s)	Category	Maximum Number of fully paid-up Equity Shares to be Issued (Upto)
1.	Khodeear Enterprise LLP	Indian LLP registered under the Limited Liability Partnership Act, 2008. Non-Promoters	200,000
2.	Krishnam Enterprise LLP	Indian LLP registered under the Limited Liability Partnership Act, 2008. Non-Promoters	200,000
Total			**400,000**

Pursuant to the provisions of Section 23(1)(b), 42 and 62 (1)(c) of the Companies Act, 2013 (the "Act") and Regulation 160 of SEBI ICDR Regulations, 2018, any preferential allotment of Securities needs to be approved by the shareholders by way of a Special Resolution.

The consent of the Shareholders is being sought by way of a special resolution to enable the Board to issue and allot Equity Shares as may be permitted under applicable laws to the proposed allottees as mentioned in the resolution and the Explanatory Statement in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, SEBI ICDR Regulations, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

The proposed allottees of Equity Shares have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date i.e. Monday, 28th August 2023.

The following details of the proposed preferential issue of Equity Shares are disclosed in accordance with the provisions of Companies (Share Capital and Debenture) Rules 2014 and Chapter V -"Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended from time to time:

a. Particulars of the offer including the date of passing of the Board resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board of Directors at its meeting held on Tuesday, 29th August 2023, has, subject to the approval of Members and such other approvals as may be required, approved the issuance of upto 400,000 (Four Lakh) fully paid up Equity Shares ("Equity Shares") of face value of INR 10/- (Rupees Ten Only) each at a price of INR 70/- (Rupees Seventy only) each which includes a premium of INR 60/- (Rupees Sixty only) per Equity Share or such other higher price as may be determined in accordance with the provisions of the applicable Act, Rules, Regulations and Directions, Articles of Association of the Company together with the applicable provisions of Chapter V of SEBI (ICDR) Regulations, to the proposed Allottees as mentioned in the resolution on a cash subscription basis, aggregating upto INR 2.80 Crores (Rupees Two Crores Eighty Lakhs only) 400,000 (Four Lakh) by way of preferential issue.

The preferential issue of Equity Shares is proposed to be made to the Non-Promoter/Public group as detailed herein below. The Company has already obtained PAN of all the proposed Allottees.

S. No	Name of the proposed Allottee(s)	Category	Maximum Number of fully paid-up Equity Shares to be Issued (Upto)	Maximum Amount per Equity Share (In INR) (Upto)
1	Khodeear Enterprise LLP	Indian LLP registered under the Limited Liability Partnership Act, 2008. Non-Promoters	200,000	14,000,000
2	Krishnam Enterprise LLP	Indian LLP registered under the Limited Liability Partnership Act, 2008. Non-Promoters	200,000	14,000,000
Total			**400,000**	**28,000,000**

An amount equivalent to 100% of the total consideration for the Equity Shares will be payable at the time of subscription to the Equity Shares, as prescribed under Regulation 169 of the SEBI (ICDR) Regulations.

b. The objects of the preferential issue:

Our Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards funding the following objects:

a) To meet the working capital requirements.
b) For general corporate purposes.

(Collectively, referred to herein as the "**Objects**")

The objects and objects incidental or ancillary to the main objects as stated in the Memorandum of Association enable us to undertake (i) our existing activities; (ii) the activities for which the funds are being raised through Preferential Issue and (iii) activities for which funds are being earmarked towards general corporate purposes.

Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:

We propose to deploy the Issue Proceeds towards the Objects in accordance with the proposed schedule of implementation and deployment of funds as set forth below:

Sr. No.	Objectives of the proposed issue	Range (In Actuals)	Utilization Time	Reason for giving the range
1.	To meet the working capital requirements.	2,10,00,000-2,30,00,000	12 to 24 months	Deployment under this head will vary depending upon the requirements of the Company. The management of the Company shall have the flexibility in utilizing sums allocated towards this purpose.
2.	For general corporate purpose.	50,00,000-70,00,000	12 to 24 months	
	Total	**2,80,00,000**		

**The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

Till the time the proceeds are not utilized by the Company, it will be kept in the Bank Account of the Company.

Any amount in excess unutilized portion of the receipt under general corporate purpose will be utilized by the Company for meeting its requirements for repayment of Debt and Borrowings of the Company.

The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on the current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management.

c. Relevant Date for issuance of Equity Shares:

The "Relevant Date" in terms of the SEBI (ICDR) Regulations 2018 for determination of minimum price is Monday, 28th August 2023, which is 30 days prior to the date of passing of special resolution by the Shareholders at the ensuing Annual General Meeting i.e. Wednesday, 27th September 2023 for approving the preferential issue on private placement basis.

Pursuant to provisions of the SEBI (ICDR) Regulations 2018, issue price of each Equity Share is fixed at INR 70/- (Rupees Seventy only) per Equity Share, which price is not less than the minimum price at which the Equity Shares are permitted to be issued as per ICDR Regulations.

d. Basis on which the price has been arrived at and justification for the price (including premium), if any:

The Equity Shares of Company are listed on NSE Emerge Platform of National Stock Exchange of India Limited ("NSE"), a recognised stock exchange for a period of more than 90 trading days as on the relevant date i.e. Monday, 28th August 2023 and are frequently traded in accordance with SEBI (ICDR) Regulations.

The Price of the Equity Shares to be allotted to Non-Promoters/Public of the Company shall not be less than the price determined in accordance with the SEBI (ICDR) Regulations. Currently, SEBI (ICDR) Regulations, provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of *"frequently traded shares (Regulation 164(1) of the SEBI (ICDR) Regulations):*

In terms of the applicable provisions of SEBI (ICDR) Regulations, the price at which Equity Shares shall be allotted shall not be less than higher of the following:

- The 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date i.e. Monday, 28th August 2023; or
- The 10 trading day's volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date i.e. Monday, 28th August 2023.

Further, if the Articles of Association of the Company provides for a method of determination which results in a floor price higher than that determined under above regulations, then the same shall be considered as the floor price for Equity Shares to be allotted pursuant to the preferential issue.

(Regulation 166 A (1) of the SEBI (ICDR) Regulations):

Further, in case any preferential issue, which result in a change in control or allotment of more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

Further that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Since, in the proposed Preferential issue of Equity Shares, the proposed allotment is not more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert, the provisions of Regulation 166 A (1) of the SEBI (ICDR) Regulations shall not be applicable to the Company and accordingly the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

(a) Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations *(in case of frequently traded shares*:

The minimum price as per the pricing formula prescribed under Regulation 164(1) of the SEBI ICDR Regulations 2018 for the Preferential Issue of Equity Shares is INR 65.30/- (Rupees Sixty-Five and Thirty paisa only) being the higher of the following:

(i) INR 65.30/- (Rupees Sixty-Five and Thirty paisa only) as the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date;

(ii) INR 64.73/- (Rupees Sixty-four and Seventy-Three paisa only) as the 10 trading day's volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date.

OR

(b) INR 65.30/- (Rupees Sixty-Five and Thirty paisa only) being the price calculated and determined under the Valuation Report dated 28th August 2023 from Den Valuation (OPC) Private Limited, a Registered Valuer entity – Securities & Financial Assets having Registration number - IBBI/RV-E/06/2021/146 and office situated at B/801 Gopal Palace, Nr. Shiromani Complex, Nehrunagar Cross Road, Nehrunagar, Ahmedabad - 380 015 after taking into account the multiple valuation parameters.

OR

(c) The price determined in accordance with the provisions of the Articles of Association of the Company. Since, the Articles of Association of the Company does not mention the formula or calculation of price to be determined for this purpose, this is not applicable to the Company.

Accordingly, the issue price of the Equity Shares to be allotted on preferential basis is fixed at INR 70/- (Rupees Seventy only) each which includes a premium of INR 60/- (Rupees Sixty only) per Equity Share, being the price higher than the price calculated as per above points (a), (b) or (c) which is not less than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations.

e. Amount which the Company intends to raise by way of such securities:

The Company intends to raise up to a maximum of upto INR 2.80 Crores (Rupees Two Crores Eighty Lakhs only) by issue of upto 400,000 (Four Lakh) fully paid up Equity Shares ("Equity Shares") of face value of INR 10/- (Rupees Ten Only) each at a price of INR 70/- (Rupees Seventy only) each which includes a premium of INR 60/- (Rupees Sixty only) per Equity Share or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to the proposed Allottees on a cash subscription in accordance with the provisions of the applicable Act, Rules, Regulations and Directions and Articles of Association of the Company.

f. Intent of the Promoters, Directors and Key Managerial Personnel or Senior Management of the Company to subscribe to the proposed preferential offer:

None of the Promoters & Promoter Group / Directors / Key Managerial personnel/Senior Management of the Company intends to subscribe to the Equity Shares under the Preferential Issue. The proposed allotment of Equity Shares is also to be made to the proposed allottees as mentioned in the resolution who belong to the category other than Promoters and Promoters Group.

g. Proposed time frame within which the Preferential Allotment shall be completed:

As required under the ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that in case the allotment of the proposed Equity Shares is pending on account receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

h. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control:

Sr. No.	Identity of the Allottees	Category	The natural persons who are the ultimate beneficial owners/ ultimately controlling the proposed allottees
1	Khodeear Enterprise LLP	Indian LLP Registered under the LLP Act, 2008 Non-Promoter	As on date of this Notice, the Capital structure of the LLP Company is as follows: **Name of the Partner/Designated Partner** — **% of Capital contribution in the LLP** Dipakkumar Chimanlal Shah — 80.00% Ruchit Dipakbhai Shah — 20.00% **Total — 100.00**
2	Krishnam Enterprise LLP	Indian LLP Registered under the LLP Act, 2008 Non-Promoter	As on date of this Notice, the Capital structure of the LLP Company is as follows: **Name of the Partner/Designated Partner** — **% of Capital contribution in the LLP** Dipakkumar Chimanlal Shah — 80.00% Ruchit Dipakbhai Shah — 20.00% **Total — 100.00**

i. The Shareholding Pattern of the Company before and after the preferential issue:

The Shareholding Pattern of the Company before and after the allotment of Equity Shares.

Sr. No.	Category	Pre - Issue Shareholding as on 25th August 2023.		Equity Shares to be allotted	Post - Issue Shareholding	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)
I	**Promoters Holdings**					
a.	**Indian**					
(i)	Individual/ Hindu Undivided Family	7261700	70.49	--	7261700	67.86
(ii)	Bodies Corporate	--	--	--	--	--
	Sub – Total	**7261700**	**70.49**	--	7261700	67.86
b.	**Foreign Promoters**	--	--		--	--
	Sub – Total (A)	**7261700**	**70.49**	--	**7261700**	**67.86**
II	**Non Promoters holding**					
1	Institutional Investors	--	--	--	--	--
2	Non-Institutional Investor	--	--	--	--	--
(i)	Individuals	2610000	25.34	--	2610000	24.39
(ii)	Body Corporates	196000	1.90	400000	596000	5.57
(ii)	Any Other					
	Non-Resident Individuals	4000	0.04	--	4000	0.03
	Hindu Undivided Family	230000	2.23	--	230000	2.15
	Sub Total (B)	**3040000**	**29.51**	**400000**	**3440000**	**32.14**
	GRAND TOTAL	**10301700**	**100.00**	**400000**	**10701700**	**100.00**

Notes:

1. The above shareholding pattern has been calculated based on the complete allotment of Equity Shares be issued to the proposed Allottees.
2. The pre and post issue shareholding has been calculated, based on the shareholding of the Company as on 25th August 2023.
3. The post issue shareholding details mentioned hereinabove are calculated only based on allotment of Equity Shares to be issued on preferential basis to the above-mentioned allottees. However, if any number of Equity Shares are not issued or allotted, the figures will change accordingly.
4. The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management / control of the Company as a result of the proposed allotment of Equity shares.

j. Basis on which price has been arrived at along with report of the registered valuer:

The price of each Equity Share is fixed at INR 70/- (Rupees Seventy only) per Equity Share as determined in terms of SEBI (ICDR) Regulations on the basis of the Relevant Date i.e. Monday, 28th August 2023.

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date.

The Company has taken Valuation Report dated 28th August 2023 from M/s Den Valuation (OPC) Private Limited, an Independent Registered Valuer entity having its Registered office at B-801, Gopal Palace, Nr. Shiromani Complex, Nehrunagar Char Rasta, Satellite, Ahmedabad – 380015, Gujarat and Registration No: IBBI/RV-E/06/2021/146 and the copy of the same has been hosted on the website of the Company which can be accessed at www.ushanti.com under Investors tab and will also be made available before the shareholders of the Company at the Annual General Meeting to be held on Wednesday, 27th September 2023 and also open for inspection by the members at the registered office of the Company between 11:00 AM to 5:00 P.M. between Monday to Friday of every week upto the date of Annual General Meeting.

Further, the Company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of these regulations where it is required to do so. If the amount payable on account of the re-computation, if required, of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

k. The class or classes of persons to whom the allotment is proposed to be made:

The preferential issue of Equity Shares is proposed to be made to the Non-Promoter/Public group as detailed herein below. The Company has already obtained PAN of all the proposed Allottees.

S. No	Name of the proposed Allottee(s)	Category	Maximum Number of fully paid-up Equity Shares to be Issued (Upto)	Maximum Amount per Equity Share (In INR) (Upto)
1	Khodeear Enterprise LLP	Indian LLP registered under the Limited Liability Partnership Act, 2008. Non-Promoters	200,000	14,000,000
2	Krishnam Enterprise LLP	Indian LLP registered under the Limited Liability Partnership Act, 2008. Non-Promoters	200,000	14,000,000
Total			**400,000**	**28,000,000**

l. The percentage (%) of Post Preferential Issue Capital that may be held by Allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Identity of the Allottees	Category	% of Pre-Preferential Issue Capital		% of Post-Preferential Issue Capital	
			No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding
1	Khodeear Enterprise LLP	Indian LLP registered under the Limited Liability Partnership Act, 2008 Non-Promoters	48,000	0.47%	248,000	2.32%
2	Krishnam Enterprise LLP	Indian LLP registered under the Limited Liability Partnership Act, 2008 Non-Promoters	48,000	0.47%	248,000	2.32%

m. The current and proposed status of the allottee(s) post the preferential issues namely, non-promoter:

Sr. No.	Identity of the Allottees	Current Status (Promoter/Non-Promoter)	Proposed Status (Promoter/Non-Promoter)
1	Khodeear Enterprise LLP	Indian LLP registered under the Limited Liability Partnership Act, 2008 Non-Promoters	No change in Status
2	Krishnam Enterprise LLP	Indian LLP registered under the Limited Liability Partnership Act, 2008 Non-Promoters	

n. Change in control, if any in the issuer consequent to the preferential issue:

There will be no change in control of the Company upon the allotment of Equity Shares. However, voting rights exercised by the existing shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the allotment of Equity Shares.

o. The Company hereby undertakes that:

Since the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the ICDR Regulations.

p. Lock-in period:

The Equity Shares to be allotted and entire pre-preferential allotment shareholding of the Allottee(s) will be subject to applicable lock-in and transfer restrictions stipulated under the ICDR Regulations.

q. Principal terms of assets charged as securities:

Not Applicable.

r. Material terms of raising such securities:

All material terms have been set out above.

s. Listing:

The Company will make an application to the stock exchange at which the existing equity shares are listed, for listing of the Equity Shares to be issued and allotted on preferential basis. Such Equity Shares will rank pari-passu with the existing Equity Shares.

t. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

u. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company had issued 30,00,000 (Thirty Lakh) Convertible Equity Warrants of face value of INR 10/- (Rupees Ten only) each at an issue price of INR 57.25/- (Rupees Fifty Seven and Twenty Five Paisa only) each including premium of INR 47.25/- (Rupees Forty Seven and Twenty Five Paisa only) each to total 8 (Eight) Allottees (Promoters and Non-Promoters) by way of Special Resolution passed at the Extra Ordinary General Meeting held on 05th March 2022 and upon receipt of 25% of Warrants Subscription money the said Warrants has been allotted by the Board of Directors at their meeting held on 16th March 2022.

Further, the said Warrants upon receipt of the balance 75% of Warrants Subscription money has been converted into the Equity Shares in two tranches i.e. on 23rd November 2022 and 05th January 2023.

Save and except the above issue and allotments, the Company has not made any other issue or allotment of securities on preferential basis during the financial year 2022-23 and during the period from 1 April, 2023 till the date of this notice.

v. Practicing Company Secretary Certificate:

The Company has obtained a certificate dated 29th August 2023 from CS Kunal Sharma, Proprietor of Kunal Sharma & Associates, Company Secretaries, Ahmedabad (Membership No: F10329 & CP No: 12987) certifying that the present proposed preferential allotment is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018 as amended from time to time and the copy of the same has been hosted on the website of the Company which can be accessed at www.ushanti.com under Investors tab and will be placed will be made available before the shareholders of the Company at Annual General Meeting to be held on Wednesday, 27th September 2023 and also open for inspection by the members at the registered office of the Company between 11:00 AM to 5:00 P.M. between Monday to Friday of every week upto the date of Annual General Meeting.

w. Monitoring of Utilization of Funds:

As the issue size is less than INR 100 Crore (Rupees One Hundred Crore Only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI (ICDR) Regulations.

x. Pending preferential issue:

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

y. Payment of Consideration:

In terms of the provisions of Regulation 169(1) of the SEBI (ICDR) Regulations, 100% consideration of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company at the time of allotment of Equity Shares to the Proposed Allottees.

The consideration for the Equity Shares shall be payable in cash and has to be paid by the Proposed Allottee from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

z. Other Disclosures / Undertakings:

- ✓ It is hereby confirmed that neither the Company nor its Directors or Promoters or KMPs and to the Company's Knowledge and any of its Promoters are willful defaulter or fraudulent borrower in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and SEBI ICDR Regulations, 2018.

- ✓ None of its Directors or Promoters is a fugitive economic offender or fraudulent borrower as defined under the SEBI ICDR Regulations 2018.
- ✓ The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- ✓ All the Equity shares to be allotted by way of preferential issue shall be fully paid up at the time of the allotment.
- ✓ The proposed allottee(s) confirmed that they have't not sold or transferred any equity shares during the 90 trading days preceding the Relevant Date.
- ✓ The Equity Shares to be issued and allotted by the Company shall be in dematerialized form only and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchange where the equity shares of the Company is listed.
- ✓ None of the person belonging to Promoter(s) or the Promoter group of the Company has previously subscribed to Warrants of the Company and also not failed to exercise the Warrants issued by the Company.
- ✓ As on date of this Notice, as per the information, documents and records available and to the best of the knowledge, the Company does not have any outstanding dues to the Securities Exchange Board of India ("Board"), National Stock Exchange of India Limited ("NSE") and the Depositories.
- ✓ All the Equity Shares held by the proposed Allottees in the Company are in dematerialized form.

The said special resolution will, if passed, enable the Board on behalf of the Company, to issue and allot Equity Shares on a preferential basis to the persons whether or not they are members of the Company as permitted by 23(1)(b), 42 and Section 62 (1)(c) of the Companies Act, 2013. The Company, in consultation with its advisors, experts and others concerned, will fix the detailed terms and conditions of the issue which will be in line with the requirements of the guidelines issued by the Securities and Exchange Board of India (SEBI) and by other concerned authorities.

The Board accordingly recommends the Special Resolution set out at Item No.7 of the accompanying Notice for your approval.

None of the Directors and Promoters of the Company and their relatives, are in any way interested in the resolution except to the extent of their shareholdings in the Company.

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

For and on behalf of the Board
Ushanti Colour Chem Limited

Date: 29/08/2023
Place: Ahmedabad

Anjali Mukesh Samani
Company Secretary

Route Map of the venue for 30th Annual General Meeting of M/s. Ushanti Colour Chem Limited

Date & Time: Wednesday, 27th September, 2023 at 02:00 p.m.
Venue: 88/8, GIDC Phase I, Vatva, Ahmedabad-382445, Gujarat, India

30th 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 30th Annual General Meeting of the Company held on Wednesday, the 27th day of September, 2023 at 02:00 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 30th Annual General Meeting of members of the Company, to be held on Wednesday at the 27th day of September, 2023 at 02.00 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: a) the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2023 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, 2023 and Report of Auditors thereon.		
2	To appoint a Director in place of Mr. Minku Shantilal Gandhi (DIN: 00118617), who retires by Rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as Ordinary Resolution.		

Special business			
3	Approval of terms and conditions for payment of remuneration to Mr. Minku Shantilal Gandhi (DIN: 00118617), Joint Managing Director of the Company.		
4	Approval of terms and conditions for payment of remuneration to Mr. Maunal Shantilal Gandhi (DIN: 00118559), Joint Managing Director of the Company.		
5	Appointment of Mr. Shantilal Bhailal Gandhi (DIN: 00118509) as a Chairman and Non-Executive Director of the Company.		
6	Approval of the material Related party transactions with UC Colours and Intermediates Private Limited, a Subsidiary of the Company		
7	To create, offer, issue and allot upto 400,000 (four lakh) fully paid up equity shares of face value of INR 10/- (Rupees ten only) each at an issue price of INR 70/- (Rupees seventy only) each including a premium of INR 60/- (Rupees sixty only) each ("equity Shares") aggregating upto INR 2.80 CRORES (Rupees Two Crores Eighty Lakhs Only) to the Non-Promoters/Public Investors on a private and preferential basis pursuant to provisions of Section 23(1)(B), 42, 62(1) (C) and other applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI (LODR) Regulations, 2015 and other applicable laws.		

Signed this ….. day of ------ 2023

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 30th 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.