Date: 06/03/2023

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 Postal Ballot Notice of the Company E-voting Facility and fixation of Cut-off date.

In furtherance to our intimation dated March 01, 2023 and pursuant to Regulation 30 of The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time, we are enclosing herewith the Postal Ballot Notice for seeking approval of Members of the Company for Migration of Equity Shares of the Company from NSE Emerge to Main Board of the National Stock Exchange of India Limited and also to list/trade the Equity Shares of the Company on main board of BSE Limited. The said Notice is also available on website of the Company i.e. www.ushanti.com.

Further the Postal Ballot Notice will be sent only through electronic mode to those Members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') and for reckoning the voting rights of the Members of the Company as on Friday, February 24, 2023 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and applicable MCA Circulars and SEBI Circulars.

The Company has availed remote e-voting facility from Central Depository Services (India) Limited (CDSL) and below is the calendar of the events for remote e-voting:

Date of Board Meeting in which Migration, Postal Ballot Notice and other matters has been considered and approved.	Wednesday, March 01, 2023
Date of completion of dispatch of notice of postal ballot to the shareholders of the Company through E-mail	Monday, March 06, 2023
Publication of Newspaper Advertisement for completion of dispatch of notice of postal ballot	Tuesday, March 07,2023

Cut-off date to record the entitlement of the shareholders to cast their vote electronically.	Friday, February 24, 2023
Date and time of commencement of voting through electronic means	Wednesday, March 08, 2023 at 09:00 Hours IST
Date and time of end of voting through electronic means	Thursday, April 06, 2023 at 05:00 Hours IST
Date of declaration of result by the Chairman /Company Secretary	The results of the Postal Ballot will be announced by any one of the Directors of the Company or the Company Secretary not later than 2 (Two) working days of the conclusion of the Postal Ballot.

Kindly take the above information on your records.

Thanking you.

Yours faithfully,

For, Ushanti Colour Chem Limited

MAUNAL SHANTILAL GANDHI

Digitally signed by MAUNAL SHANTILAL GANDHI
Date: 2023.03.06 12:10:37 +05'30'

Maunal Shantilal Gandhi
Joint Managing Director
DIN: 00118559

Place: Ahmedabad

Estd : 1961
... making the world more colourful
... Leadership through Phthalocyanine Dyestuff & Pigments

Ushanti

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CIN No. L24231GJ1993PLC019444

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Website: www.ushanti.com

POSTAL BALLOT NOTICE

[Pursuant to pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or amendments or re- enactments thereof and applicable circulars issued by the Ministry of Corporate Affairs, Government of India]

To
The Members,

Notice is hereby given pursuant to the provisions of Section 108 & Section 110 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) ("the Act"), read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Rules"), read with MCA General Circular Nos. 14/2020, 03/2022 and 11/2022 dated 8th April, 2020, 5th May, 2022 and 28th December, 2022, respectively, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended, Secretarial Standards –II on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and pursuant to other applicable laws and regulations, to transact the special businesses as set out hereunder through Postal Ballot (only through the remote e-voting process).

The proposed Resolutions along with Explanatory Statements setting out material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of **Ushanti Colour Chem Limited ("The Company" or "UCL")** through remote e-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Notice would be sent in electronic mode only to all those shareholders/members who have registered their e-mail addresses with the Company or Depository Participant/ Depository/Bigshare Services Private Limited, the Company's Registrar & Share Transfer Agent (hereinafter referred as "**RTA**"). Further, UCL has extended remote e-voting facility as the only medium to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form and has engaged the services of Central Depository Services (India) Limited ('CDSL') for the said purpose. Therefore, members are requested to communicate their assent or dissent through remote e- voting system only. The instruction for remote e-voting are appended to this Postal Ballot Notice.

The Board of Directors of UCL has appointed CS Kunal Sharma, Proprietor of Kunal Sharma & Associates, Company Secretary in Practice (FCS No. 10329 and CP No. 12987) to act as the Scrutinizer, for conducting the Postal Ballot only through the remote e-voting process, in a fair and transparent manner.

You are requested to carefully read the instructions in this Postal ballot Notice and record your assent (FOR) or dissent (AGAINST) on the proposed resolutions through the remote e-voting process not later than 5.00 p.m. (IST) on Thursday, 06th April, 2023. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot Forms to the Members of the Company, since such requirement is dispensed with as per the abovementioned MCA Circulars in the context of the COVID-19 pandemic and consequently, no physical Ballot Forms will be accepted by the Company.

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After completion of scrutiny of the votes, the Scrutinizer will submit their Report to the Chairman of the Company or to the person authorized by him. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/ Company Secretary within 2 (Two) working days from the conclusion of remote e-voting process i.e. on or before Saturday, 08th April, 2023. The said results along with the Scrutinizer's Report will also be displayed on the website of UCL (www.ushanti.com) and communicated to National Stock Exchange of India Limited ("NSE" or "The stock exchange"), where the Equity Shares of the Company are listed and on the website of CDSL i.e. www.evotingindia.com.

The proposed resolutions, if approved, shall be deemed to have been passed on the last date specified by the Company for receipt of votes.

RESOLUTIONS PROPOSED TO BE PASSED BY THE MEMBERS THROUGH POSTAL BALLOT (BY REMOTE E-VOTING):

SPECIAL BUSINESSES:

1. **To approve Migration of the Securities of the Company from Emerge Platform of National Stock Exchange of India Limited to the Main Board Platform of National Stock Exchange of India Limited:**

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

   "RESOLVED THAT, pursuant to Regulation 277 and other relevant provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the Listing Agreement entered into by the Company with National Stock Exchange of India Limited (NSE) applicable to small and medium enterprise and subject to the applicable laws, by-laws, rules and regulations of National Stock Exchange of India Limited (NSE) and subject to the approval of any statutory authorities, if any, the consent of the Members of the Company be and is hereby accorded to migrate the Equity Shares of the Company, currently listed on Emerge Platform of National Stock Exchange of India Limited to the Main Board Platform of National Stock Exchange of India Limited and upon Migration, the Equity Shares be get listed on the capital segment (Main Board) of National Stock Exchange of India Limited (NSE) from the date of approval of Migration/ getting listed and admitted to be dealt on NSE Main Board and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, NSE and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said Resolution.

   "RESOLVED FURTHER THAT the Board of Directors and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby authorized jointly and / or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited (NSE), The Securities and Exchange Board of India (SEBI), Registrar of Companies (ROC), to apply modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of listing of the Company on Main Board of National Stock Exchange of India Limited (NSE)."

   "RESOLVED FURTHER THAT the Board of Directors and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby authorized jointly and / or severally to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers,

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documents in relation to above and to fulfil all such legal formalities in the connection and to form any committee if they think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney / person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution on behalf of the Company."

2. **To make an application of listing/trading of the Company on Main Board of BSE Limited (BSE):**

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

"RESOLVED THAT, pursuant to provisions laid down in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations, 2018 ("ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), guidelines or requirements given by the BSE Limited (BSE), consent of the members of the Company be and is hereby accorded for making an application for listing of the Company on Main Board of BSE Limited (BSE) which is already listed on SME Platform (EMERGE) of National Stock Exchange of India Limited (NSE) and are in process of Migration of the Company's present listing from NSE EMERGE of National Stock Exchange of India Limited (NSE) to Main Board of National Stock Exchange of India Limited (NSE) and follow such procedures specified under ICDR Regulations, as amended from time to time."

"RESOLVED FURTHER THAT the Board of Directors and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby authorized jointly and / or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to BSE Limited (BSE), National Stock Exchange of India Limited (NSE), The Securities and Exchange Board of India (SEBI), Registrar of Companies (ROC), to apply modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of listing of the Company on Main Board of BSE."

"RESOLVED FURTHER THAT the Board of Directors and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby authorized jointly and / or severally to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfil all such legal formalities in the connection and to form any committee if they think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney / person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution on behalf of the Company."

By order of the Board of Directors
For Ushanti Colour Chem Limited

SD/-
Minku S Gandhi
Chairman & Managing Director
DIN: 00118617

01st March, 2023
Ahmedabad

Registered office:
88/8, GIDC Phase I, Vatva, Ahmedabad – 382445, Gujarat, India
PH. 079-65218621, Fax: 91-79-25830128
Email id: maunal@ushanti.com, CIN: L24231GJ1993PLC019444

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NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2, stating all material facts, disclosure of interest, if any, and reasons thereof for the proposed resolutions is annexed hereto and forms a part of this Notice.
2. The Postal Ballot Notice is being sent electronically (by e-mail to those members who have registered their e-mail IDs with the Company) to those Shareholders whose names appear in the Register of Members / Record of Depositories as on Friday, 24th February, 2023 ("Eligible Members"). A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only. A copy of this Postal Ballot Notice is also available on the website of UCL and can be accessed through link www.ushanti.com.
3. In terms of the MCA Circulars, UCL will send this postal ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members in accordance with the requirements specified under the said Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
4. In case of joint holders, the Member whose name appears as the first holder in order of the names as per the Register of Members of the Company or the list of Beneficial Owners provided by the Depositories, will be entitled to vote through remote e-voting.
5. Any Member who has not registered his / her e-mail ID, may register itself at Company's email ID csucl@ushanti.com, on or before 5:00 p.m. (IST) on Thursday, 06th April, 2023 pursuant to which, any Member may receive on the e-mail ID provided by the Member this Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting.
6. There will be one e-voting for every folio no. / Client ID irrespective of the number of joint holders.
7. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
8. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 10:00 a.m. (IST) to 5:00 p.m. (IST) up to Thursday, 06th April, 2023 (i.e. the last date for receiving of postal ballots / e-votes). E-voting shall be disabled by CDSL at 05:00 P.M. (IST) on Thursday, 06th April, 2023.
9. The Board of Directors has appointed CS Kunal Sharma, Proprietor of Kunal Sharma & Associates, Company Secretary in Practice (FCS No. 10329 and CP No. 12987), as Scrutinizer for conducting the remote e-voting through Postal Ballot.
10. Upon completion of scrutiny of electronic responses, the Scrutinizer will make Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or in his absence, any other person authorized, who shall countersign the same and declare the result of the remote e-voting.
11. As per the provisions of Regulation 44(3) of the Listing Regulations, the result of the Postal Ballot will be announced by 5:00 p.m. (IST), Saturday, 08th April, 2023 at the Registered Office of the Company. The result of the Postal Ballot will also be communicated to National Stock Exchange of India Limited (NSE). The result shall also be posted on the Company's website www.ushanti.com and on the website of CDSL.
12. The Company is extending remote e-voting facility as an only medium to its members to enable them to cast their votes electronically.
13. Voting through electronic means

    Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015

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read with SEBI Circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 & Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS 2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed in the Postal Ballot by electronic means. The facility of casting the votes by the members using an electronic voting system ("remote e-voting") will be provided by Central Depository Services (India) Limited.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links

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	provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
4) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
5) Next enter the Image Verification as displayed and Click on Login.
6) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
7) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(iii) After entering these details appropriately, click on "SUBMIT" tab.

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(iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vi) Click on the EVSN for the relevant <Ushanti Colour Chem Limited> on which you choose to vote.

(vii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(ix) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at cskunalsharma@gmail.com and to the Company at the email address viz; csucl@ushanti.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

Manufacturers and Exporters Of Dyestuffs & Pigments

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

Email: maunal@ushanti.com
CIN No. L24231GJ1993PLC019444

COLOUR CHEM LIMITED,
(Formerly Known as Ushanti Colour Chem Pvt Ltd)
88/6/7/8 Phase I GIDC, Vatva
Ahmedabad 382445
PH.91-79-65218621
Fax. 91-79-25830128
Website: www.ushanti.com

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository

14. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.
15. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., Friday, 24th February, 2023.
16. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
17. The resolutions will be taken as passed effectively on the date of announcement of the result, if the result of the Postal Ballot indicates that the requisite majority of the members of the Company have assented to the resolutions. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of vote i.e. Thursday, 06th April, 2023. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
18. In terms of SEBI circular dated 9th December, 2020 on e-voting facility provided by listed Companies, individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account in order to access e-voting facility.
19. The remote e-voting period begins on Wednesday, 08th March, 2023 at 9:00 a.m. (IST) and ends on Thursday, 06th April, 2023 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 24th February, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
20. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
21. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
22. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 24th February, 2023.
23. Members may send e-mail at csucl@ushanti.com for any grievances connected with electronic means.
24. The Company has appointed CS Kunal Sharma, Proprietor of Kunal Sharma & Associates, Company Secretary in Practice (FCS No. 10329 and CP No. 12987), as the Scrutinizer who will conduct the remote e-voting process in a fair and transparent manner
25. The Scrutinizer shall, immediately after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the

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total votes cast in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall counter sign the same and declare the result of the voting forthwith.

26. As per the provisions of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchange(s) within 2 (Two) working days of the conclusion of the Postal Ballot. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.ushanti.com and shall also be communicated to the stock exchange and CDSL.
27. If you have any queries or issues regarding voting by postal ballot through electronic means, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 - Migration of Securities of the Company from Emerge Platform of National Stock Exchange of India Limited to the Main Board Platform of National Stock Exchangeof India Limited.

Your Company is presently listed on the Emerge Platform of National Stock Exchange of India Limited since 02nd August, 2018. As on date, the Paid-up Equity share capital of the Company is Rs. 10,30,17,000/- (Rupees Ten Crores Thirty Lakhs and Seventeen Thousand only). Thus, the Company is eligible to migrate the Company from Emerge Platform of National Stock Exchange of India Limited to the Main Board Platform of National Stock Exchange of India Limited

The Board of Directors in their meeting held on 01st March, 2023 has decided to migrate the Securities of the Company from NSE Emerge platform to the Main Board Platform of NSE which will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on the Main Board in the form of Market Capitalization, enhanced liquidity, larger participation, visibility etc. will accrue to the Shareholders of the Company.

As per the Regulation 277 laid under Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with SEBI Circular dated 18th May, 2010 and National Stock Exchange (NSE) circular NSE/SME/37551 dated April 18, 2018, an issuer whose specified securities are listed on a NSE EMERGE can migrate to the Main Board after completion of two years of listing on NSE EMERGE subject to fulfillment of other Main Board listing conditions. The Company has been listed and traded on the SME Platform of NSE (i.e. EMERGE) and had been completed two years on 02nd August, 2020 and hence eligible to migrate to the Main Board of National Stock Exchange of India Limited (NSE) as per guidelines specified by SEBI vide their circular dated May 18, 2010 and as per the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018. Listing on the Main Board of National Stock Exchange of India Limited will enhance participation of retail investors in large numbers, and overall market capitalization of the Company may also get increase.

The Members are therefore requested to accord their approval for the purpose of Migration of the Company from NSE Emerge (SME platform of NSE) to the Main Board Platform of NSE as set out in the Notice. Accordingly, the Board recommends the Resolution No. 01 in the Postal Ballot Notice to be passed as Special Resolution by the Members.

Further, the proposed resolution shall be acted upon if the votes cast by public Shareholders in favour of the proposal, amount to at least 2 times the number of votes cast by the public Shareholders against the proposal. The Company would approach National Stock Exchange of India Limited (NSE) with necessary application for Migration upon receipt of approval of the Public Shareholders. It is in the interest of all the Shareholders including public Shareholders to

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approve the proposal for Migration of the Company on the Main Board of NSE and hence Board of Directors recommends the passing of said resolution and seeks your approval.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding. The Board of your Company recommends that the resolution under Item No. 01, be passed in the interest of your Company.

Item No. 2: To make an application of listing/trading of the Company on Main Board of BSE Limited (BSE):

The Company was listed on NSE EMERGE, the SME platform of the National Stock Exchange of India Limited (NSE) w.e.f. 02nd August, 2018 and eligible to migrate to the Main Board of the National Stock Exchange of India Limited (NSE) as per the guidelines specified by the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018. Now, the management of the Company wish to simultaneously list the Company on the Main Board of BSE Limited (BSE) as well. Listing of securities of the Company on both the nationwide stock exchanges i.e. BSE and NSE will lead to enhanced recognition of the Company and will open a wide market for investors.

The members are, therefore, requested to accord their approval, for the purpose of listing the Company on the Main Board of BSE Limited (BSE) as set out in this resolution.

Further, the proposed resolution shall be acted upon if the votes cast by public Shareholders in favour of the proposal, amount to at least 2 times the number of votes cast by the public Shareholders against the proposal. The Company would approach BSE Limited (BSE) with necessary application for listing/trading upon receipt of approval of the Public Shareholders. It is in the interest of all the Shareholders including public Shareholders to approve the proposal for listing/trading of the Company on the Main Board of BSE and hence Board of directors recommends the passing of said resolution and seeks your approval.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding. The Board of your Company recommends that the resolution under Item No. 02, be passed in the interest of your Company.

By order of the Board of Directors
For Ushanti Colour Chem Limited

SD/-
Minku S Gandhi
Chairman & Managing Director
DIN: 00118617

01st March, 2023
Ahmedabad

Registered office:
88/8, GIDC Phase I, Vatva, Ahmedabad – 382445, Gujarat, India
PH. 079-65218621, Fax: 91-79-25830128
Email id: maunal@ushanti.com, CIN: L24231GJ1993PLC01944