



ISHAN DYES & CHEMICALS LTD.

05th September, 2024

To
The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai – 400 001

Ref: **ISHAN DYES AND CHEMICALS LIMITED** BSE SCRIP CODE: **531109** SYMBOL: **ISHANCH**

Sub.: **FILING OF 31ST ANNUAL REPORT 2023-24 UNDER REGULATION 34(1) THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

Dear Sir,

Please refer to our letter dated 30th August, 2024 intimating that the 31st Annual General Meeting (“AGM 2024”) of the Members of the Company is scheduled to be held on **Monday, 30th September, 2024 at 11:00 AM IST** through Video Conferencing (VC) or Other Audio Video Means (OAVM).

Pursuant to Regulation 30 and 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, we are submitting herewith the copy of the Annual Report 2023-24 of the Company.

As per the circulars issued by Ministry of Corporate Affairs and SEBI, the aforesaid documents are electronically dispatched to those members whose email IDs are registered with the Company/ MCS Share Transfer Agent Limited (“Registrar and Share Transfer Agent” of the Company) or the Depositories.

The Annual Report 2023-24 will also be uploaded on the Company’s website.

You are requested to kindly take the note of the above and display the same on notice of the exchange.

Thanking you,

Yours faithfully,

For and on behalf of
ISHAN DYES AND CHEMICALS LIMITED

Shrinal P Patel
Whole Time Director
DIN - 02992519

Enclosed: A/a

Registered Office and Factory Address:

18, G.I.D.C. Estate, Phase-I, Vatva, Ahmadabad - 382 445, Gujarat, INDIA

Phone : +91-79-25832144, 25893607 Fax :+91-79-25833643

E-mail : ishandyes@yahoo.com; ishan@ishandyes.com

Web : www.ishandyes.com

CIN : L24110GJ1993PLC020737

D-U-N-S® Number 65-045-0091



Certificate No. : 7086-Q15 & e15-001
ISO 9001, ISO 14001



ISHAN DYES AND CHEMICALS LIMITED

31ST ANNUAL REPORT 2023-24



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CORPORATE INFORMATION

BOARD OF DIRECTORS

SHRI PIYUSHBHAI NATVARLAL PATEL	- Chairman & Managing Director (<i>Promoter</i>)
SHRI SHRINAL PIYUSHBHAI PATEL	- Whole-Time Director (<i>Promoter</i>)
SMT ANILABEN PIYUSHBHAI PATEL	- Non-Executive and Non-Independent Director (<i>Promoter</i>)
SMT MIRALI HEMANTBHAI PATEL	- Executive Director (<i>Promoter</i>)
SHRI MAYANK HASMUKHBHAI PATEL	- Independent Director
SHRI RONAK YATINKUMAR DESAI	- Independent Director
SHRI ROOPIN AMRIT PATEL	- Independent Director
SHRI YATIN GORDHANBHAI PATEL	- Independent Director
SHRI NIRMAL TIWARI	- Independent Director (<i>w.e.f. 30.08.2024</i>)
SHRI APEXA AJAYKUMAR PANCHAL	- Independent Director (<i>w.e.f. 30.08.2024</i>)
SHRI DARSHAN BIPINCHANDRA SHAH	- Independent Director (<i>w.e.f. 30.08.2024</i>)

CHIEF FINANCIAL OFFICER

- Shri Chintan Prakashbhai Pancholi

COMPANY SECRETARY & COMPLIANCE OFFICER

- Smt. Anisha Jain

BANKERS

- The Kalupur Commercial Co. Op. Bank Limited.
- Kotak Mahindra Bank Limited.
- CITI Bank.

STATUTORY AUDITORS

- A. R. Sulakhe & Co., Chartered Accountants.

INTERNAL AUDITORS

- K. D. Dave & Co., Chartered Accountants.

REGISTERED OFFICE & FACTORY ADDRESS

- 18, GIDC Estate, Phase – 1, Vatva, Ahmedabad – 382 445, Gujarat, INDIA
Tel.: 079-25832144/25893607
Fax: 079-25833643
E-mail: ishandyes@yahoo.com
Website: www.ishandyes.com

CIN

- L24110GJ1993PLC020737

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

- MCS Share Transfer Agent Limited
1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chappanbhog Sweet, Alkapuri, Vadodara – 390 007, Gujarat, INDIA
Tel No: 0265-2314757/2350490
E-mail: mcsltdbaroda@gmail.com



NOTICE

31ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIRST (31ST) ANNUAL GENERAL MEETING (“AGM”) OF THE EQUITY SHAREHOLDERS OF ISHAN DYES AND CHEMICALS LIMITED (“THE COMPANY”) WILL BE HELD THROUGH TWO WAY VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”) ON MONDAY, 30TH SEPTEMBER 2024 AT 11:00 AM IST TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. ADOPTION OF THE ANNUAL AUDITED STANDALONE FINANCIAL STATEMENTS AND REPORTS THEREON:

To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors’ and the Auditors’ thereon, and in this regard, to consider and if thought fit, to pass the following as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024, along with the reports of the Board of Directors and the Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted.”

2. RE-APPOINTMENT OF SMT ANILABEN PIYUSHBHAI PATEL (DIN: 00450893) AS A DIRECTOR RETIRING BY ROTATION:

To consider and approve re-appointment of Smt. Anilaben Piyushbhai Patel (DIN: 00450893) as a Director, who is retiring by rotation and being eligible, offers herself for re-appointment, and in this regard, to consider and if thought fit, to pass the following as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force, Smt. Anilaben Piyushbhai Patel (DIN: 00450893), Non-Executive and Non-Independent Director (Promoter) of the Company, who retires by rotation at this meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Non-Executive and Non-Independent Director (Promoter) of the Company who shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.”

SPECIAL BUSINESS:

3. APPOINTMENT OF MR. DARSHAN BIPINCHANDRA SHAH (DIN - 07030608) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV, the Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or reenactment/(s) thereof, for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall include any Committee of the Board), Mr. Darshan Bipinchandra Shah (DIN - 07030608), who was appointed by the Board of Directors of the Company as an Additional Director (Non-Executive and Independent Director) and who holds office upto the date of the ensuing



Annual General Meeting and in respect of whom 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 a Non-Executive Independent Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and pursuant to Regulation 16(1)(b) of SEBI Listing Regulations and also declared that he has not been debarred from holding the office of Director or continuing as a Director of Company by SEBI/ MCA or any other authority and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation, on the Board for a first term of five (5) consecutive years w.e.f. 30th August, 2024 till 29th August, 2029 (both days inclusive).

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director(s) or Director or Chairman or Company Secretary or Chief Financial Officer, to give effect to the aforesaid resolution.”

4. APPOINTMENT OF MS. APEXA AJAYKUMAR PANCHAL (DIN - 10239502) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV, the Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or reenactment/(s) thereof, for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall include any Committee of the Board), Ms. Apexa Ajaykumar Panchal (Din - 10239502), who was appointed by the Board of Directors of the Company as an Additional Director (Non-Executive and Independent Director) and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of a Non-Executive Independent Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and pursuant to Regulation 16(1)(b) of SEBI Listing Regulations and also declared that she has not been debarred from holding the office of Director or continuing as a Director of Company by SEBI/ MCA or any other authority and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation, on the Board for a first term of five (5) consecutive years w.e.f. 30th August, 2024 till 29th August, 2029 (both days inclusive).

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director(s) or Director or Chairman or Company Secretary or Chief Financial Officer, to give effect to the aforesaid resolution.”

5. APPOINTMENT OF MR. NIRMAL TIWARI (DIN - 10759022) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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



“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV, the Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall include any Committee of the Board), Mr. Nirmal Tiwari (DIN – 10759022), who was appointed by the Board of Directors of the Company as an Additional Director (Non-Executive and Independent Director) and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom 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 a Non-Executive Independent Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and pursuant to Regulation 16(1)(b) of SEBI Listing Regulations and also declared that he has not been debarred from holding the office of Director or continuing as a Director of Company by SEBI/ MCA or any other authority and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation, on the Board for a first term of five (5) consecutive years w.e.f. 30th August, 2024 till 29th August, 2029 (both days inclusive).

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director(s) or Director or Chairman or Company Secretary or Chief Financial Officer, to give effect to the aforesaid resolution.”

**By order of the Board of Directors
For Ishan Dyes & Chemicals Limited
SD/-**

**Piyush N. Patel
Chairman & Managing Director
DIN – 00450807**

**30th August, 2024
Ahmedabad**

Registered office:

18, G.I.D.C Estate, Phase – 1, Vatva, Ahmedabad– 382445, Gujarat, INDIA
Tel No: 079-25832144/25893607, Fax: 079-25833643
Email id: ishandyes@yahoo.com, CIN: L24110GJ1993PLC020737

NOTES:

1. In view of the various circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”) and the Securities and Exchange Board of India (“SEBI Circulars”) from time to time and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 31st Annual General Meeting (“AGM”) of the Members of the Company is being conducted through Video Conferencing or Other Audio Visual Means (“VC / OAVM”), which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. Hence, the Members can attend and participate at the ensuing AGM through VC/OAVM, and physical attendance of Members is not required.
2. Pursuant to the provisions of the Companies Act, 2013 (“the Act”), a Member who is entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is held through VC/OAVM the physical attendance of members is dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Act, authorized representative of the Corporate Member(s) may be appointed for the purpose of participation in the 31st AGM through VC / OAVM and also for remote e-Voting during the 31st AGM.
3. A body corporate intending to appoint their authorized representative(s) to attend the Meeting are requested to send a certified copy of resolution of the Board of Directors or other governing body authorizing such representative(s) to attend and vote on their behalf at the Meeting. The said resolution shall be sent to the scrutinizer by e-mail at cskunalsharma@gmail.com with a copy marked to ishandyes@yahoo.com.
4. In compliance with the above-mentioned MCA Circulars and SEBI Circular, Notice of the AGM along with instructions for e-voting are being sent to the members through electronic mode whose email addresses are registered with the Company/



- Depository Participant(s). The copy of Notice of the AGM will also be available on the website of (i) the Company at www.ishandyes.com, (ii) the BSE Limited (BSE) at www.bseindia.com and (iii) CDSL at www.evotingindia.com.
5. Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se, etc. as required to be disclosed as per the Companies Act, 2013, Regulation 36 (3) the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2), are provided as Annexure to this notice.
 6. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the meeting is annexed hereto.
 7. Since the AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not attached to this Notice.
 8. Non-Resident Indian members are requested to inform RTA/respective DPs, immediately of (a) Change in their Residential Status on return to India for the purpose of permanent settlement, along with PAN details, (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank along with PIN Code number, if not provided earlier.
 9. Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act, 2013.
 10. All documents referred to in the accompanying Notice have been uploaded on the website of the Company at www.ishandyes.com. All shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to ishandyes@yahoo.com.
 11. The Register of Members and the Share Transfer Books of the Company shall remain closed from 24th September, 2024 to 30th September, 2024 (both days inclusive) in connection with the AGM.
 12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
 13. In accordance with the MCA Circulars and SEBI Circular, the financial statements (including Notice calling AGM, Board's Report, Auditor's Report or other documents require to be attached therewith) for the Financial Year ended 31st March, 2024, pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/RTA or the Depository Participant(s) as on Friday, 30th August 2024. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.
 14. The Members are requested to dematerialize their shareholdings with their Depository Participants as the Company's Shares are traded compulsorily under Demat mode in the Stock Exchanges.
 15. As per Regulation 40 of the LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Circular dated 25th January, 2022, has mandated that the securities shall be issued only in dematerialised mode while processing duplicate/unclaimed suspense/ renewal/ exchange/ endorsement/sub-division/ consolidation/ transmission/ transposition service requests received from physical securities holders. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize their shares held in physical form. The Company in this regard has sent letters to the shareholders holding shares in physical form informing them about the above requirement.
 16. Members holding shares in single name and/or in physical mode are advised to make nomination in respect of their shareholding in the Company. Nomination forms can be obtained from the Company's Registered Office.
 17. Members who have not encashed their Dividends declared by the Company are requested to contact the Company at 18, G.I.D.C Estate, Phase - 1, Vatva, Ahmedabad - 382445, Gujarat, INDIA. Details of the unpaid / unclaimed dividend are uploaded as per the requirements on the Company's website www.ishandyes.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed at www.iepf.gov.in
 18. Members are requested to note that Dividends not encashed or remaining unclaimed for a period of 7 (seven) Years from the date of transfer to the Company's Unpaid Dividend Accounts shall be transferred to the Investor Education and Protection Fund (IEPF) established under Section 124 of the Companies Act, 2013 and the relevant Rules thereunder.
 19. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF Authority.
 20. Pursuant to Section 124 of the Companies Act, 2013 the unpaid dividends that are due for transfer to the Investor Education and Protection Fund are as follows:

Type of Dividend	Date of Declaration of Dividend	For the Year ended	Due for Transfer on
Interim Dividend	23-Feb-2018	31-Mar-2018	29-Mar-2025
Final Dividend	04-Sept-2020	31-Mar-2020	07-Oct-2027
Interim Dividend	19-Apr-2021	31-Mar-2021	23-May-2028



21. Members are requested to:
- Intimate to the Company's Registrar and Share Transfer Agents–MCS Share Transfer Agent Limited, changes, if any, in their registered addresses and e-mail id at an early date, in case shares held in physical form.
 - Intimate respective Depository Participant, changes, if any, in their registered addresses or e-mail id at an early date, in case of shares held in dematerialized form;
 - Quote their folio numbers/client ID/DP ID in all correspondence; and
 - Consolidate their holdings into one folio in the identical order of names.
 - Update their PAN and Bank account details by sending a self-attested copy of the PAN along with original cancelled Cheque bearing their name on it or bank passbook/statement attested by their Bank to MCS, the Registrar and Share Transfer Agents of the Company.
 - Members may opt for the direct credit of dividend / ECS wherein members get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of bank instrument in transit. To avail this facility, the members are requested to update with their DP, the active bank account details including 9 digit MICR code and IFSC code, in case the holding is in dematerialized form. In case of shares held in physical form, the said details may be communicated to the RTA by quoting registered folio number and attaching photocopy of the Cheque leaf of the active bank account along with a self-attested copy of the PAN card. Additionally, members holding shares in physical form can update their bank account details to the RTA.
22. Pursuant to section 101 of the Act and the rules made thereunder, the Company is allowed to send communication to the Members electronically. We, thus, request you to kindly register/update your Email ID with your respective depository participant and the Company's RTA (in case of physical shares) and make this initiative a success.
23. Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in demat mode and with the RTA for physical shares.
24. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to RTA /the Company.
25. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. However, the Members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode at free of cost.
26. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings ("SS-2") and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
27. In terms of provisions of section 107 of the Act, as the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the AGM.
28. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
29. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
30. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
31. The remote e-Voting will commence on Friday, 27th September 2024 at 9:00 AM (IST) and will end on Sunday, 29th September 2024 at 05:00 PM (IST) (both days inclusive). The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 23rd September 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 23rd September 2024. During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The e-Voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.
32. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, 23rd September 2024, may obtain the login ID and password by sending a request at ishandyes@yahoo.com
33. Once the votes on the Resolution are cast by the Member, the Member shall not be allowed to change these subsequently.
34. The resolutions shall be deemed to be passed on the date of AGM of the Company, subject to receipt of sufficient votes.
35. You can also update your mobile number and Email id in the user profile details of the folio which may be used for



sending communication(s) regarding CDSL e-voting in future. The same may be used in case the Member forgets the password and the same needs to be reset.

36. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
37. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date i.e. Monday, 23rd September 2024 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and e-voting thereat.
38. The Board of Directors of the Company has appointed CS Kunal Sharma, Proprietor of M/s. Kunal Sharma & Associates, Practicing Company Secretary, (CP No. 12987/Membership No.: FCS 10329), Address: 501-502, Skylar, Near Shalin Bunglows, Corporate Road, Prahaladnagar, Satellite, Ahmedabad-380015 as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner. He has communicated his willingness for such an appointment and will be available for the same.
39. The Scrutinizer will submit his report to the Chairman of the Company or such person as authorized, upon completion of scrutiny of the votes received through the e-voting platform, not later than 2 working days from the date of AGM. The Chairman or any person so authorized by him, shall announce the results of the AGM within 2 working days from the date of AGM in accordance with the regulatory provisions.
40. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ishandyes.com and on the website of CDSL www.evotingindia.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchange, where the equity shares of the Company are listed.
41. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every Listed Company is 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.

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.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655 dated November 3, 2021 and March 16, 2023 has prescribed certain mandatory provisions with regard to "Common and Simplified Norms for processing investor's request by RTAs and norms for furnishing PAN, KYC details and Nomination", where the shares are held in physical mode. Said SEBI circular prescribes following norms, in case the shares are held in physical mode:

- (i) Common and simplified norms for processing any service request from the holder, pertaining to the captioned items, by the RTAs.
- (ii) Electronic interface for processing investor's queries, complaints and service request.
- (iii) Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities.
- (iv) Freezing of folios without valid PAN, KYC details and Nomination and
- (v) Compulsory linking of PAN and Aadhar by all holders of physical securities.

Members of the Company holding shares in physical mode shall provide the following documents / details to the RTA of the Company:

- (i) PAN.
- (ii) Nomination (for all eligible folios) in Form No. SH-13 or submit declaration to "Opt-Out" in Form No. ISR-3. Note: Any cancellation or change in nomination shall be provided in Form No. SH-14.
- (iii) Contact details including postal address with pin code, mobile number, e-mail address.
- (iv) Bank account details including bank name and branch, bank account number, IFSC.
- (v) Specimen signature.

Please provide the above documents / details to the RTA of the Company along with other basic details like name of the member, folio number, certificate number and distinctive numbers. As per the said SEBI circular, the Company has uploaded the following documents (along with the SEBI circular) on the website of the Company:

- (i) Form No. ISR-1-request for registering PAN, KYC details or changes / updation thereof.



- (ii) Form No. ISR-2-confirmation of signature of securities holder by the Banker.
- (iii) Form No. ISR-3-declaration form for opting-out of nomination by holders of physical securities in listed companies.
- (iv) Form No. SH-13-nomination form.
- (v) Form No. SH-14-cancellation or variation of nomination.

Further, the contact details of the Company and RTA are also available on the website of the Company.

Pursuant to SEBI Circular on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Shareholders are therefore advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

(a) Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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 E-voting 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	<ol style="list-style-type: none"> 5) 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 or joining virtual meeting & voting during the meeting. 6) 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. 7) 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 or joining virtual meeting & voting during the meeting.



Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.
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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.

(b) 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 022-23058738 and 22-23058542-43.
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

(c) Login method for Remote E-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- (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,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (4) Next enter the Image Verification as displayed and Click on Login.
- (5) 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.
- (6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	<ul style="list-style-type: none"> • 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)	<ul style="list-style-type: none"> • 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 as mentioned in instruction (v).

- (7) After entering these details appropriately, click on “SUBMIT” tab.
- (8) 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.
- (9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (10) Click on the EVSN for the relevant <Ishan Dyes and Chemicals Limited> on which you choose to vote.



- (11) 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.
- (12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (13) 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.
- (14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (16) 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.
- (17) **Facility for Non – Individual Shareholders and Custodians –Remote Voting.**
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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; ishandyes@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- (1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (4) Only those Members / shareholders, who will be present in the AGM through VC / OAVM and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (5) If any votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC / OAVM, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only the members participating in the meeting.
- (6) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (7) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (8) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (9) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at ishandyes@yahoo.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ishandyes@yahoo.com. These queries will be replied to by the Company suitably by email.
- (10) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time as appropriate for smooth conduct of the AGM.
- (11) Convenience of different persons positioned indifferent time zones has been kept in mind before scheduling the time for this Meeting.

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



In terms of the MCA and SEBI Circulars, the Company has sent the Notice of AGM and e-voting instructions only in electronic form to the registered email addresses of the shareholders whose email addresses are registered with the Company / Depositories. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below

- (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 at ishandyes@yahoo.com.
- (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.
- (4) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
- (5) 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 - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Contact Details:

Company	M/s Ishan Dyes & Chemicals Limited, Reg. Office: 18, G.I.D.C Estate, Phase - 1, Vatva, Ahmedabad - 382445, Gujarat, INDIA, Tel No: 079-25832144/25893607, Fax: 079-25833643, Email ID: ishandyes@yahoo.com , CIN:L24110GJ1993PLC020737
Registrar and Share Transfer Agent	MCS Share Transfer Agent Limited, 1 st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chappanbhog Sweet, Alkapuri, Vadodara - 390 007, Tel: (0265) 2314757, 2350490, E-mail: mcsLtdbaroda@gmail.com
E-voting Agency	Central Depository Services (India) Ltd Email id: helpdesk.evoting@cdslindia.com
Scrutinizer	CS Kunal Sharma, Practicing Company Secretary. 501-502, Skylar, Near Shalin Bungalows, Corporate Road, Prahaladnagar, Satellite, Ahmedabad - 380 015, Gujarat, INDIA. Tel.: +91 9173430216, Email id: cskunalsharma@gmail.com

By order of the Board of Directors
For Ishan Dyes & Chemicals Limited

SD/-

Piyush N. Patel
Chairman & Managing Director
DIN - 00450807

30th August 2024
Ahmedabad

Registered office:

18, G.I.D.C Estate, Phase - 1, Vatva, Ahmedabad- 382445, Gujarat, INDIA
Tel No: 079-25832144/25893607, Fax: 079-25833643
Email id: ishandyes@yahoo.com, CIN: L24110GJ1993PLC020737

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item no: 03:

Pursuant to the recommendations of Nomination and Remuneration Committee and in terms of the Section 161(1) of the Companies Act, 2013 ('the Act') and Articles of the Association of the Company, the Board of Directors at their meeting held on 30th August, 2024 has appointed Mr. Darshan Bipinchandra Shah (DIN - 07030608) as an Additional Director (Non-Executive and Independent Director) of the Company for a term of 5 (Five) consecutive years commencing from 30th August 2024 till 29th August 2029 (both days inclusive), not be liable to retire by rotation, subject to Shareholders' approval and which he shall hold office upto the date of ensuing Annual General Meeting of the Company. The Board recommends his appointment as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years commencing from 30th August 2024 till 29th August 2029 (both days inclusive).



Further, his appointment will be in accordance with the requirements under Section 149(10) of the Companies Act, 2013 and with the applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he will not be subject to liable to retire by rotation.

Considering the qualifications, knowledge and expertise of Mr. Darshan Bipinchandra Shah (DIN – 07030608), the Board recommends his appointment as a Non-Executive Independent Director for a period of 5 years w.e.f 30th August 2024. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose the appointment of Mr. Darshan Bipinchandra Shah (DIN – 07030608) as an Independent Director.

Mr. Darshan Bipinchandra Shah (DIN – 07030608) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has received declaration from Mr. Darshan Bipinchandra Shah (DIN – 07030608) that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and regulation 16 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Darshan Bipinchandra Shah (DIN – 07030608) has also given declarations and has confirmed that he has not been convicted of any offence in connection with the promotion, formation and/or management of any Company or LLP and has not been found guilty of any fraud or misfeasance or of any breach of duty to any Company under this Act or any previous company law in the last five years and that his total directorship in all companies shall not exceed the prescribed number of companies in which a person can be appointed as a director. Mr. Darshan Bipinchandra Shah (DIN – 07030608) has also confirmed that he is not debarred from holding the office of the Director by virtue of any SEBI order and/or any other such authority.

In the opinion of the Board, Mr. Darshan Bipinchandra Shah (DIN – 07030608) fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for his proposed appointment as an Independent Director and is independent of the Management.

Mr. Darshan Bipinchandra Shah (DIN – 07030608) is also a Member of the Audit Committee and Nomination and Remuneration Committee. Mr. Darshan Bipinchandra Shah (DIN – 07030608) does not hold any Equity Shares in the Company and is not related to any Directors of the Company.

A copy of the letter of appointment of Mr. Darshan Bipinchandra Shah (DIN – 07030608) as an Independent Director setting out the terms and conditions would be available for electronic inspection without any fee by the members and will also be available electronically for inspection by the Members during the Annual General Meeting.

A brief resume of Mr. Darshan Bipinchandra Shah (DIN – 07030608) is provided in the **Annexure to the Notice**.

This Statement may also be regarded as a disclosure under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommends the resolution as set out in Item No. 3 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

Except Mr. Darshan Bipinchandra Shah and his relatives, none of the other Directors and/or Key Managerial Personnel of the company and/or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

Item no: 04:

Pursuant to the recommendations of Nomination and Remuneration Committee and in terms of the Section 161(1) of the Companies Act, 2013 ('the Act') and Articles of the Association of the Company, the Board of Directors at their meeting held on 30th August, 2024 has appointed Ms. Apexa Ajaykumar Panchal (DIN – 10239502) as an Additional Director (Non-Executive and Independent Director) of the Company for a term of 5 (Five) consecutive years commencing from 30th August 2024 till 29th August 2029 (both days inclusive), not be liable to retire by rotation, subject to Shareholders' approval and which she shall hold office upto the date of ensuing Annual General Meeting of



the Company. The Board recommends her appointment as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years commencing from 30th August 2024 till 29th August 2029 (both days inclusive).

Further, her appointment will be in accordance with the requirements under Section 149(10) of the Companies Act, 2013 and with the applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she will not be subject to liable to retire by rotation.

Considering the qualifications, knowledge and expertise of Ms. Apexa Ajaykumar Panchal (DIN – 10239502), the Board recommends her appointment as a Non-Executive Independent Director for a period of 5 years w.e.f 30th August 2024. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose the appointment of Ms. Apexa Ajaykumar Panchal (DIN – 10239502) as an Independent Director.

Ms. Apexa Ajaykumar Panchal (DIN – 10239502) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director. The Company has received declaration from Ms. Apexa Ajaykumar Panchal (DIN – 10239502) that she meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and regulation 16 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Apexa Ajaykumar Panchal (DIN – 10239502) has also given declarations and has confirmed that she has not been convicted of any offence in connection with the promotion, formation and/or management of any Company or LLP and has not been found guilty of any fraud or misfeasance or of any breach of duty to any Company under this Act or any previous company law in the last five years and that her total directorship in all companies shall not exceed the prescribed number of companies in which a person can be appointed as a director. Ms. Apexa Ajaykumar Panchal (DIN – 10239502) has also confirmed that she is not debarred from holding the office of the Director by virtue of any SEBI order and/or any other such authority.

In the opinion of the Board, Ms. Apexa Ajaykumar Panchal (DIN – 10239502) fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for her proposed appointment as an Independent Director and is independent of the Management.

Ms. Apexa Ajaykumar Panchal (DIN – 10239502) is also a Member of the Audit Committee and Nomination and Remuneration Committee. Ms. Apexa Ajaykumar Panchal (DIN – 10239502) does not hold any Equity Shares in the Company and is not related to any Directors of the Company.

A copy of the letter of appointment of Ms. Apexa Ajaykumar Panchal (DIN – 10239502) as an Independent Director setting out the terms and conditions would be available for electronic inspection without any fee by the members and will also be available electronically for inspection by the Members during the Annual General Meeting.

A brief resume of Ms. Apexa Ajaykumar Panchal (DIN – 10239502) is provided in the **Annexure to the Notice**.

This Statement may also be regarded as a disclosure under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommends the resolution as set out in Item No. 4 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

Except Ms. Apexa Ajaykumar Panchal and her relatives, none of the other Directors and/or Key Managerial Personnel of the company and/or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

Item no: 05:

Pursuant to the recommendations of Nomination and Remuneration Committee and in terms of the Section 161(1) of the Companies Act, 2013 ('the Act') and Articles of the Association of the Company, the Board of Directors at their meeting held on 30th August, 2024 has appointed Mr. Nirmal Tiwari (DIN – 10759022) as an Additional Director (Non-Executive and Independent Director) of the Company for a term of 5 (Five) consecutive years commencing from 30th



August 2024 till 29th August 2029 (both days inclusive), not be liable to retire by rotation, subject to Shareholders' approval and which he shall hold office upto the date of ensuing Annual General Meeting of the Company. The Board recommends his appointment as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years commencing from 30th August 2024 till 29th August 2029 (both days inclusive).

Further, his appointment will be in accordance with the requirements under Section 149(10) of the Companies Act, 2013 and with the applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he will not be subject to liable to retire by rotation.

Considering the qualifications, knowledge and expertise of Mr. Nirmal Tiwari (DIN – 10759022), the Board recommends his appointment as a Non-Executive Independent Director for a period of 5 years w.e.f 30th August 2024. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose the appointment of Mr. Nirmal Tiwari (DIN – 10759022) as an Independent Director.

Mr. Nirmal Tiwari (DIN – 10759022) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has received declaration from Mr. Nirmal Tiwari (DIN – 10759022) that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and regulation 16 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Nirmal Tiwari (DIN – 10759022) has also given declarations and has confirmed that he has not been convicted of any offence in connection with the promotion, formation and/or management of any Company or LLP and has not been found guilty of any fraud or misfeasance or of any breach of duty to any Company under this Act or any previous company law in the last five years and that his total directorship in all companies shall not exceed the prescribed number of companies in which a person can be appointed as a director. Mr. Nirmal Tiwari (DIN – 10759022) has also confirmed that he is not debarred from holding the office of the Director by virtue of any SEBI order and/or any other such authority.

In the opinion of the Board, Mr. Nirmal Tiwari (DIN – 10759022) fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for his proposed appointment as an Independent Director and is independent of the Management.

Mr. Nirmal Tiwari (DIN – 10759022) is also a Member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. Mr. Nirmal Tiwari (DIN – 10759022) does not hold any Equity Shares in the Company and is not related to any Directors of the Company.

A copy of the letter of appointment of Mr. Nirmal Tiwari (DIN – 10759022) as an Independent Director setting out the terms and conditions would be available for electronic inspection without any fee by the members and will also be available electronically for inspection by the Members during the Annual General Meeting.

A brief resume of Mr. Nirmal Tiwari (DIN – 10759022) is provided in the **Annexure to the Notice**.

This Statement may also be regarded as a disclosure under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommends the resolution as set out in Item No. 5 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

Except Mr. Nirmal Tiwari and his relatives, none of the other Directors and/or Key Managerial Personnel of the company and/or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

Annexure to the Notice

Brief Resume of Director's seeking appointment/re-appointment.



Details of Directors seeking appointment/re-appointment at the 31st Annual General Meeting pursuant to the provisions of (i) Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India and are provided herein below:

Name with Age and Qualifications	Experience	Details of Directorships in other Companies including Listed Companies	Details of Membership of Committees of all the Companies	No of Meetings attended during the Year	Brief Resume of Directors	Disclosure on relationship between Directors Inter-se
<p>Anilaben Piyushbhai Patel</p> <p>Date of Birth - 07/11/1957</p> <p>66 years</p> <p>B.A. (Psychology)</p>	<p>She is having experience of general administration and involved into various social activities.</p>	--	<p>Ishan Dyes and Chemicals Limited</p> <p>Membership:</p> <p>i. Stakeholders Relationship Committee.</p> <p>ii. Corporate Social Responsibility (CSR) Committee</p>	<p>Board Meeting: 8</p> <p>Stakeholders Relationship Committee Meeting: 4</p> <p>Corporate Social Responsibility (CSR) Committee Meeting: NA.</p>	<p>She is one of the key promoters of the Company. Presently she is a promoter director liable to retire by rotation.</p> <p>She holds 25,42,325 Shares in the Company.</p>	<p>Wife of Piyush N. Patel, Mother of Shrinal P. Patel and Mother-in-Law of Mirali H. Patel</p>
<p>Darshan Bipinchandra Shah</p> <p>Date of Birth - 16/04/1990</p> <p>34 years</p> <p>Company Secretary</p>	<p>He has overall Experience of more than 10 years as a Company Secretary and having relevant experience in the area of Corporate Laws, Security Laws, Capital Market, Corporate Governance, Finance, Leadership as well as various Compliances under Listing Process, Liaison with Regulatory authorities.</p>	--	<p>Ishan Dyes and Chemicals Limited</p> <p>Membership:</p> <p>i. Audit Committee.</p> <p>ii. Nomination & Remuneration Committee.</p>	NA	<p>He is one of the Non - Executive and Independent Director of the Company. Presently he is Additional Director not liable to retire by rotation.</p> <p>He does not hold any number of Shares in the Company.</p>	<p>Not related to any of the Directors of the Company.</p>
<p>Ms. Apexa Ajaykumar Panchal</p>	<p>She has overall Secretarial Brief profile (in case of Experience of</p>	Lippi Systems Limited	<p>Ishan Dyes and Chemicals Limited</p> <p>Membership:</p>	NA	<p>She is one of the Non - Executive and Independent Director of the Company.</p>	<p>Not related to any of the Directors of the Company.</p>



<p>Date of Birth - 18/09/1989</p> <p>35 years</p> <p>Company Secretary</p>	<p>more than 9 years of listed entity and having 4 appointment) relevant experience in the area of Corporate Laws, Security Laws, Capital Market, Corporate Governance, Finance, Leadership as well as various Compliances under Listing Process, Liaison with Regulatory authorities.</p>		<p>i. Audit Committee.</p> <p>ii. Nomination & Remuneration Committee.</p> <p>Lippi Systems Limited:</p> <p>Membership:</p> <p>I. Audit Committee.</p> <p>I. Nomination & Remuneration Committee.</p> <p>I. Stakeholder's Relationship Committee.</p>		<p>Presently she is Additional Director not liable to retire by rotation.</p> <p>She does not hold any number of Shares in the Company.</p>	
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Mr. Nirmal Tiwari Date of Birth - 25/10/1987 36 years Company Secretary in Practice	He has overall Experience of more than 09 years as a Company Secretary and having relevant experience in the area of Corporate Laws, Security Laws, Capital Market, Corporate Governance, Finance, Leadership as well as various Compliances under Listing Process, Liaison with Regulatory authorities.	--	Ishan Dyes and Chemicals Limited Chairmanship: i. Audit Committee. ii. Nomination & Remuneration Committee. iii. Stakeholders Relationship Committee.	NA	He is one of the Non - Executive and Independent Director of the Company. Presently he is Additional Director not liable to retire by rotation. He does not hold any number of Shares in the Company.	Not related to any of the Directors of the Company.



BOARD OF DIRECTORS' REPORT

To,
The Members of
Ishan Dyes and Chemicals Limited

Your directors have pleasure in presenting the 31st Annual Report together with the Audited Standalone Financial Statements for the financial year ended 31st March 2024.

1. FINANCIAL RESULTS

The Company's financial performance for the financial year ended March 31, 2024, along-with that of the previous financial year ended March 31, 2023, is summarized below:

	<i>(Amount in INR Lakhs)</i>	
	Current Year (2023-24)	Previous Year (2022-23)
Sales (Net)	7666.89	6470.81
Other Income	291.82	201.37
Total Revenue	7958.71	6672.18
Earnings before Finance Cost, Depreciation, Exceptional /Extraordinary Items, Tax & Amortizations (EBITDA)	615.25	311.67
Finance Cost (Net)	274.45	160.95
Depreciation	281.61	273.54
Profit before Exceptional / Extraordinary items & tax	59.19	(122.82)
Exceptional / Extraordinary expenses	-10.67	--
Profit before Tax	48.52	(122.82)
Tax Adjustments (Net)	36.79	(2.64)
Profit after Tax	4.04	(116.84)

The above figures are extracted from the Financial Statements prepared in accordance with accounting principles generally accepted in India as specified under Sections 129 and 133 of the Companies Act, 2013 ("the Act") read with the Companies (Accounts) Rules, 2014, as amended and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India.

The Financial Statements as stated above are available on the Company's website www.ishandyes.com.

2. STATE OF COMPANY'S AFFAIRS AND FINANCIAL PERFORMANCE

During the year under review, the Total Revenue from Operations raise by 18.48% to 7666.89 INR Lakhs from INR 6470.81 Lakhs in the Financial Year 2023-24 and EBITDA increased by 97.40 % to INR 615.25 Lakh from INR 311.67 Lakh in the Financial Year 2023-24.

The Profit before tax was increased by 139.51% y-o-y to INR 48.52 Lakh. Net Profit after tax increased by 103.46 % y-o-y to INR 4.04 Lakh.

3. CHANGE IN NATURE OF BUSINESS, IF ANY

The Company is engaged in the Business of Manufacturing, Trading, Export, Import and other deals in Chemicals used in Dyes and Pigments. During the Financial Year 2023-24, the Company has not changed its nature of business.

4. DIVIDEND

Due to previous year's loss and also to conserve the financial resources, your Directors have not recommended any Interim Dividend as well as any final dividend for the financial year ended 31st March, 2024 on Equity Shares of the Company.



Further the details of Unclaimed and Unpaid Dividend Amount of the Company have been disclosed in the Notes to the Notice of 31st Annual General Meeting of the Company.

5. TRANSFER TO RESERVES:

During the year under review, Your Directors do not propose to transfer any amount to the reserves.

6. EXPORTS

During the year under review, the exports of your Company recorded a gross turnover of INR 2988.98 Lakhs.

7. SHARE CAPITAL

As on 31st March, 2024, the Share Capital structure of the Company stood as follows:

Particulars	No of Shares	Amount
<u>Authorized Share Capital</u>		
Equity Shares of Rs. 10/- each	2,50,00,000	25,00,00,000
Total	2,50,00,000	25,00,00,000
<u>Issued, Subscribed and Paid up Share Capital</u>		
Equity Shares of Rs. 10/- each	2,09,68,147	20,96,81,470
Total	2,09,68,147	20,96,81,470

Depository System:

As the members are aware, the Company's Equity shares are compulsorily tradable in electronic form. As on 31st March 2024, 93.4% of the Company's total paid up Equity Capital representing 1,95,84,312 Equity shares are in dematerialized form.

The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 mandate that the transfer, except transmission and transposition, of securities shall be carried out in dematerialized form only with effect from 1st April 2019. In view of the numerous advantages offered by the Depository system as well as to avoid frauds, members holding shares in physical mode are advised to avail of the facility of dematerialization from either of the depositories. The Company has, directly as well as through its RTA, sent intimation to shareholders who are holding shares in physical form, advising them to get the shares dematerialized.

8. SEGMENT WISE PERFORMANCE

The Company has only one reportable segment of activity i.e. "Chemicals", in accordance with the definition of "Segment" as per the IND AS. The performance of the Company is discussed separately in this Report.

9. SUBSIDIARIES, JOINT VENTURES & ASSOCIATES

Your Company doesn't have any Subsidiaries, Joint Ventures and Associates.

10. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report and provides overview of the business and operations of the Company.

11. PUBLIC DEPOSITS



The Company has not accepted any public deposits nor any amount of principal or interest thereof was outstanding in terms of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, for the financial year ended.

The Company has received declarations from its Directors that all the Loans extended/to be extended by them to the Company are their owned funds only and not borrowed from any person or entity.

12. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

In terms of Section 134(3) (l) of the Companies Act, 2013, except as disclosed elsewhere in this Report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this Report.

13. CORPORATE GOVERNANCE

A report on Corporate Governance along with a Certificate from the Practicing Company Secretary confirming compliance of the conditions of Corporate Governance as stipulated under the SEBI Listing Regulations and a Certificate of the CEO/MD and CFO of the Company in terms of Regulation 17(8) of the Listing Regulations is appended to the Corporate Governance Report which forms part of this Annual Report.

14. INDUSTRIAL RELATIONS

The relationship with employees at all level remained cordial and harmonious during the year. We appreciate the committed contribution made by employees of the Company at all the levels to achieve present growth of the Company.

15. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT OF THE COMPANY

In accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Board of Directors has formulated the Nomination and Remuneration Policy based on recommendations made by the Nomination and Remuneration Committee. The salient aspects covered in the Nomination and Remuneration Policy have been outlined in the Corporate Governance Report which forms part of this Report. The Policy is also available on the website of the Company www.ishandyes.com.

16. BOARD DIVERSITY

The Company recognizes the importance of a diverse Board in its process. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender which will help to provide better directions and supervision to the affairs of the Company. The Board has adopted the Board diversity policy which sets out the approach to diversity of the Board of Directors. The Policy is also available on the website of the Company www.ishandyes.com.

17. PARTICULARS OF EMPLOYEES

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 (12) of the Companies Act, 2013 and Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in "Annexure [A]" that forms part of this Report.

No employee of the Company was in receipt of remuneration more than the limits specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, during the financial year ended 31st March 2024.



18. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Appointments:

During the year 2023-24, No Director was appointed on the Board of the Company.

During the current year 2024-25, Mr. Darshan Bipinchandra Shah (DIN – 07030608), Ms. Apexa Ajaykumar Panchal (DIN – 10239502) and Mr. Nirmal Tiwari (DIN – 10759022) have been appointed as Additional Directors (Non – Executive and Independent Directors) of the Company w.e.f August 30, 2024.

The Board of Directors has proposed their appointment as a Director (Non – Executive and Independent Director) at the ensuing 31st Annual General Meeting of the Company.

Retire by Rotation:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company, Smt. Anilaben Piyushbhai Patel (DIN: 00450893), Non-Executive Director of the Company is liable to retire by rotation at the ensuing AGM and being eligible offered herself for reappointment.

Appropriate resolution for her re-appointment is being placed for your approval at the ensuing AGM. The brief resume of Smt. Anilaben Piyushbhai Patel (DIN: 00450893), Non-Executive Director with other related information has been detailed in the Notice of AGM which is forming part of the Annual Report.

Your Directors recommend her re-appointment as a Non-Executive Director of your Company.

Re-appointments:

During the year 2023-24, none of the Director's term was due for re-appointment.

Resignations along with facts of resignation:

During the financial year 2023-24, no Director has resigned from the Directorship of the Company.

Key Managerial Personnel:

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Shri Piyush N. Patel, Chairman and Managing Director, Shri Shrinal P. Patel, Whole-Time Director, Shri Chintan Prakash Pancholi, Chief Financial Officer and Mrs. Anisha Jain, Company Secretary and Compliance officer, are the Key Managerial Personnel's of your Company.

Annual Evaluation of Board's Performance:

In terms of the requirement of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), an annual performance evaluation of the Board, its Committees and the Directors was undertaken which included the evaluation of the Board as a whole, Board Committees and peer evaluation of the Directors. The criteria for performance evaluation covers the areas relevant to the functioning of the Board and Board Committees such as its composition, oversight and effectiveness, performance, skills and structure etc. The performance of individual directors was evaluated on the parameters such as preparation, participation, conduct, independent judgment and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation of the Directors, the Directors being evaluated had not participated. The evaluation process has been explained in the corporate governance report section in this Annual Report.

Declaration of Independence:



Your Company has received declarations from all the Independent Directors under Section 149(7) of the Companies Act, 2013 confirming that they fulfill the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as under Regulation 16(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, the Independent Directors fulfil the conditions specified under the Act and Listing Regulations and are independent of the management. The Board skill/expertise/ competencies matrix of all the Directors, including the Independent Directors is provided in the Corporate Governance Report forming part of this Annual Report. All the Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs ("IICA").

Familiarization Program for Independent Directors

At the time of the appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities. Further, the Independent Directors are introduced with the corporate affairs, new developments and business of the Company from time to time. The Familiarization program is also available on the website of the Company www.ishandyes.com.

Pecuniary relationship

During the year under review, except those disclosed in the Audited Financial Statements, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company.

19. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company as well as consequences of violation. The Policy has been formulated to regulate, monitor and ensure reporting of deals by the employees and to maintain the highest ethical standards of dealing in the Company's Shares. The code is also available on the website of the Company www.ishandyes.com.

The Company has adopted the amended Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in terms of the SEBI (Prohibition of Insider Trading) Regulation, 2015 (as amended). The same has been filed with the BSE Limited and also uploaded on the website of the Company.

20. COMMITTEES OF THE BOARD

As on 31st March 2024, the Board has following committees:

- a. Audit Committee.
- b. Nomination and Remuneration Committee.
- c. Stakeholder's Relationship Committee.
- d. Corporate Social Responsibility Committee.

The details with respect to the composition, powers, roles, terms of reference, number of meetings held, attendance at the meetings etc. of Statutory Committees are given in detail in the Corporate Governance Report.

21. NUMBER OF MEETINGS OF THE BOARD AND COMMITTEES MEETINGS

The details of the number of Board and Committee Meetings of your Company along with the composition and attendance of the Directors and Members at such meetings are set out in the Corporate Governance Report which forms part of this Report. The time gap between the two meetings was in accordance with the requirements. Every Director currently on the Board of the Company has personally attended at least one Board / Committee of Directors' Meeting in the financial year 2023-24. All the information required to be furnished to the Board was made available along with a detailed Agenda.



During the year under review, the Company has complied with the provisions of Secretarial Standard 1 (relating to Meetings of the Board of Directors) and Secretarial Standard 2 (relating to General Meetings) issued by the Institute of the Company Secretaries of India.

22. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(5) read with Section 134(3)(c) of the Companies Act, 2013 ('Act') with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March 2024, the applicable accounting standards, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2024 and of the profit and loss statement of the Company for the financial year ended 31st March, 2024;
- (c) proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a 'going concern' basis;
- (e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and operating effectively; and
- (f) Proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

23. EXTRACT OF ANNUAL RETURN

The Annual Return as required under sub-section (3) of Section 92 of the Companies Act, 2013 ('the Act') in form MGT-7 is made available on the website of the Company and can be accessed at www.ishandyes.com.

24. RELATED PARTY TRANSACTIONS

During the financial year 2023-24, all transactions with the Related Parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were entered in the ordinary course of business and on an arm's length basis.

The Company has a process in place to periodically review and monitor Related Party Transactions. The Audit Committee has approved all related party transactions for FY 2023-24 and estimated transactions for FY 2024-25.

There were no materially significant related party transactions that may conflict with the interest of the Company.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board of Directors may be accessed on the Company's website at www.ishandyes.com. Disclosures on related party transactions are set out in the Notes to the Financial Statements forming part of this Annual Report.

25. LOANS AND INVESTMENTS

The Company has disclosed the full particulars of the loans given, investments made or guarantees given or security provided as required under section 186 of the Companies Act, 2013, Regulation 34(3) and Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in Notes forming part of the financial statements.

26. RISK MANAGEMENT

The Company manages and monitors on the principal risks and uncertainties that can impact its ability to achieve its objectives. At present the company has not identified any element of risk which may threaten the existence of the



company. Discussion on risks and concerns are covered in the Management Discussion and Analysis Report, which forms part of this Annual Report.

27. VIGIL MECHANISM AND WHISTLE BLOWER POLICY

The Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. The policy is also available on the website of the Company www.ishandyes.com.

28. CORPORATE SOCIAL RESPONSIBILITY

Your Company has constituted the Corporate Social Responsibility (CSR) Committee as per the requirement of the Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time. Shri Roopin A. Patel is the Chairman of the Committee and two other members namely Shri Piyush N. Patel and Smt. Anilaben P. Patel are the members of said Committee.

The Committee has framed the Corporate Social Responsibility Policy for the Company. The philosophy for CSR activity of the Company is mainly focused in the various areas of rural infrastructure development, social upliftment, education, promotion of healthcare and sanitation, ensuring environmental sustainability and promoting rural sports.

The Company has adopted a CSR policy which is available on <https://www.ishandyes.com/images/Companies%20Polices%20and%20Codes/CSR%20Policy%20Ishan%20Dyes.pdf>

Further, during the immediately preceding financial year i.e. FY ended 31st March, 2023, the Company does not fall under the criteria as mentioned under Section 135 (1) of the Companies Act, 2013 on the following grounds:

Net Worth of the Company as on 31 st March 2023	INR 1,01,55,67,489.73/-
Turnover of the Company as on 31 st March, 2023	INR 64,70,81,107/-
Net Profit (as computed under Section 198 of the Companies Act, 2013) as on 31 st March, 2023	INR (1,22,81,824/-)

29. AUDITORS AND AUDITORS' REPORT

Statutory Auditors:

At the 29th Annual General Meeting held on 26th September 2022, M/s A. R. Sulakhe and Company, Chartered Accountants (FRN – 110540W) were appointed as Statutory Auditors of the Company to hold office till the conclusion of the 34th Annual General Meeting to be held in the calendar year 2027.

Further in terms of Clause 40 of Companies (Amendment) Act, 2017 which was notified vide Notification dated S.O. 1833 (E) dated 7th May 2018 and effective from the date, the Proviso of Section 139(1) relating to ratification of Appointment of Auditors at every Annual General Meeting of the Company has been omitted and the requirement of Ratification of Auditors Appointment is no longer required as per the Companies Act, 2013.

Therefore, the resolution for ratification of Appointment of Statutory Auditors M/s A.R Sulakhe & Co. Chartered Accountants (FRN – 110540W), Chartered Accountants, has not been provided for the approval of the Shareholders and not formed as a part of Notice of the 31st AGM of the Company.

The Auditors' Report for Financial Year ended 31st March 2024 forms part of the Integrated Annual Report and does not contain any qualification, reservation or adverse remarks.



Cost Auditor:

The appointment of Cost Auditor for the Company is not applicable to the Company.

Secretarial Audit:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s Kunal Sharma & Associates, Practicing Company Secretaries to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as “**Annexure - [B]**” to this Report.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company has appointed M/s Kunal Sharma & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company for the financial year ending 31st March 2025. The Company has received their written consent that the appointment is in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder.

Internal Auditor:

Pursuant to the provision of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Company has appointed M/s K. D. Dave & Co, Chartered Accountants, as Internal Auditors of the Company, to undertake the Internal Audit of the Company for FY 2023-24.

The Internal Audit Report issued by the Internal Auditor was present before the Audit Committee and the Board of Directors of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company has appointed M/s K. D. Dave & Co, Chartered Accountants as the Internal Auditor of the Company for the financial year ending 31st March 2025. The Company has received their written consent that the appointment is in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder.

30. EXPLANATION ON AUDITORS REPORT

Statutory Auditor

The notes to the accounts referred to in the Auditors Report are self-explanatory and therefore do not call for any separate or further comments or explanations.

Secretarial Auditor

The Secretarial Audit report does not contain any remarks and qualifications and are self-explanatory therefore do not call for any separate or further comments or explanations.

31. ANNUAL SECRETARIAL COMPLIANCE REPORT

The Company has undertaken an audit for the financial year 2023-2024 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report pursuant to Regulation 24A of the listing regulations read with SEBI Circular dated February 08, 2019, has been taken from Mr. Kunal Sharma, Secretarial Auditor of the Company.

32. FRAUDS REPORTED BY AUDITORS:

No frauds are reported by Auditors which falls under the purview of sub section (12) of Section 143 of the Companies Act, 2013.

33. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO



Information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 for the financial year ended 31st March 2024 in relation to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is annexed herewith as “Annexure - [C]” to this Report.

34. INTERNAL FINANCIAL CONTROLS

The Company has adequate internal controls and checks in commensurate with its size and activities. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Report on the Internal Financial Control under Clause (i) of sub section 3 of Section 143 of the Companies Act, 2013 is forming part of the financial statement for the year under review.

35. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company is committed to providing and promoting a safe, healthy, and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. During the year under review, there was no case filed pursuant to the sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

36. SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant/material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of your Company and its future operations.

37. OTHER DISCLOSURES

- During the financial year 2023-24, the Company does not have any scheme or provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- During the financial year 2023-24, no application was made, or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016.
- During the financial year 2023-24, your Company has not entered any One-Time Settlement with banks or financial institutions.
- The Company has not issued any debentures during the financial year 2023-24.

38. APPRECIATION

The Directors hereby wish to place on record their appreciation for the support extended by its banker, suppliers, employees and all other stakeholders without whose support the overall satisfactory performance would not have been possible during the pandemic.

**By order of the Board of Directors
For Ishan Dyes & Chemicals Limited
SD/-**

**Piyush N. Patel
Chairman & Managing Director
DIN - 00450807**

**30th August 2024
Ahmedabad**

“Annexure - [A] to the Directors Report”

RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION



- (i) **Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year, percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year;**

Amount in Rupees

S. No	Name of the Director/KMP	Designation	Remuneration (Includes basic Salary, Commission and Leave encashment)	Median remuneration of the employees	Ratio of the remuneration of each director to the median remuneration of the employees	% increase in remuneration during FY 2023-24*
1.	Piyushbhai Natvarlal Patel	Chairman and Managing Director	68,07,745	2,89,953	23.48:1	NIL
2.	Shrinal Piyushbhai Patel	Whole-Time Director	19,25,922	2,89,953	6.64:1	NIL
3.	Anilaben Piyushbhai Patel	Non-Executive and Non-Independent Director	NIL	N.A.	N.A.	NIL
4.	Ronak Yatinkumar Desai	Independent Director	NIL	N.A.	N.A.	N.A.
5.	Mayankkumar Hasmukhbhai Patel	Independent Director	NIL	N.A.	N.A.	N.A.
6.	Roopin Amrit Patel	Independent Director	NIL	N.A.	N.A.	N.A.
7.	Yatinbhai Gordhanbhai Patel	Independent Director	NIL	N.A.	N.A.	N.A.
8.	Mirali Hemantbhai Patel	Executive Director	5,06,915	2,89,953	1.75:1	NIL
9.	Chintan Prakashbhai Pancholi	Chief Financial Officer	11,88,090	2,89,953	4.09:1	11.38%
10.	Anisha Jain	Company Secretary	2,55,600	2,89,953	0.88:1	NIL

Notes:

- No remuneration, including sitting fees was paid to the Non-Executive Directors and Independent Directors during the financial year 2022-23 and 2023-24, therefore, % increase in remuneration is not applicable and Ratio of the remuneration of each director to the median remuneration of the employees.

- (ii) **The percentage increase in the median remuneration of the employees in the financial year:**

Permanent employees on the rolls of the Company as on March 31, 2024	112
The median remuneration of employees of the Company during the financial year	2,89,953
% increase in the median remuneration of employees in the financial year	77.59%

- (iii) **The relationship between average increase in remuneration and Company performance:**

The increase in remuneration is determined based on the performance of the employees of the Company.



(iv) Variation in the market capitalization, price earnings ratio of the Company with the last public offer:

Particulars	March 31, 2024	March 31, 2023	Variation (%)
Market Capitalization	95.51 Crore	95.78 Crore	(0.28)%
Price earnings ratio	759.17	(79.78)	1051.58%

(v) Average percentage increase already made in the salaries of employees other than the key managerial personnel in Financial Year 2023-24 and its comparison with the percentage increase in the managerial remuneration:

The increase in remuneration is determined based on the performance of the employees of the Company.

(vi) The key parameters for any variable component of remuneration availed by the Directors:

Commission based on Net Profits has been paid to the Managing Director and Whole-Time Director.

(vii) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:

The parameters of this point are not applicable to the Company.

(viii) Affirmation that the remuneration is as per the remuneration policy of the Company:

The remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees as recommended by the Nominations Committee and approved by the Board from time to time.

**By order of the Board of Directors
For Ishan Dyes & Chemicals Limited
SD/-**

**Piyush N. Patel
Chairman & Managing Director
DIN - 00450807**

**30th August 2024
Ahmedabad**

"Annexure - [B] to the Directors Report"

**Form MR-3
SECRETARIAL AUDIT REPORT
For the Financial Year ended 31st March 2024**

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

**To
The Members of
Ishan Dyes and Chemicals Limited
CIN: L24110GJ1993PLC020737
Reg. Off: 18, G.I.D.C Estate Phase - 1, Vatva
Ahmedabad-382445, Gujarat, INDIA**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ishan Dyes and Chemicals Limited** (Hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during



the audit period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in *Annexure to this report* for the financial year ended on March 31, 2024 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder; (to the extent applicable);
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (to the extent applicable)
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (to the extent applicable)
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment; Overseas Direct Investment and External Commercial Borrowings - applicable only to the extent of Foreign Direct Investments.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; ***Upto the extent applicable.***
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; ***Upto the extent applicable.***
 - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ***Upto the extent applicable.***
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ***Not Applicable as there was no reportable event during the financial year under review.***
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; ***Not Applicable as there was no reportable event during the financial year under review.***
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; ***Not Applicable as there was no reportable event during the financial year under review.***
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; ***Upto the extent applicable;***
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; ***Not Applicable as the Company has not delisted/ proposed to delist its equity shares from any Stock Exchange during the financial year under review,*** and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; ***Not Applicable as there was no reportable event during the financial year under review.***

We have relied on the representations made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company which are stated above specifically.

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

- (a) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (b) The compliances filed by the Company with BSE Limited pursuant to Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Based on the above said information provided by the Company, we report that during the financial year under report, the Company has general complied with the provisions, as applicable of the above-mentioned Acts including the applicable provisions of the Companies Act, 2013 and Rules, Regulations, Guidelines, Standards, etc. mentioned above.



We further report that compliance of applicable Labour laws and financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

MANAGEMENT RESPONSIBILITY:

- i. Maintenance of secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
- ii. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
- iii. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company, related party transactions figures and AS-18 disclosures of the Company provided to us or verified compliances of laws other than those mentioned above;
- iv. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
- v. We have obtained Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required;
- vi. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

We further report that:

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors including Independent Directors and Woman Director. The changes in the composition of the Board of Directors/Key Managerial Personnel's that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) As per the information provided, adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Based on the representation made by the Company and its officer, Majority decision is carried through and that there were no dissenting member's views on any of the matter during the year that were required to be captured and recorded as part of the minutes.
- (iii) Based on general review of compliance mechanisms established by the Company and on basis of management representations, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. As informed, the company has responded appropriately to notices received if any from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.
- (iv) I was informed and I observed from the minutes of the Board and Committee Meetings that all decisions of Board and Committee meetings were carried unanimously.

For Kunal Sharma & Associates
Company Secretaries
SD/-

CS. Kunal Sharma

FCS No: 10329

C P No.: 12987

PR No: 1933/2022

UDIN: F010329F001080651

Place: Ahmedabad

Date: 30th August 2024

Annexure to the Secretarial Audit Report

Documents verified during the course of Audit includes:



- i. Memorandum & Articles of Association of the Company;
- ii. Annual Report for the Financial Year ended March 31, 2023.
- iii. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee held during the financial year under review, along with the Attendance Registers;
- iv. Proof of circulation & Delivery of notice for Board meetings and Committee Meetings.
- v. Proof of circulation of draft as well as certified signed Board & Committee meetings minutes as per Secretarial Standards
- vi. Minutes of General Body Meeting held during the financial year under review;
- vii. Statutory Registers viz.
 - Register of Directors and KMP & Directors Shareholding.
 - Register of loans, guarantees and security and acquisition made by the Company.
 - Register of Charges.
 - Register of Related Party Transaction - Transactions are in the Ordinary Course of Business at Arm's Length Basis.
 - Register of Members;
- viii. Agenda papers submitted to all the Directors/ Members for the Board and Committee Meetings;
- ix. Declarations received from the Directors of the Company pursuant to the provisions of Section 184(1), Section 164(2), Section 149(3) and Section 149(7) of the Companies Act, 2013;
- x. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956, if any and Companies Act, 2013, as amended from time to time along with the attachments thereof, during the financial year under review.
- xi. Policies formed by the Company.

For Kunal Sharma & Associates
Company Secretaries

SD/-

CS. Kunal Sharma

FCS No: 10329

C P No.: 12987

PR No: 1933/2022

UDIN: F010329F001080651

Place: Ahmedabad
Date: 30th August 2024

“Annexure - [C] to the Directors Report”

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO
(Section 134 of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014)

A. CONSERVATION OF ENERGY.

Several measures are undertaken to conserve and optimize the use of energy which will be continued.

FORM OF DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, POWER, FUEL AND WATER CONSUMPTION

		31/03/2024 Amount in Rupees
1.	Electricity	
a)	Purchased unit in kwh	6184900 KWH.
	Total Amount (Rs.)	6,44,03,759.74
	Rate/Unit (Rs.)	10.41
b)	Own generation	
	Through Diesel Generator Units in kwh	00Kwh
	Unit per litre of diesel oil (kwh)	5.50
	Litre of Diesel	15
	Total amount (Rs.)	NIL
	Cost/Units (Rs.)	NA



2.	Coal	
	Quantity (Kg)	4602910 Kgs.
	Total Amount (Rs.)	4,22,63,579
	Average Rate (Rs./MT)	9.18
3.	Water	
	Quantity (M3)	
	Total Cost (Rs.)	Rs. 1,54,718

B. TECHNOLOGY ABSORPTION

- (i) The Company has carried out process improvement, energy conservation, yield improvements, reduction in the effluents, and product quality up-gradation efforts as a part of technology absorption, adaptation and innovation. It has also carried out in-house R&D activities in the said areas.
- (ii) Above efforts have resulted in reduction in production cost due to process improvement and overall increase in operational efficiencies to optimize plant capacities and reduce cost.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Not Applicable
- (iv) The expenditure incurred on Research and Development - No Specific expenditure has been incurred on R & D.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The total exports during the period were Rs. 2844.94 Lakhs (previous Year Rs. 3275.32 Lakhs). The Company is focusing and putting all its efforts to tap new export markets and widen its clientele base. Also Company supplies under deemed exports.

Total Foreign Exchange used and earned as on 31st March 2024

		Amount in Rupees Lakhs
(i)	Used :	
	a) Imports of Raw Materials (CIF)	NIL
	b) Travelling expenses	36.27
	c) Registration Charges	0.52
(ii)	Earned :	
	Exports (F.O.B.)	2844.94

REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2023-24:

Pursuant to Schedule V(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance as on 30th August, 2024 is given below:

1. COMPANY'S PHILOSOPHY:

The Company emphasizes the need for full transparency and accountability in all its transactions, in order to enhance and protect the interests of its stakeholders at all levels. The Board considers itself as a Trustee of its Shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth.

Your Company believes that good governance contributes to enhance corporate growth, its image and benefits for stakeholders. We consistently review on a periodical basis all systems, policies and delegations so as to establish adequate and sound systems of risk management and internal controls.

2. BOARD OF DIRECTORS:



The Board of Directors is entrusted with the ultimate responsibility for the supervision, control and management of the Company and has been vested with requisite powers, authorities and duties. The Management Committee looks after the management of the day-to-day affairs of the Company and is headed by the Managing Director and Whole-Time Director of the Company.

A. Composition & Category, Attendance Records, Inter-se relationship between Directors and Details of Directorships held in other Companies and Committees:

As on March 31, 2024, the Board comprised of total Eight (8) Directors out of which Three (3) are Executive Directors, One (1) is a Non-Executive and Non-Independent Director including Women Director and other Four (4) are Independent Directors. The composition of the Board is in conformity with the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details for the Board of Directors are as under:

Name of the Director(s)	Category	No of Board Meetings Entitled and Attended		Attendance at the last AGM held on 29 th September, 2023	No of outside Directors hips including Private Limited Companies	No of outside Committees position held*	
		Held/ Entitled	Attended			Member	Chair man
Piyushbhai N. Patel (Promoter)	Executive -Managing Director	8	8	Yes	2	NIL	NIL
Shrinal P. Patel (Promoter)	Executive – Whole Time Director	8	8	Yes	1	NIL	NIL
Anilaben P. Patel (Promoter)	Non-Executive & Non-Independent	8	8	Yes	NIL	NIL	NIL
Mirali H. Patel (Promoter)	Executive Director	8	8	Yes	NIL	NIL	NIL
Ronak Y. Desai	Independent Director	8	4	No	NIL	NIL	NIL
Mayankkumar H. Patel	Independent Director	8	8	Yes	NIL	NIL	NIL
Roopin A. Patel	Independent Director	8	8	Yes	1	NIL	NIL
Yatinbhai G. Patel	Independent Director	8	4	No	NIL	NIL	NIL

Notes:

- I. *Only Audit Committee and Stakeholders Relationship Committee in other Public Companies have been considered for the Committees position.
- II. None of Directors of the Company is either member in more than Ten (10) committees and/or Chairman of more than Five (5) committees in other companies in which he is Director.
- III. Every Director currently on the Board of the Company has personally attended at least one Board / Committee of Directors' Meeting in the financial year 2023-24.
- IV. All the Directors bring rich and varied experience and also provide valuable contribution by participating in the meetings of the Board and its committees.
- V. None of the Directors held Directorships in other listed entities.



Except as disclosed below, none of the other Directors are related to each other.

1. Mr. Piyush Bhai Patel is Farther of Mr. Shrinal P. Patel, Husband of Mrs. Anilaben P. Patel and Father in law of Mrs. Mirali H. Patel.
2. Mrs. Anilaben P. Patel is Mother of Mr. Shrinal P. Patel, Wife of Mr. Piyush N. Patel and Mother in Law of Mrs. Mirali H. Patel.
3. Mr. Shrinal P. Patel is Son of Mr. Piyush N. Patel and Mrs. Anilaben P. Patel and Husband of Mrs. Mirali H. Patel.
4. Mrs. Mirali H Patel is Wife of Mr. Shrinal P. Patel and Daughter in Law of Mr. Piyush N. Patel and Mrs. Anilaben P. Patel.

B. Independent Directors:

Pursuant to Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued thereunder and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, at the Annual General Meeting held on 27th September, 2019 your Company has re-appointed Shri Mayankkumar H. Patel, Shri Yatin G. Patel and Shri Roopin A. Patel as an Independent Directors of the Company to hold office for a second term of Five (5) consecutive years i.e. from 23rd September 2019 up to 22nd September 2024. Further, at the Annual General Meeting held on 04th September, 2020, Mr. Ronak Yatinkumar Desai was re-appointed as an Independent Director of the Company to hold office for a second term of Five (5) consecutive years i.e. from 29th September 2020 up to 28th September 2025.

Further, during the Current Year 2024-25, Mr. Darshan Bipinchandra Shah (DIN – 07030608), Ms. Apexa Ajaykumar Panchal (DIN – 10239502) and Mr. Nirmal Tiwari (DIN – 10759022) have been appointed as Additional Director (Non – Executive and Independent Directors) of the Company w.e.f August 30, 2024.

The Board of Directors have proposed their appointment as a Director (Non – Executive and Independent Director) at the ensuing 31st Annual General Meeting as an Independent Directors of the Company to hold office for a term of Five (5) consecutive years i.e. from August 30, 2024 up to August 29, 2029.

In terms of Section 149(7) of the Companies Act, 2013, the Independent Directors have submitted declarations that they meet the criteria of Independence as per Section 149(6) of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Independent Director have confirmed that they do not hold directorship in more than seven listed companies.

Your Company had also issued formal appointment letters to all the Independent Directors in the manner provided under the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions along with draft Appointment letters is also placed on the website of the Company www.Ishandyes.com.

C. Board Meetings:

During the year 2023-24, there were in total Eight (8) Board Meetings held on 29th May 2023, 02nd June 2023, 14th August 2023, 10th November 2023, 04th January 2024, 11th January 2024, 12th February 2024, and 14th February 2024. The maximum time gap between the two meetings did not exceed (120) one hundred and twenty days. All the information required to be furnished to the Board was made available along with detailed Agenda.

D. Board Procedure:

Board meets at least once in every quarter to review quarterly performance, business operations, general affairs of the Company and considering approval of financial results. The agenda along with notice of each meeting in writing is circulated in advance to the Board Members. The Board is also free to recommend the inclusion of any method for discussion and consideration in consultation with the Chairman. The information as specified in Schedule II of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is regularly made available to the Board. The minutes of the meeting of the Board and its Committees are captured in accordance with the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014



and Secretarial Standards in respect of the Board Meeting and also circulated in advance to all Directors and Members of the Committee and confirmed at subsequent meeting.

E. Directors Seeking Appointment / Reappointment:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company, Smt. Anilaben P. Patel, Non-Executive Non-Independent Director of the Company is liable to retire by rotation at the ensuing AGM and being eligible offered herself for reappointment.

Brief resumes and other details of Director seeking reappointment forming part of the Notice of 31st Annual General Meeting.

F. Familiarization Programme:

Your Company has adopted orientation program for all its Directors including the Independent Directors. The Company through such Programme provide introduction of Corporate affairs of the Company to the Directors, together with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, operations of the Company, etc. They are also informed of the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to Regulate, Monitor and Report Trading by Insiders, etc. The Familiarization Programme is also available on the website of the Company www.ishandyes.com.

G. Independent Directors' Meeting:

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on 12th February, 2024, without the attendance of Non-Independent Directors and members of the management. In said meeting, Independent Directors inter alia discussed:

- the performance of Non-Independent Directors and the Board as a whole;
- the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non- Executive Directors; and
- The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- The performance of various committees of the Board.

H. Evaluation of Board Effectiveness:

In terms of provisions of the Companies Act, 2013 read with Rules issued thereunder and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board.

Accordingly, the performance evaluation of the Board and each Director was carried out for the financial year ended 31st March, 2024. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company, suggestions and experience contributed to the Board.

The results of the Evaluation were shared with the Board, Chairman of respective Committees and individual Directors.

3. CODE OF CONDUCT:



Your Company has adopted a Code of Conduct for all the employees including Board Members and Senior Management Personnel of the Company in accordance with the requirements under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Code of Conduct has been posted on the website of the Company www.ishandyes.com. All the Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended 31st March, 2024.

A declaration regarding compliance of Code by the Board is separately annexed to the Annual Report.

4. COMMITTEES OF THE BOARD

As on 31st March, 2024, your Company has total 4 (Four) Committees of the Board, viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility committee. The terms of reference of each Committee were approved by the Board and are in line with the requirements of Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A. Audit Committee:

Constitution of the Committee

As on March 31, 2024, composition of members of Audit Committee and their details are mentioned below:

Shri Roopin A. Patel	Chairman	Independent Director
Shri Mayank H. Patel	Member	Independent Director
Shri Ronak Y. Desai	Member	Independent Director
Shri Yatin G. Patel	Member	Independent Director

The composition and terms of reference of the Audit Committee are in conformity with the Section 177 of the Companies Act, 2013 together with Regulation 18 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the minutes of the Audit Committee are placed before the Board for its information. All the members of the Audit Committee are financially literate and have requisite experience in financial management.

As on date of this report, the composition of Audit Committee is as follows:

Shri Nirmal Tiwari	Chairman	Independent Director
Smt. Apexa Ajaykumar Panchal	Member	Independent Director
Shri Darshan Bipinchandra Shah	Member	Independent Director
Shri Ronak Y. Desai	Member	Independent Director

Terms of reference

The terms of reference of the Audit Committee are as under:

- Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board for appointment, re-appointment and if required, the replacement or removal of the Statutory Auditor and the fixation of the fees;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - (b) Changes, if any, in accounting policies and practices and reasons for the same
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management.



- (d) Significant adjustments made in the financial statements arising out of audit findings
 - (e) Compliance with listing and other legal requirements relating to financial statements
 - (f) Disclosure of any related party transactions
 - (g) Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - Reviewing with the management performance of statutory and internal auditors, adequacy of the internal control systems;
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - Scrutiny of Inter-Corporate Loans and Investments.
 - Valuation of undertakings or assets of the Company, wherever it is necessary.
 - Discussions with internal auditors any significant findings and follow up thereon.
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - Discussions with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - The Audit Committee shall mandatorily review the following information.
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Statement of significant related party transactions (as defined by the audit committee), submitted by Management ;
 - c. Management letters/letters of internal control weaknesses issued by the statutory auditors ;
 - d. Internal audit reports relating to internal control weakness ; and
 - e. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.
 - To review the functioning of the Whistle Blower mechanism;
 - Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 - To look into any other matter which may be referred to it by the Board.
 - In addition to the above, the Committee shall have such functions / role / powers as may be specified in the Companies Act, Listing Agreement with Stock Exchanges or any other applicable law.

Meetings held and attendance

During the Financial year 2023-24, Four (4) meetings were held on 29th May, 2023, 14th August, 2023, 10th November, 2023 and 12th February, 2024. The attendance record of the members is as follows:

Name of the Member	No of Meetings	
	Held/Entitled	Attended
Shri Roopin A. Patel	4	4
Shri Ronak Y. Desai	4	4
Shri Mayank H. Patel	4	4
Shri Yatin G. Patel	4	4



Mr. Roopin A. Patel, Chairman of the Audit Committee, was present at the last Annual General Meeting held on 29th September, 2023. The Company Secretary of the Company is the Secretary of the Committee.

The Internal Auditor and the representatives of the Statutory Auditors also attend the Audit Committee meetings, besides the executives invited by the Audit Committee to be present thereat. The Internal Auditors report directly to the Audit Committee.

B. Nomination and Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013 read with Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, "Nomination and Remuneration Committee" of the Board of Directors of the Company was formed after merging and re-constituting the erstwhile Remuneration Committee.

Composition of the Committee

As on 31st March, 2024, the Remuneration Committee consists of the following Directors:

Shri Roopin A. Patel	Chairman	Independent Director
Shri Mayank H. Patel	Member	Independent Director
Shri Ronak Y. Desai	Member	Independent Director
Shri Yatin G. Patel	Member	Independent Director

As on date of this report, the composition of Audit Committee is as follows:

Shri Nirmal Tiwari	Chairman	Independent Director
Smt. Apexa Ajaykumar Panchal	Member	Independent Director
Shri Darshan Bipinchandra Shah	Member	Independent Director
Shri Ronak Y. Desai	Member	Independent Director

The Composition of this committee is also in compliance with the requirements of Section 178 of the Companies, Act 2013, and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compensation grades of the senior managerial personnel are governed by the HR policies of the Company. Managerial remuneration is regulated in terms of Section 197,198, Schedule V and other applicable provisions of the Companies Act, 2013.

Terms of reference

The terms of reference of the Nomination and Remuneration Committee are as under:

- The Committee shall have meetings periodically as it may deem fit.
- The Committee shall invite such of the executives to be present at the meetings of the Committee required by it.
- The Committee shall have the following powers and functions :
 - a. Identify persons who are qualified to become directors and persons who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
 - b. Carry on the evaluation of every Director's performance;
 - c. Formulate criteria for determining qualifications, positive attributes and independence of a Director;
 - d. Recommend to the Board a policy, relating to the remuneration of the directors, Key Managerial Personnel and other employees;
 - e. Formulate criteria for evaluation of Independent Directors and the Board; and
 - f. Devise a policy on Board Diversity;



g. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

- To administer and supervise Employee Stock Option Schemes (ESOS) including framing of policies related to ESOS and reviewing grant of ESOS.
- To Review HR Policies and initiatives.

In accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has formulated the Nomination and Remuneration Policy of the Company.

Nomination and Remuneration Policy of the Company:

In accordance with the Nomination and Remuneration Policy, the Nomination and Remuneration Committee has, inter alia, the following responsibilities:

- Formulate the criteria for appointment as a Director:

The Committee shall formulate broad guidelines and parameters required to be fulfilled for becoming a Director of the Company and review the same ongoing basis. The broad parameters are qualifications, skills, expertise, inter personal qualities, positive attributes, experience, social standing, and etc. factors.

- Identify persons who are qualified to be Directors:

The Committee shall identify persons who are qualified to become Directors and who satisfy the criteria laid down. The process of identification shall include ascertaining, meeting, screening and reviewing candidates for appointment as Directors, whether Independent, Non-Executive or Executive.

- Nominate candidates for Directorships subject to the approval of Board:

The Committee recommends to the Board the appointment of potential candidates as Non- Executive Director or Independent Director or Executive Director, as the case may be.

- Approve the candidates required for senior management positions:

The Committee shall lay down criteria qualifications, skills, expertise and qualities required for senior management positions like Managing Director & CEO, CFO and Company Secretary and members of the Management Committee of the Company.

- Evaluate the performance of the Board:

The Committee shall determine a process for evaluating the performance of every Director, Committees of the Board and the Board. The Committee may seek the support and guidance of external experts and agencies for this purpose as may be required.

- Evaluate the performance of the Managing Director or Whole-time Director and determine their compensation:

The Committee shall evaluate the performance of the Managing Director or Whole-time Director by setting their Key Performance Objectives at the beginning of each financial year. The Committee shall also approve their compensation package(s) in accordance with applicable laws, in line with the Company's objectives, shareholders' interests, comparable with industry standards and in commensurate with the role and responsibilities.

- Review performance and compensation of senior management:



The Committee shall review the performance of the senior management of the Company. The Committee shall ensure that the remuneration to the Key Managerial Persons and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company, roles and responsibilities, functional areas, industry standards etc. factors.

Details of Remuneration paid to all the Directors:

The details of remuneration paid to the Directors of the Company during the financial year 2023-24 are as under:

Directors	Remuneration paid/payable during FY 2023-24 (in Rs)					Shares held by Non-Executive Directors
	Sitting Fees	Total remuneration	Commission	Others	Total	
Shri Piyushbhai N. Patel	NIL	60,00,000	NIL	8,07,745	68,07,745	N.A.
Shri Shrinal P. Patel	NIL	18,00,000	NIL	1,25,922	19,25,922	N.A.
Smt. Anilaben P. Patel	NIL	NIL	NIL	NIL	NIL	25,42,325
Shri Roopin A. Patel	NIL	NIL	NIL	NIL	NIL	NIL
Shri Yatinbhai G. Patel	NIL	NIL	NIL	NIL	NIL	750
Shri Ronak Y. Desai	NIL	NIL	NIL	NIL	NIL	NIL
Shri Mayankkumar H. Patel	NIL	NIL	NIL	NIL	NIL	300
Shri Mirali Hemantbhai Patel	NIL	4,80,000	NIL	26,915	5,06,915	N.A.
Total:	NIL	82,80,000	NIL	9,60,582	92,40,582	

* The Company has no practice of paying any sitting fees to Independent Directors. Shri Piyushbhai N. Patel and Shri Shrinal P. Patel are eligible for commission linked with profit of the Company in terms of the managerial contract.

Stock Option Scheme: The Company does not have any stock option scheme for any of its director or employees.

Number of Meetings held and attendance records:

The meetings of Remuneration Committee were held from time to time to conduct the business in relation with references as mentioned above from time to time as and when required.

During the Financial Year 2023-24, the meeting was held on 29th May, 2023. The attendance records of the Members are as follows:

Name of the Member	No of Meetings	
	Held/Entitled	Attended
Shri Roopin A. Patel	1	1
Shri Ronak Y. Desai	1	1
Shri Mayank H. Patel	1	1
Shri Yatinbhai G. Patel	1	1

Mr. Roopin A. Patel, Chairman of the Nomination and Remuneration Committee, was present at the last Annual General Meeting held on 29th September, 2023.

C. Stakeholders Relationship Committee:



The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition of the Committee

The Committee comprise of 3 (Three) Directors. The Chairman of the Committee is a Non-Executive Director.

As on March 31, 2024, the composition of members of the Committee and their details are mentioned below:

Shri Roopin A. Patel	Chairman	Independent Director
Smt. Anilaben P. Patel	Member	Non-Executive Director
Shri Piyushbhai N. Patel	Member	Executive Director

As on date of this report, the composition of Audit Committee is as follows:

Shri Nirmal Tiwari	Chairman	Independent Director
Smt. Anilaben P. Patel	Member	Non-Executive Director
Shri Piyushbhai N. Patel	Member	Executive Director

Terms of Reference

The terms of reference of the Committee are as under:

- To specifically look into the Redressal of Investors' Grievances pertaining to:
 - a. Transfer and Transmission of Shares and Debentures.
 - b. Non-Receipt of Annual Reports.
 - c. Dividends, Interests and Redemption Proceeds of Debentures.
 - d. Dematerialization of Shares and Debentures.
 - e. Replacement of Lost, Stolen, Mutilated Share and Debenture Certificates.
 - f. Non-receipt of Rights, Bonus, Split Share Certificates.
- To look into other related issues towards strengthening Investors' Relations.
- To consider and approve issuance of Share/Debenture Certificates including Duplicate Share/ Debenture Certificates.
- To look into the reasons for any defaults in the payment to the Depositors, Debenture Holders, Shareholders (in case of nonpayment of Declared Dividends) and Creditors.
- To review the reports submitted by the Registrars and Share Transfer Agents of the Company at half-yearly basis.
- To Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- To Review of measures taken for effective exercise of voting rights by shareholders.
- To Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Number of Meetings held and attendance records:

The meetings of Stakeholders Relationship Committee were held from time to time to conduct the business in relation with references as mentioned above from time to time as and when required.

During the Financial Year 2023-24, the meetings were held on 29th May, 2023, 14th August, 2023, 10th November, 2023 and 12th February, 2024. The attendance records of the Members are as follows:

Name of the Member	No of Meetings	
	Held	Attended



Shri Roopin A. Patel	4	4
Smt. Anilaben P. Patel	4	4
Shri Piyushbhai N. Patel	4	4

Investors' Grievances Redressal:

There were no pending complaints/transfers as on 31st March, 2024 and also there were no complaints which were not resolved to the satisfaction of Shareholders. The summary of status of complaints/request received, disposed and pending as on March 31, 2024 is as under:

No. of complaints/request received	No. of complaints/request not solved to the satisfaction of shareholders/investors	No. of pending complaints/request
<i>NIL</i>	<i>NIL</i>	<i>NIL</i>

The minutes of Stakeholders Relationship Committee are placed before the Board for its information.

All Share transfer and correspondence thereon are handled by the Company's Registrars and Share Transfer Agents viz. MCS Share Transfer Agent Limited, 1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chappanbhog Sweet, Alkapuri, Vadodara - 390 007, Tel: (0265) 2314757, 2350490, Fax:(0265) 2341639, E-mail: mcsltbaroda@gmail.com.

Compliance officer:

Ms. Anisha Jain has been appointed as the Compliance Officer, as required by the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has been entrusted with the task of overseeing the Share Transfer work done by the Registrars and Share Transfer Agents and attending to grievances of the Shareholders and Investors intimated to the Company directly or through SEBI or Stock Exchanges. All complaints/grievances intimated during the year, have been resolved within the stipulated time frame.

There are no pending legal matters, in which the Company has been made a party, before any other Court(s)/ Consumer Forum(s) etc., on Investors grievances.

Mr. Roopin A. Patel, Chairman of the Stakeholders Relationship Committee, was present at the last Annual General Meeting held on 29th September, 2023.

D. Corporate Social Responsibility (CSR) Committee:

The composition of the CSR Committee is in line with provisions of Section 135 of the Companies Act, 2013.

As on March 31, 2024, Composition of members of the Committee and their details are mentioned below:

Shri Roopin A. Patel	Chairman	Independent Director
Shri Piyushbhai N. Patel	Member	Executive Director
Smt. Anilaben P. Patel	Member	Non-Executive Director

Number of Meetings held and attendance records:

During the Financial Year 2023-24, there were no meeting held of the CSR Committee.

The CSR Committee is empowered pursuant to its terms of reference, inter alia, to:

1. Recommend the amount of expenditure to be incurred on the CSR activities;
2. Monitor implementation and adherence to the CSR Policy of the Company from time to time;



3. Prepare a transparent monitoring mechanism for ensuring implementation of the projects/ programmes/ activities proposed to be undertaken by the Company; and
4. Such other activities as the Board of Directors may determine from time to time.

The Board of Directors of the Company approved the CSR Policy of the Company on the recommendations of the CSR Committee.

E. GENERAL BODY MEETINGS:

Details of Annual General Meetings held during last 3 years and details of Special Resolutions passed thereat are given below:

Annual General Meeting	Date and Time	Venue	Details of Special resolutions passed
30 th Annual General Meeting (2022-23)	29 th September, 2023 at 12:00 Noon IST	18, G.I.D.C. Estate, Phase – I, Vatva, Ahmedabad – 382 445 held through Audio Visual means.	<ul style="list-style-type: none">• Approval to Borrow money in excess of specified limits under section 180(1)(c) of the companies Act, 2013.• Approval for Creation of Charge on movable and immovable properties of the company under section 180(1)(a) of the companies act, 2013.• Approval for transactions of Loans, Investments, Guarantee or Security under section 185 of the companies act, 2013.• Approval to increase the threshold of loans/ guarantees, providing securities and making investments in securities under section 186 of the Companies Act, 2013.• Approval of existing as well as new Related Party Transactions.
29 th Annual General Meeting (2021-22)	26 th September, 2022 at 12:00 Noon IST	18, G.I.D.C. Estate, Phase – I, Vatva, Ahmedabad – 382 445 held through Audio Visual means.	<ul style="list-style-type: none">• No Special Resolutions were passed.
28 th Annual General Meeting (2020-21)	27 th September, 2021 at 03:00 PM	18, G.I.D.C. Estate, Phase – I, Vatva, Ahmedabad – 382 445 held through Audio Visual means.	<ul style="list-style-type: none">• Re-Appointment of Shri Piyushbhai Natvarlal Patel (DIN: 00450807) as Managing Director of the Company.• Re-Appointment of Shri Shrinall P. Patel (DIN: 02992519) as a Whole-Time Director of the Company.

Postal Ballot

No resolution was passed through Postal Ballot during the Financial Year 2023-24. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing of resolution through Postal Ballot.

F. MEANS OF COMMUNICATION:

Half yearly/ Quarterly Results are not sent to shareholders; instead shareholders are intimated these through press.

The Quarterly, Half-yearly and Annual Results of the Company's financial performance are published in the newspapers. These, before release to the press, are informed to the BSE Limited.

Newspapers in which results are normally published are Business Standard/ Financial Express/ Economic Times (English) and Lokmitra (Gujarati).



As the financial results of the Company are published in the Newspapers and also displayed on the Company's website, a separate half yearly declaration of financial performance is not sent to each household of shareholders.

G. WEBSITE AND NEWS RELEASES:

A separate dedicated section under 'Investors' on the Company's website www.ishandyes.com gives information on various announcements made by the Company from time to time particularly about the financial results of the Company.

H. GENERAL SHAREHOLDERS INFORMATION:

Annual General Meeting: Date, time and venue:

31st Annual General Meeting on Monday, 30th September, 2024 at 12:00 Noon IST through Video Conferencing or other Audio Visual Means.

Financial Calendar (Tentative):

Quarter ended 30 June, 2024	02 nd week of August, 2024
Quarter ended 30 September, 2024	1 st week of November, 2024
Quarter ended 31 December, 2024	1 st week of February, 2025
Year ended 31 March, 2025	Mid of May, 2025
Annual General Meeting for the year ending March 31, 2025.	August/ September 2025

Date of Book Closure:

24th September 2024 to 30th September 2024 (both days inclusive).

Financial Year:

The financial year covers the period from 1st April to 31st March.

Corporate Identification Number (CIN):

The CIN of the Company allotted by Ministry of Corporate Affairs, Government of India is L24110GJ1993PLC020737.

Listing on Stock Exchange(s):

The Equity Shares of the Company are listed on the BSE Limited (BSE), Phiroze Jeejee Bhoy Towers, Dalal Street, and Mumbai – 40 0001. Phones: 91-22-22721233/4, 91-22-66545695, Fax: 91-22-22721919. The Company confirms that the Annual Listing Fees to the stock exchange have been paid.

Stock Code (Equity Shares):

BSE Limited (BSE) – Security Code No. 531109, Security ID: ISHANCH

International Securities Identification Number (ISIN) Number of the Security

The Company has only one class of equity shares and the ISIN is INE561M01018.

Stock Market Data:

The monthly high and low prices and volumes of shares of the Company at BSE Limited (BSE) for the year ended 31st March, 2024 are as under:



Month/ Year	No. of Shares Traded	BSE Limited	
		High (Rs)	Low (Rs)
Apr-2023	3,30,059	66.70	50.82
May-2023	10,07,418	71.00	55.00
Jun-20223	3,94,522	61.49	51.00
Jul-2023	7,31,476	59.85	50.00
Aug-2023	8,97,343	67.90	50.00
Sep-2023	3,52,591	61.98	54.00
Oct-2023	2,78,551	57.60	49.90
Nov-2023	5,46,407	61.80	50.50
Dec-2023	12,14,066	68.50	49.10
Jan-2024	7,11,244	67.90	52.30
Feb-2024	11,49,279	71.80	54.40
Mar-2024	9,57,453	60.89	44.99

Performance of Share price in comparison to broad based indices - BSE Sensex

Month/ Year	Share Price of the Company (Rs)			BSE Sensex (Rs)		
	High	Low	Closing Price	High	Low	Closing Price
Apr-2023	66.70	50.82	65.73	61,209.46	58,793.08	61,112.44
May-2023	71.00	55.00	57.95	63,036.12	61,002.17	62,622.24
Jun-20223	61.49	51.00	52.86	64,768.58	62,359.14	64,718.56
Jul-2023	59.85	50.00	55.14	67,619.17	64,836.16	66,527.67
Aug-2023	67.90	50.00	52.86	66,658.12	64,723.63	64,831.41
Sep-2023	61.98	54.00	56.74	67,927.23	64,818.37	65,828.41
Oct-2023	57.60	49.90	51.09	66,592.16	63,092.98	63,874.93
Nov-2023	61.80	50.50	56.57	67,069.89	63,550.46	66,988.44
Dec-2023	68.50	49.10	57.42	72,484.34	67,149.07	72,240.26
Jan-2024	67.90	52.30	61.43	73,427.59	70,001.60	71,752.11
Feb-2024	71.80	54.40	60.02	73,413.93	70,809.84	72,500.30
Mar-2024	60.89	44.99	45.55	74,245.17	71,674.42	73,651.35

Whether securities of the Company are suspended from trading during the financial year 2023-24:

No.

Registrars and Share Transfer Agents:

M/s. MCS Share Transfer Agent Limited is the Registrar and Share Transfer Agents of the Company. The Contact details are as follows:

M/s. MCS Share Transfer Agent Limited, 1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chappanbhog Sweet, Alkapuri, Vadodara - 390 007. Tel No: 0265-2314757/2350490 Fax: 0265 - 2341639 E-mail: mcsltbaroda@gmail.com.

Share Transfer System:

The share transfer activities in respect of the shares in physical mode are carried out by the Company's Registrar and Transfer Agent (RTA). The shares lodged for transfer are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects.



The Board of Directors of the Company have delegated the authority to approve the transfer of shares, transmission of shares or requests for deletion of name of the shareholder, etc., as mentioned in the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the designated officials of the Company. The transactions in respect of issue of duplicate share certificates, split, Rematerialization, consolidation and renewal of share certificates are approved by the Board of Directors of the Company.

The Company obtains from a Company Secretary in Practice, yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges and files a copy of the certificate with the Stock Exchange.

The Company's shares are compulsorily traded in the Demat segment on the Stock Exchange, and most of the transfer of shares take place in the electronic form.

Shareholding Pattern:

Shareholding Pattern as on 31st March 2024.

Sr. No.	Category	No. of Shares	% of shareholding
A	Promoters Shareholding	98,94,722	47.19
	Total (A)	98,94,722	47.19
B	Public Shareholding		
	<i>Non-Institutions</i>		
1	Body Corporate	11,21,090	5.35
2	Individual Shareholders Holding Nominal Share Capital Up-to Rs. 2 lakh	46,51,508	22.18
3	Individual Shareholders Holding Nominal Share Capital in excess of Rs. 2 lakh	40,50,099	19.32
4	Non-Resident Individuals	12,50,228	5.96
5	Trust	500	0.00
6	HUF	--	--
	Total(B)	1,10,73,425	52.81
	Grand Total (A+ B)	2,09,68,147	100.00%

Distribution of Share:

Distribution of shareholding as on 31st March, 2024:

Category	No. of Shareholders	% to Total No. of Shareholders	No. of Shares	% to Total Shares
1-500	7620	78.11	1002187	4.77
501-1000	1008	10.33	796246	3.79
1001-2000	501	5.13	748842	3.57
2001-3000	178	1.82	449475	2.14
3001-4000	75	0.76	275198	1.31
4001-5000	52	0.53	241883	1.15
5001-10000	192	1.96	1407014	6.71
10001-50000	101	0.03	2020499	9.63
50001-100000	12	0.12	894637	4.26



And above	16	0.16	13132166	62.62
Total	9755	100.00	20968147	100.00

Dematerialization of Shares:

The shares of the Company are available for dematerialization (holding of shares in electronic form) on both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The shares of your Company are to be compulsorily traded in the dematerialized form. As on 31st March, 2024 total 1,95,84,312 Equity Shares comprising of 93.4% of Paid-up Capital of the Company, have been dematerialized by the Investors and bulk of transfers take place in the demat segment.

The Company has not issued any GDR's/ADR's/Warrants or any convertible instruments. Also the Company has not raised any deposits from the public during the financial year 2023-24.

Plant Location:

The Company's plant is located at 18, G.I.D.C Estate, Phase-1, Vatva, Ahmedabad – 382445, Gujarat, INDIA

Investors Correspondence:

Registered Office	Secretarial Department	Registrar & Share Transfer Agents
Ishan Dyes and Chemicals Limited 18, G.I.D.C Estate, Phase – 1, Vatva, Ahmedabad – 382445, Gujarat, INDIA Tel No: 079-25832144/25893607 Fax: 079-25833643 Email id: ishandyes@yahoo.com	The Compliance Officer Ishan Dyes and Chemicals Limited 18, G.I.D.C Estate, Phase – 1, Vatva, Ahmedabad – 382445, Gujarat, INDIA Tel No: 079-25832144/25893607 Fax: 079-25833643 Email id: ishandyes@yahoo.com	MCS Share Transfer Agent Limited 1 st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chappanbhog Sweet, Alkapuri, Vadodara – 390 007 Tel:(0265) 2314757, 2350490 Fax:(0265) 23416390, E-mail: mcsltdbaroda@gmail.com

Disclosure by Company and its Subsidiaries of Loans and Advances in the Nature of Loans to Firms/ Companies in which Directors are interested by name and amount:

The Company has disclosed the full particulars of the loans given to Firms/Companies in which Directors are interest in the Note No: 39 forming part of the financial statements.

I. SUBSIDIARY COMPANIES

Your Company doesn't have any Subsidiaries.

J. PROCEEDS FROM PUBLIC ISSUES, RIGHT ISSUES, AND PREFERENTIAL ISSUES ETC.

The Company does not receive any funds as the Company has not issued any Equity Shares/GDR's/ADR's/Warrants or any convertible instruments. Also the Company has not raised any deposits from the public during the financial year 2023-24.

K. RELATED PARTY TRANSACTIONS

During the financial year 2023-24, the Company has entered into Related Party Transactions ("RPTs) in its ordinary course of the business and on arms' length basis; and in accordance with the provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The transactions with Related Parties are referred to the Audit Committee/Board for its approval at the scheduled



quarterly meetings or as may be called upon from time to time along with all relevant and stipulated information of such transaction(s).

The details of the RPTs are set out in the Notes to Financial Statements forming part of this Annual Report. The Company has a Related Party Transaction Policy in place, which has been posted on the website of the Company at www.ishandyes.com.

L. CODES AND POLICIES:

Pursuant to the provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company has adopted the following codes and policies:

- (a) Code of conduct for Prevention of Insider Trading;
- (b) Code of conduct for Board of Directors and Senior Management Personnel;
- (c) Board Evaluation Policy;
- (d) Nomination & Remuneration Policy;
- (e) Code for fair disclosure of Unpublished Price Sensitive Information;
- (f) Policy on Board Diversity;
- (g) Policy for determining Materiality of Event or Information;
- (h) Policy on Familiarization Programmes for Independent Directors;
- (i) Policy for determining Material Subsidiaries;
- (j) Policy on Preservation of Documents/Archival Policy on Website;
- (k) Policy of Related Party Transactions;
- (l) Corporate Social Responsibility Policy;
- (m) Whistle Blower Policy/Vigil Mechanism; and
- (n) Policy on Prevention of Sexual Harassment at Workplace.

The aforesaid policies are made available on the website of the Company.

M. Outstanding Global Depository Receipts (GDRs) or American Depository Receipts (ADRs) or Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company had issued 50,00,000 (Fifty Lakh) Convertible Equity Warrants (“Warrants”) at a price of INR 61/- (Rupees Sixty One only) per Warrant aggregating to INR 30.50 Crores (Rupees Thirty Crores Fifty Lakhs only) on a preferential and private placement basis to the Promoters and other Non-Promoters/Public Investors carrying an option to the holder to subscribe to the equity shares of face value of Rs. 10/- each at a premium of Rs. 51/ each. All the warrants has been converted into the Equity Shares.

Hence, there are no warrants pending for conversion as on 31st March, 2024.

N. DISCLOSURES:

- The Board has received disclosures from Directors and/or key managerial personnel relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large. Transactions with related parties, if any, are disclosed in “Notes on Accounts” annexed to Financial Statements of the year. All related parties transactions are entered after approval from the board in accordance with the requirements of the Companies Act, 2013 and interested directors did not participated in the discussions or proceedings of the agenda of such transaction and the remaining board of directors has approved the transaction unanimously.
- The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other statutory authorities relating to the above.
- Through the Whistle Blower Policy, the Company takes cognizance of complaints made and suggestions given by the employees and others. Even anonymous complaints are looked into and whenever necessary, suitable



corrective steps are taken. No employee of the Company has been denied access to the Audit Committee of the Board of Directors of the Company. The Company has periodic review and reporting to the Board of Directors of risk assessment by senior executives with a view to minimize risk.

- The Compliance Officer is responsible for compliances in respect of Company Law, SEBI, Stock Exchange rules and regulations and other related laws and legal issues in general.
- As a matter of transparency and good governance, key operational and financial data is furnished to the Directors in every meeting of the Board. Management Discussions and Analysis report forming part of the Annual Report is enclosed.
- The Company complies with all the mandatory requirements and non-mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to Corporate Governance.
- The Company does not have any material subsidiaries.
- Disclosure of commodity price risks and commodity hedging activities is not applicable to the Company.
- The disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations), have been made in this Corporate Governance report. Details required under clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the said Regulations are displayed on the website of the Company at www.ishandyes.com
- During the financial year, the Board of Directors of the Company had accepted recommendations of all the committees of the Board, which were mandatorily required.
- The details of total fees paid by the Company to the Statutory Auditors, for all services including the reimbursement of out of pocket expenses during the financial year 2023-24 are provided in the Financial Statements forms part of this Annual Report.

O. RECONCILIATION OF SHARE CAPITAL

On a quarterly basis, a qualified practicing Chartered Accountant / Company Secretary carried out a Share Capital audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

P. GREEN INITIATIVE:

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India (MCA), by its recent Circulars, enabling electronic delivery of documents including the Annual Report, Quarterly, Half Yearly results etc. to shareholders at their e-mail address previously registered with the Depository Participants (DPs)/Company/Registrars & Share Transfer Agents. Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with R&T agent, by sending a letter, duly signed by the first/sole holder quoting details of Folio No.

Q. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

Your Company's Code of Conduct for Prevention of Insider Trading covers all the Directors, senior management personnel, persons forming part of promoter(s)/promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company. The Directors, their relatives, senior management personnel, persons forming part of promoter(s)/promoter group(s), designated employees etc. are restricted in purchasing, selling and dealing in the shares of the Company while in possession of unpublished price sensitive information about the Company as well as during certain periods known as "Trading Window Closure Period".

The Board of Directors have adopted the amended Code of Conduct to Regulate, Monitor and Report Trading by Insiders' in line with SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time.

R. UNCLAIMED DIVIDEND:



Shareholders are requested to encashed their dividend warrants immediately on receipt as dividends remaining unclaimed for seven years are to be transferred to the Investor Education and Protection Fund.

Pursuant to Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, shares, in respect of which dividend is not claimed for seven consecutive years, are required to be transferred by the Company in the name of Investor Education and Protection Fund. Any claimant of such transferred shares would be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with the procedure as laid down in the aforesaid Rules.

Pursuant to Section 124 of the Companies Act, 2013 the unpaid dividends that are due for transfer to the Investor Education and Protection Fund are as follows:

Type of Dividend	Date of Declaration of Dividend	For the Year ended	Due for Transfer on
Interim Dividend	23-Feb-2018	31-Mar-2018	29-Mar-2025
Final Dividend	04-Sept-2020	31-Mar-2020	07-Oct-2027
Interim Dividend	19-Apr-2021	31-Mar-2021	23-May-2028

S. CEO/CFO CERTIFICATION:

The Company is duly placing a certificate to the Board from the Chairman & Managing Director in accordance with the provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The aforesaid certificate duly signed by the Chairman & Managing Director has been placed before the Board in their meetings.

T. DISCLOSURE OF ACCOUNTING TREATMENT

The standalone and consolidated financial statements for financial year 2023-24 have been prepared in accordance with the applicable Indian Accounting Standards (INDAS) and the provisions of the Companies Act, 2013 and the Rules framed thereunder.

U. CERTIFICATE FROM A COMPANY SECRETARY IN PRACTICE:

A Certificate from M/s. Kunal Sharma & Associates, Practicing Company Secretaries (Membership No.: FCS 10329) confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or from continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority is attached herewith and marked as **Annexure A** to this Report.

V. COMPLIANCE CERTIFICATE:

The Certification for Compliance of Corporate Governance Requirements under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.

30th August 2024
Ahmedabad

By order of the Board of Directors
For Ishan Dyes & Chemicals Limited
SD/-
Piyush N. Patel
Chairman & Managing Director
DIN - 00450807

Annexure A

CERTIFICATE FOR NON-DISQUALIFICATION OF DIRECTORS



(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Shareholders of
Ishan Dyes and Chemicals Limited
Reg. Off: 18, G.I.D.C Estate, Phase - 1,
Vatva, Ahmedabad – 382445, Gujarat, INDIA
CIN: L24110GJ1993PLC020737

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Ishan Dyes and Chemicals Limited** having CIN- **L24110GJ1993PLC020737** and its registered office at **18, G.I.D.C Estate, Phase - 1, Vatva, Ahmedabad - 382445, Gujarat, INDIA** hereinafter referred to as “the Company”, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on **31st March, 2024** have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities Exchange and Board of India, Ministry of Corporate affairs or any such other Statutory Authority.

S. No	Name of the Director	Director Identification Number (DIN)	Date of Appointment
1	Piyushbhai Natvarlal Patel	00450807	01/06/2013
2	Anilaben Piyushbhai Patel	00450893	05/03/1999
3	Ronak Yatinkumar Desai	02808811	30/04/2005
4	Mayankkumar Hasmukhbhai Patel	02838526	28/01/2010
5	Shrinal P Patel	02992519	28/01/2010
6	Roopin Patel Amrit	03302732	20/09/2010
7	Yatinbhai Gordhanbhai Patel	03616381	07/09/2011
8	Mirali Hemantbhai Patel	08021784	25/03/2019

Ensuring the eligibility for the appointment & continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Kunal Sharma & Associates
Company Secretaries
SD/-
CS. Kunal Sharma
Proprietor
FCS No: 10329
C P No.: 12987
PR No: 1933/2022
UDIN: F010329F001080631

Place: Ahmedabad
Date: 30th August 2024

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that:

In accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm and declare that, all the Directors and the Senior Management Personnel of the



Company have affirmed compliance with the Code of Conduct for Directors & Senior Managerial Personnel of the Company laid down for them for the financial year ended 31st March, 2024.

30th August 2024
Ahmedabad

Piyush N. Patel
Chairman & Managing Director

CEO/ CFO CERTIFICATE UNDER REGULATION 17(8) AND PART B OF SCHEDULE II OF THE SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

To
The Board of Directors
Ishan Dyes and Chemicals Limited

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Ishan Dyes and Chemicals Limited ("the Company"), to the best of our knowledge and belief certify that:

- (a) We have reviewed the Financial Statements and the cash flow statement for the Financial Year ended 31st March, 2024 and based on our knowledge and belief, we state that :
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2023-24, which are fraudulent, illegal or violative of the Company's code of conduct;
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies, if any.
- (d) We further certify that -
- (i) there have been no significant changes in internal control over financial reporting during the financial year 2023-24;
 - (ii) there have been no significant changes in accounting policies during the financial year 2023-24; and
 - (iii) There have been no materially significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system over financial reporting.

SD/-
Piyush N. Patel
Chairman & Managing Director
DIN - 00450807

SD/-
Chintan P. Pancholi
Chief Financial Officer
PAN - ARJPP4526E

Place: Ahmedabad
Date: 30/08/2024

Practicing Company Secretary Certificate on Compliance with the conditions of Corporate Governance as per provisions of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)



**To
The Members of
Ishan Dyes & Chemicals Limited
Ahmedabad**

We have examined the Compliance Conditions of Corporate Governance by **Ishan Dyes & Chemicals Limited** for the financial year ended 31st March 2024 as per Para E of Schedule V read with Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period 01st April 2023 to 31st March 2024.

We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The Compliance of Conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the Directors and the Management, we certify that the Company has materially complied with the conditions of Corporate Governance as stipulated in Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Kunal Sharma & Associates
Company Secretaries
SD/-
CS. Kunal Sharma
Proprietor
FCS No: 10329
C P No.: 12987
PR No: 1933/2022
UDIN: F010329F001080673**

**Place: Ahmedabad
Date: 30th August 2024**



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. INDUSTRY STRUCTURE AND DEVELOPMENT.

Your Company's current product basket includes Phthalocyanine Blue range of products like CPC Blue, Pigment Alpha Blues and Pigment Beta Blue. All these products are having wide applications for various industrial purposes with good export demands. The products are being widely used in paints, textiles, inks, plastics, rubber and other industries and shown strong demand for the products of the Company during last couple of years. However, the last financial year was challenging due to significant increase in the input cost besides rise in gas and coal prices, curtailment in the consumption, rising interest rates and inflationary pressures which has impacted the margins for the products of the Company and also reduced the turnover of the Company. Due to various international factors including high inflation, increasing interest rates, Russia Ukraine war and other factors the demand for the products of the Company remained subdued during the financial year end and also in the beginning of the current year.

The Company is working out plans to expand its market and its customer base as well as to introduce new grades of products to increase turnover and profitability. Also the Company has undertaken new project with significant amount of capital expenditure with an aim to diversify into bulk chemical intermediates so as to enhance its product range and increase in revenues and margins. The management expects to commence the operations of its new project by end of 2024.

The present situation of the industry in which your Company operates provide various challenging situation arising due to outbreak of Russia Ukraine war and high inflations besides skyrocketed commodity, gas and coal prices, global increasing interest rates, curtailment of industrial and consumer demands in developed nations, anticipated slowdown in Chinese economy and also anti-dumping duty by China. The business operations for the Company are likely to remain volatile and dynamic due to various constraints and recessionary trend during 2023-24. Also the new capacities coming up in India are likely to provide very competitive environment for the operations of the Company. However, systematic and proactive efforts of the management of your Company besides establishment of the new project will support the operations favorably with a minimum disruption. In spite of various challenges and effect of the inflations the operations of your Company has shown satisfactory performance for the year ended.

B. OPPORTUNITIES, THREATS, RISK AND CONCERNS.

Your Company has gained its position in the domestic as well as international markets due to its quality products and continuous improvements which in turn has helped us to develop and maintain long term relationship with the clients and further supported us to spot for the new opportunities. This systematic approach has delivered favorable results for the Company to grow at the steady rate by creating sustainable demand from satisfied customer base and repetitive orders from them and in turn increased profitability.

Besides that, going forward, your Company also considers challenges and threats mainly on account of fluctuation in the prices of various raw materials which are linked to world Petro products and commodity prices, foreign exchange fluctuations, environmental regulations, and general global demand situation. Availability of skilled manpower and contract work force would be another set of challenges to be managed carefully for the growth of the Company.

The broader trends in the economy are expected to have a direct impact on your Company's growth prospects as well. Inflation is expected to remain elevated for the foreseeable future, driven by war-induced commodity price volatility and overall margin and price pressures. In addition, the high rate on interest cycle at the global level by various Central Banks is likely to continue for next year also and will anticipate lowering the growth and create pressure on economies particularly those in emerging markets.

In these circumstances, the ability to successfully navigate cost pressures would have a significant bearing on the overall performance of your Company. Diminishing demand due to the economic circumstances could result in fundamental shifts in consumer behaviors and adversely impact the market for chemicals. Migration to value-for-money options could also lead to reduced growth and profitability for your Company.

A well-defined structure has been laid down to assess, monitor and mitigate risk associated with these areas on a continuous basis.



C. OUTLOOKS FOR 2024-25.

The current year is likely to remain very challenging and the management of the Company is putting all efforts to protect and increase the demand for the products of the Company. Also, various cost control measures at all level of operations have been designed and implemented. During the past couple of years, the Company had incurred significant amount of capital expenditure on modernization of plant and factory building which will result in overall efficiency improvement, cost savings, increased tonnage of production. All these factors will drive the growth during coming years for the benefits of the Company.

The year is likely to remain volatile for the business of the Company and the efforts of the management would be to protect the demand and enhance revenue with the aim of minimizing loss and post profits. Also barring unforeseen circumstances, the management estimates of commencing its new plant for chemical intermediates by end of FY 2024-25.

D. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY.

We have a strong integrated internal control system which is deemed to be adequate considering the nature and scale of our class of business.

E. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO THE OPERATIONAL PERFORMANCE.

During the year under review, your Company has achieved satisfactory financial results and details are provided in the Directors' report. The Company was also successful in export business during the year ended by achieving export turnover of Rs. 2844.94 Lakhs.

F. MATERIAL DEVELOPMENTS ON HUMAN RESOURCES.

Human Resource programs and initiatives in the Company are aligned to meet the future business plans and needs. Your Company believes in investing in people to develop and expand their capability. The Company has been able to create a favorable work environment that motivates performance, customer focus and innovation. The Company's strategies are based, inter alia, on processes of continuous learning and improvements.

G. CAUTIONARY STATEMENT.

The Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include the impact of Covid-19 Pandemic, Russia Ukraine war, global and domestic demand and supply, inflation trend, rising interest rates, input costs, availability of key raw materials, changes in government regulations, tax laws, economic developments, global outlook and demand for the industrial products and other factors such as litigation and industrial relations.

**By order of the Board of Directors
For Ishan Dyes & Chemicals Limited
SD/-**

**Piyush N. Patel
Chairman & Managing Director
DIN - 00450807**

**30th August 2024
Ahmedabad**



INDEPENDENT AUDITOR'S REPORT

To,
The Members of
Ishan Dyes & Chemicals Limited
Ahmedabad

Report on the Financial Statements

Opinion

We have audited the Standalone Ind AS financial statements of ISHAN DYES & CHEMICALS LIMITED (“the Company”), which comprise the Standalone Ind AS Balance Sheet as at March 31, 2024, the Standalone Ind AS statement of Profit and Loss (including other comprehensive income), the Standalone Ind AS statement of Cash Flow, the Standalone Ind AS statement of changes in equity for the year then ended, and notes to the Standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Standalone Ind AS financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the company in accordance with the code of Ethics issued by the institute of Chartered Accountants of India together with ethical requirements that are relevant to our audit of the Standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Ind AS financial statements.

Key Audit Matters

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

KEY AUDIT MATTER	RESPONSE TO KEY AUDIT MATTER
Financials Asset - Loans - Refer note no.9 of Standalone Ind AS Financial Statement (Advances recoverable from related party) -	Our procedures included and were not limited to the following: Reviewed the fair valuation of the business of



The company has extended interest bearing advance of Rs. 1163.45 Lacs to Cluster Enviro Private Limited which is the group company.

Cluster Enviro Pvt. Ltd. on the basis of independent valuation report provided by the management of the Company along with management representations

Assessed and tested the valuation methodology and assumptions used by Registered Valuer

Reviewed the assumptions around the cash flow forecast of Cluster Enviro Pvt. Ltd.

Obtained explanation from management regarding strategic nature of the loan given

Reviewed the communications made and received from the regulatory authorities in relation to the restarting of the TSDF facility of Cluster Enviro Pvt. Ltd.

Assessed the present status of the Cluster Enviro Pvt. Ltd. along with potential changes in key variables as compared to the previous years to evaluate the inputs and assumptions used for the recoverability of the said advances also the fair value of the said advances is significantly influenced by the expected pattern of future benefits of the tangible assets of Cluster Enviro Pvt. Ltd.

Accordingly it has been considered as a key audit matter.

Information Other than the Standalone Ind AS Financial Statements and Auditor's Report Thereon

The Company's management and the Board of Directors are responsible for the other information. The other information comprises the information included in the company's annual report, but does not include the Standalone Ind AS financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditors report.

Our opinion on the Standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the annual report, if we conclude that there is material misstatement therein, we are required to communicate the matter to



those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and the Board of Director's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the state of affairs, loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS financial statements, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternate but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit concluded in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143 (3) (i) of the Act, we are also responsible for



expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Ind AS financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and the Board of Directors.
- Conclude on the appropriateness of Management and the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.

However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal & Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that: -
 - a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Standalone Ind AS balance sheet, the Standalone Ind AS statement of profit and loss (including other comprehensive income), the Standalone Ind AS statement of changes in equity and the Standalone Ind AS statement of Cash Flow dealt with by this Report are in agreement with the books



of account;

- d. in our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Ind AS specified under section 133 of the Act, read with relevant rule issued thereunder;
- e. On the basis of written representation received from the directors, as at 31st March 2024 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2024 from being appointed as a director in terms of Section 164(2) of the Companies Act 2013;
- f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. Details of pending litigation is provided in Note 38 forming part of audited financial statement;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (i) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in note 61 to the Standalone Ind AS financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in note 62 to the Standalone Ind AS financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.



- v. During the year, the Company has neither declared nor paid any dividend hence it is not applicable.

Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except inventory records which is maintained manually due to limitation of accounting software attributable to complex nature of manufacturing process of the company. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For A R Sulakhe & Co.
Chartered Accountants
FRN No. : 110540W
Sd/-
Jyoti Jain
M. No.:178761
UDIN: 24178761BKAKUV8354

Date: 30th May, 2024

Place: Ahmedabad

Annexure "A"

The Independent Auditors' Report on the Standalone Ind AS Financial Statements of
ISHAN DYES & CHEMICALS LIMITED

(Referred to in paragraph 1, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

Annexure to the Independent Auditors' Report of even date to the members of ISHAN DYES & CHEMICALS LIMITED on the financial statements for the year ended 31st March 2024.

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipments;

(B) The Company has maintained proper records showing full particulars of intangible assets;

(b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, The Company has a regular programme of physical verification of its property, plant and equipment's by which all property, plant and equipment are verified in phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable



having regards to the size of the company and nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the Standalone Ind AS financial statements are held in the name of the company.

(d) According to information and explanations given to us and on the basis of our examination of records of the company, the Company has not revalued its property, plant and equipment's (including Right of Use assets) or intangible assets or both during the year.

(e) According to information and explanations given to us and on the basis of our examination of records of the company, there are no proceedings initiated or pending against the company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

(ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

(b) According to information and explanations given to us and on the basis of our examination of records of the company, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during the year. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are having differences with the books of account of the Company, and reasons are provided in Note 17 to the Standalone Ind AS Financial Statements .

(iii) According to information and explanations given to us and on the basis of our examination of records of the company, the company has not made investment in any company during the year under audit. The Company has not provided security, guarantee or granted loan or granted advances in nature of loan, secured or unsecured to Companies, partnerships or any other parties during the year except disclosed in clause (iii)(a)(B) hereunder.

(a) (A) Based on the audit procedures carried out by us and as per the information and explanations given to us, the Company has not granted any loans or advances and guarantees or securities to subsidiaries, joint ventures and associates.

(B) Based on the audit procedures carried out by us and as per the information and explanations given to us, the Company has granted loans or advances but not guarantees or securities to parties other than subsidiaries, joint ventures and associates as under.

Particulars	Advances in the nature of loan (Rs. In Lacs)
Opening balance	Rs.2384.22
Aggregate amount granted/ provided during the year	Rs.612.07
Balance outstanding as at	Rs.1772.14



balance sheet date	
--------------------	--

- (b) According to information and explanations given to us and on the basis of our examination of records of the company, company has not made any investment during the year, therefore it is not applicable to the company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion, there is no repayment of principal hence disclosure about repayment is not applicable and only payment of interest has been stipulated and the receipts have been regular. Further, the Company has not given any advances in the nature of loans to any party during the year except disclosed in Note 41, Note 60 and Note 9 to the Standalone Ind AS Financial Statements.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year except disclosed in Note 41, Note 60 and Note 9 to the Standalone Ind AS Financial Statements.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has granted loans or advances in the nature of loans repayable on demand, refer Note 41, Note 60 and Note 9 to the Standalone Ind AS Financial Statements. Details are as under.

The aggregate amount	Percentage thereof to the total loans granted	Aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013
Rs.1772.15 Lacs	72.6%	Rs.1286.03 Lacs

- (iv) According to information and explanations given to us and on the basis of our examination of the records of the Company, the company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security as applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from public. Accordingly, clause 3 (v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the



Companies Act, 2013 in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective July 1 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income- Tax, Duty of Customs, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows.

Name of Statute	Nature of Dues	Amount (Rs.in Lacs)	Period to which it relates	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax	215.38	AY 2013-14	Commissioner of Income Tax (Appeals)
CGST Act, 2017	GST	453.22	FY 2018-19	The Commissioner (Appeals), Central GST & Central Excise, Ahmedabad

(viii) According to information and explanations given to us and on the basis of our examination of the records of the Company, the company has not surrendered or disclosed any transactions, previously unrecorded as income in books of account, in the assessment under the Income Tax Act, 1961 (43 of 1961) as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender during the year.

(b) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared wilful defaulter by any bank or financial institution or government or government authority.



(c) According to information and explanations given to us and on the basis of our examination of the records of the Company, the company has obtained term loan during the year and it is used for the object for which they were obtained.

(d) According to information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short term basis have not been utilised for long term purposes.

(e) According to information and explanations given to us and on the basis of examination of the Standalone Ind AS financial statements of the Company, we report that the company does not hold any investment in any subsidiaries, associates or joint ventures (as defined in the Act) during the year ended on 31 March 2024. Accordingly, clause 3 (ix) (e) of the Order is not applicable to the Company.

(f) According to information and explanations given to us and on the basis of examination of the Standalone Ind AS financial statements of the Company, we report that the company does not hold any investment in any subsidiaries, associates or joint ventures (as defined in the Act) during the year ended on 31 March 2024. Accordingly, clause 3 (ix) (f) of the Order is not applicable to the Company.

(x) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) and 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanation given to us, no whistle-blower complaints, received during the year by the company.

(xii) Company is not a Nidhi company, accordingly provisions of the Clause 3(xii) of the Order is not applicable to the company.

(xiii) According to the information and explanations given to us, we are of the opinion that all transactions with related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the Accounting Standards and the Companies Act, 2013.

(xiv) (a) Based on the information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.



- (xv) According to the information and explanations given to us, we are of the opinion that the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.
- (xvi) (a) According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause 3(xvi) of the Order are not applicable
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report of Clause 3 (iii) (xvii) of the order is not applicable to the company.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For A R Sulakhe & Co.
Chartered Accountants
FRN No. : 110540W
Sd/-
Jyoti Jain
M. No.:178761

Date: 30th May, 2024
Place: Ahmedabad
UDIN: 24178761BKAKUV8354



Annexure B to the Independent Auditors' report on the Standalone Ind AS Financial Statements of ISHAN DYES & CHEMICALS LIMITED for the year ended March 31, 2024

(Referred to in paragraph 2 A (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date) REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (i) OF SUBSECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

OPINION

We have audited the internal financial controls over financial reporting of ISHAN DYES & CHEMICALS LIMITED ("the Company") as of March 31, 2024 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to Standalone Ind AS Financial Statements and such internal financial controls were operating effectively as at March 31, 2024, based on the internal financial controls with reference to Standalone Ind AS Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal



financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and payments of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For A R Sulakhe & Co.
Chartered Accountants
FRN No. : 110540W
Sd/-
Jyoti Jain
M. No.:178761

Date: 30th May, 2024
Place: Ahmedabad
UDIN: 24178761BKAKUV8354

Ishan Dyes & Chemicals Limited

Reg. Off : Plot No. 18, GIDC Estate, Phase I, Vatva, Ahmedabad 382445

Tel.: 079-25832144/25893607, Fax: 079-25833643

E-mail: ishandyes@yahoo.com, Website: www.ishandyes.com

CIN: L24110GJ1993PLC020737



Balance Sheet as at March 31, 2024

(Amount ` in Lakhs unless otherwise stated)

Particulars	Note	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-Current Assets			
(a) Property, plant and equipment and Intangible assets			
(i) Property, plant and equipment	2	6378.05	6157.49
(ii) Capital work-in-progress	2.1	2913.04	52.97
(iii) Intangible Assets	3	49.11	76.23
(iv) Intangible Assets under Development	3.1	43.09	43.09
(b) Financial Assets			
(i) Investments	4	2.05	2.05
(c) Other non-current assets	5	702.84	386.30
Total Non-Current Assets		10088.18	6718.13
Current Assets			
(a) Inventories	6	2584.46	2313.03
(b) Financial Assets			
(i) Trade receivables	7	2471.73	1273.87
(ii) Cash and cash equivalents	8	16.02	27.32
(iii) Financial Asset-Loans	9	1353.05	2155.07
(iii) Others Financial Asset	10	419.09	229.15
(c) Other Current assets	11	993.46	369.73
Total Current Assets		7837.83	6368.18
Total Assets		17926.01	13086.30
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	12	2096.81	2096.81
(b) Other equity	13	8184.27	8180.23
Total Equity		10281.09	10277.04
LIABILITIES			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	2437.58	52.29
(b) Other Non Current Liabilities		-	-
(c) Provisions	15	30.49	14.21
(d) Deferred Tax Liabilities (Net)	16	198.14	164.45
Total Non-Current Liabilities		2666.20	230.95
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	3505.82	2190.24
(ii) Trade payable	18		
Total outstanding dues of micro enterprises and small enterprises		533.78	184.59
Total outstanding dues of creditors other than micro enterprises and small enterprises		784.40	108.70
(iii) Other Financial Liabilities	19	31.27	0.72
(b) Other Current Liabilities	20	23.40	17.36
(c) Provisions	21	100.06	76.70
Total Current Liabilities		4978.72	2578.31
Total Equity and Liabilities		17926.01	13086.30
Summary of Significant Accounting Policies	1		
The accompanying notes are an integral part of these Financial Statements.	2 to 65		

As per our report on even date

For A R Sulakhe & Company

Chartered Accountants

CA Jyoti Jain

Partner

M. No. : 178761

FRN: 110540W

Piyush N. Patel Chairman & Managing Director

DIN - 00450807

Shrinal P. Patel Whole Time Director

DIN - 02992519

Roopin A. Patel Independent Director

DIN - 03302732

Chintan Pancholi Chief Financial Officer

PAN - ARJPP4526E

Anisha Jain Company Secretary

M. No - A - 34590

Place : Ahmedabad
Date : 30th May, 2024Place : Ahmedabad
Date : 30th May, 2024

Ishan Dyes & Chemicals Limited

Reg. Off : Plot No. 18, GIDC Estate, Phase I, Vatva, Ahmedabad 382445

Tel.: 079-25832144/25893607, Fax: 079-25833643

E-mail: ishandyes@yahoo.com, Website: www.ishandyes.com

CIN: L24110GJ1993PLC020737



Statement of Profit & Loss for the period ended March 31, 2024

(Amount ` in Lakhs unless otherwise stated)

	Particulars	Note	For the period 2023-24	For the period 2022-23
1	REVENUES:			
	Revenue from operations	22	7666.89	6470.81
	Other Income	23	291.82	201.37
	Total Income		7958.71	6672.18
2	Expenses:			
	(a) Cost of materials consumed	24	5167.00	3994.84
	(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	(299.28)	6.59
	(c) Employee benefits expense	26	732.77	683.65
	(d) Finance Cost	27	274.48	160.95
	(e) Depreciation and amortization expense	2 & 3	281.61	273.54
	(f) Other expenses	28	1742.95	1675.43
	Total Expenses		7899.52	6795.00
3	Profit/(Loss) before exceptional items (1 - 2)		59.19	(122.82)
4	Exceptional Items	29	(10.67)	-
5	Profit/(Loss) from ordinary activities before tax (3 - 4)		48.52	(122.82)
6	Tax Expenses	30		
	- Current tax		-	-
	- Adjustment of Tax relating to earlier years		0.51	(24.99)
	- Deferred tax		36.28	22.36
	Total Tax Expenses		36.79	(2.64)
7	Net Profit(loss) for the period (5 - 6)		11.73	(120.18)
8	Other Comprehensive income net of taxes			
	(a) Re-measurement gains/(losses) on defined benefit plans		(10.28)	4.47
	(b) Income tax relating to above items		2.59	1.13
9	Total Comprehensive Income for the period		4.04	(116.84)
10	Earnings per equity share of face value of Rs. 10 each			
	(a) Basic (in INR)	37	0.06	(0.65)
	(b) Diluted (in INR)	37	0.06	(0.65)
	Summary of Significant Accounting Policies	1		
	The accompanying notes are an integral part of these Financial Statements.	2 to 65		

As per our report on even date

For A R Sulakhe & Company

Chartered Accountants

CA Jyoti Jain

Partner

M. No. : 178761

FRN: 110540W

Place : Ahmedabad

Date : 30th May, 2024

Piyush N. Patel Chairman & Managing Director

DIN - 00450807

Shrinal P. Patel Whole Time Director

DIN - 02992519

Roopin A. Patel Independent Director

DIN - 03302732

Chintan Pancholi Chief Financial Officer

PAN - ARJPP4526E

Anisha Jain Company Secretary

M. No - A - 34590

Place : Ahmedabad

Date : 30th May, 2024

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Statement of Changes in Equity

A. Equity Share Capital		(Amount ` in Lakhs unless otherwise stated)	
Particulars	Note	Amount	
Issued, Subscribed and fully paid equity shares of Rs. 10 each			
As at 31st March, 2022			1696.81
Change in equity share capital due to prior period errors			
As at April 01, 2022			1696.81
Change in equity share capital during the year	12.1		400.00
As at 31st March, 2023			2096.81
Change in equity share capital due to prior period errors			-
Balance as at 1st April, 2023			2096.81
Change in equity share capital during the year	12.1		-
As at 31st March, 2024			2096.81

B. Other Equity

Note	Balance as at April 01, 2023	Total Comprehensive Income for the year	Dividend	Money received against share warrants	Issue of equity shares upon conversion of	Balance as at March 31, 2024
Securities Amount Premium	3381.68	-	-	-	-	3381.68
Revaluation Reserve	121.37	-	-	-	-	121.37
Retained Earning	4675.48	11.73	-	-	-	4687.21
Other Comprehensive Income	1.71	(7.69)	-	-	-	(5.98)
Money received against share warrants	-	-	-	-	-	-
Total	8180.23	4.04	-	-	-	8184.27

	Balance as at April 01, 2022	Total Comprehensive Income for the year	Dividend	Money received against share warrants	Issue of equity shares upon conversion of	Balance as at March 31, 2023
Securities Amount Premium	1341.68	-	-	-	2040.00	3381.68
Revaluation Reserve	121.37	-	-	-	-	121.37
Retained Earning	4795.66	(120.18)	-	-	-	4675.48
Other Comprehensive Income	(1.64)	3.35	-	-	-	1.71
Money received against share warrants	610.00	-	-	1830.00	(2440.00)	-
Total	6867.07	(116.84)	-	1830.00	(400.00)	8180.23

As per our report on even date

For A R Sulakhe & Company
 Chartered Accountants

Piyush N. Patel Chairman & Managing Director
 DIN - 00450807

Shrinal P. Patel Whole Time Director
 DIN - 02992519

Roopin A. Patel Independent Director
 DIN - 03302732

Chintan Pancholi Chief Financial Officer
 PAN - ARJPP4526E

Anisha Jain Company Secretary
 M. No - A - 34590

CA Jyoti Jain
 Partner
 M. No. : 178761
 FRN: 110540W

Place : Ahmedabad
 Date : 30th May, 2024

Place : Ahmedabad
 Date : 30th May, 2024

Ishan Dyes & Chemicals Limited

Reg. Off : Plot No. 18, GIDC Estate, Phase I, Vatva, Ahmedabad 382445
 Tel.: 079-25832144/25893607, Fax: 079-25833643
 E-mail: ishandyes@yahoo.com, Website: www.ishandyes.com
 CIN: L24110GJ1993PLC020737



Cash Flow Statement for the year ended 31st March, 2024

(Amount ` in Lakhs unless otherwise stated)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
	Audited	Audited
Cash flow from operating activities		
Net profit before tax	48.52	(122.82)
Adjustments for :		
Depreciation & amortization expense	281.61	273.54
Finance Cost	274.48	160.95
Interest Income	(210.87)	(130.13)
Loss/(profit) on sale of fixed assets (net)	-	(9.50)
Operating profit before working capital changes	393.73	172.05
Adjustment for change in working capital		
(Increase)/decrease in Inventories	(271.43)	15.57
(Increase)/decrease in Trade Receivables	(1197.86)	2207.46
(Increase)/decrease in other assets	(940.27)	47.95
Increase/(Decrease) in Trade payables	1024.89	(304.58)
Increase/(Decrease) in Other Liabilities	26.31	(27.42)
Movement in Provisions	39.64	(62.30)
Cash generated from operations	(925.00)	2048.72
Direct taxes paid (net of income tax refund)	(0.51)	(27.64)
Net cash generated from operating activities	(925.51)	2021.08
Cash flow from investing activities		
Payments for acquisition of property, plants and equipment and intangible asset (including capital-work-in-progress and intangible assets under development)	(3335.12)	(2884.70)
Investment in Non - Current Investment	-	-
Proceeds from sale of fixed assets	-	9.50
Loan given (Net)	612.08	(1309.00)
Interest received	210.87	130.13
Net cash used in investing activities	(2512.18)	(4054.08)
Cash flow from financing activities		
Proceeds from issue of shares	-	1830.00
Proceeds from Issue of Share Warrants	-	-
Dividend Pay-outs	-	-
Proceeds / (Repayment) of long term borrowings	2385.29	(134.96)
Proceeds / (Repayment) of short term borrowings	1315.58	499.22
Interest paid	(274.48)	(160.95)
Net cash used in financing activities	3426.39	2033.30
Net increase/(decrease) in cash and cash equivalents	(11.30)	0.31
Cash and cash equivalents at the beginning of year	27.32	27.01
Cash and cash equivalents at the end of year	16.02	27.32
Components of cash and cash equivalents		
Cash in hand	11.78	0.73
Balance with scheduled banks	-	-
- current accounts	3.74	25.09
- deposit account	0.50	1.50
	16.02	27.32

1. Figures given in brackets indicate cash outflow.
2. The figures of the previous year have been regrouped/reclassified, where necessary, to confirm with the classification of the current year.
3. The above cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standards (Ind AS-7) "Statement of Cash Flows".

This is the Cash flow statement referred to in our report of even date

For A R Sulakhe & Company
 Chartered Accountants

CA Jyoti Jain
 Partner
 M. No. : 178761
 FRN: 110540W

Place : Ahmedabad
 Date : 30th May, 2024

For and on behalf of the Board

Piyush N. Patel *Chairman & Managing Director*
 DIN - 00450807

Shrinal P. Patel *Whole Time Director*
 DIN - 02992519

Roopin A. Patel *Independent Director*
 DIN - 03302732

Chintan Pancholi *Chief Financial Officer*
 PAN - ARJPP4526E

Anisha Jain *Company Secretary*
 M. No - A - 34590

Place : Ahmedabad
 Date : 30th May, 2024

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

A CORPORATE INFORMATION:

The Company Ishan Dyes and Chemicals Limited was incorporated on 30th November, 1993 under the Companies Act, 1956 having CIN L24110GJ1993PLC020737 with its Registered Office at, "Plot No. 18, GIDC Estate, Phase I, Vatva, Ahmedabad - 382445". The Company is listed on BSE Limited (Bombay Stock Exchange) at present. The Company is engaged into the business of manufacturing Copper Phthalocyanine Crude Blue (CPC Blue) and Pigment Blues. The manufacturing facility is located at Registered Office.

B SUMMARY OF BASIS OF COMPLIANCE, BASIS OF PREPARATION AND PRESENTATION, CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGMENTS AND SIGNIFICANT ACCOUNTING POLICIES:

B.1 BASIS OF COMPLIANCE

The Financial Statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013, (as amended from time to time) and Presentation and disclosure requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS Compliant Schedule III) as amended from time to time.

B.2 BASIS OF PREPARATION AND PRESENTATION

The financial statements have been prepared under the historical cost convention using the accrual method of accounting basis, except for certain financial instruments that are measured at fair values at the end of each reporting period as explained in the significant accounting policies below.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the 2013 Act.

B.3 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGMENTS

The preparation of the financial statements requires management to make estimates, assumptions and judgments that affect the reported balances of assets and liabilities and disclosures as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Impact on account of revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below.

C.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Property, plant and equipment (PPE IND AS 16)

These tangible assets are held for use in production, supply of goods or services or for administrative purposes. Property, Plant and Equipment are stated at cost **net of recoverable taxes, trade discount and rebates** less accumulated depreciation and accumulated impairment losses except for freehold land which is not depreciated. Cost includes purchase price after deducting trade discount/rebate, import duties, non-refundable taxes, Net of Cenvat and VAT credit/GST input credit wherever applicable, cost of replacing the component parts, borrowing costs and other directly attributable cost of bringing the asset to its working condition in the manner intended by the management.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

The cost of an item of PPE is recognised as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Company in future periods and the cost of the item can be measured reliably. Expenditure incurred after the PPE have been put into operations, such as repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred.

Items such as spare parts, standby equipment and servicing equipment are recognised as PPE when it is held for use in the production or supply of goods or services, or for administrative purpose, and are expected to be used for more than one year. Otherwise such items are classified as inventory.

The Company adjusts exchange differences arising on translation difference/settlement of long term foreign currency monetary items outstanding and pertaining to the acquisition of a depreciable asset to the cost of asset and depreciates the same over the remaining life of the asset. The depreciation on such foreign exchange difference is recognised from first day of its financial year.

De-recognised upon disposal

An item of PPE is derecognised on disposal or when no future economic benefits are expected from use or disposal. Any gain or loss arising on derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss when asset is derecognised.

Treatment of Expenditure during Construction Period

Expenditure, net of income earned, during construction (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) period is included under capital work-in-progress, and the same is allocated to the respective PPE on the completion of construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other Non-Current Assets".

Depreciation

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no depreciation charge is recognized till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with IND AS 105 and the date that the asset is derecognised.

The Company depreciates its property, plant and equipment (PPE) over the useful life in the manner prescribed in Schedule II to the Act. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act, except for plant and equipment wherein based on technical evaluation, useful life has been estimated to be different from that prescribed in Schedule II of the Act.

The identified component of fixed assets are depreciated over the useful lives and the remaining components are depreciated over the life of the principal assets.

Depreciation on fixed assets added/disposed off during the period is provided on pro-rata basis with reference to the date of addition/disposal.

The assets residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Investments

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

(c) Borrowing cost (IND AS 23)

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

(d) Inventories (IND AS 2)

The inventory is valued as follows:

(i) Raw Materials	At Cost First in First out.
(ii) Stores and Spare parts	At Cost First in First out.
(iii) Finished Goods	Valued at lower of cost or Net Realisable Value
(iv) Work in Process	At cost by using absorption cost method.

As per normal practices the cost of finished goods includes all direct cost and normal fixed overheads. However, it does not include selling and distribution cost. Value of stock of finished goods at the date of Balance Sheet includes duties and taxes if any applicable.

(e) Impairment loss (IND AS 36)

At the end of each reporting period, the Company reviews the carrying amounts of its PPE and other intangible assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit (CGU) to which the asset belongs. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The resulting impairment loss is recognised in the Statement of Profit and Loss. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Where an impairment loss subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or CGU in prior years. A reversal of an impairment loss is recognised in the Statement of Profit and Loss.

(f). Employee benefits (IND AS 19)

Short term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post employment benefits

1) Defined Benefit Plan

GRATUITY

The Trustees of Ishan Dyes and Chemicals Limited Employees' Gratuity Fund has a fund arrangement (cash accumulation policy) with Life Insurance Corporation of India (LIC) to administer its gratuity benefit scheme. The contributions towards the said funds which are as determined by LIC are charged to revenue each year. Company ascertains the Liability towards Gratuity at the year-end and provision for the differential amount between the liability determined on Actuarial Valuation and Fund balance is provided in the books of account.

2) Defined Contribution Plans

PROVIDENT FUND

The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

(g) Cash and cash equivalents (IND AS 7)

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(h) Foreign currency translation

The functional currency of Ishan Dyes and Chemical Limited (i.e. the currency of the primary economic environment in which the Company operates) is Indian Rupee.

On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

(i) Revenue recognition (IND AS 115)

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. The Company is generally the principal as it typically controls the goods or services before transferring them to the customer. Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue from rendering of services is recognised over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Contract Balances

Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional.

Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration or is due from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

Dividend income is recognised when the Company's right to receive the payment has been established.

Export incentives are recognized in the financial statements when there is a reasonable assurance that the company will comply with the conditions attached to them and that the incentives will be received.

(j) Provision, contingent liabilities and contingent assets (IND AS 37)

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the financial statements.

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

(k) Taxes (IND AS 12)

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

(l) Financial Instruments (IND AS 109)

i) Financial Assets

A. Initial recognition and measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

B. Subsequent measurement

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

a) Financial assets carried at amortised cost (AC)

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income ('FVTOCI'). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains or losses which are recognised in Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised as gains/ (losses) within other income or other expense. Interest income from these financial assets is included in other income using the effective interest rate method.

c) Financial assets at fair value through profit or loss (FVTPL)

Assets that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognised in profit or loss and presented net in the Statement of Profit and Loss as gains/(losses) within other income or other expense in the period in which it arises. Interest income from these financial assets is included in other income.

C. Investment in equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss. Dividends from such investments are recognised in the Statement of Profit and Loss as Other Income when the Company's right to receive payments is established. Changes in the fair value of financial assets at FVTPL are recognised as gains/(losses) within other income or other expense in the Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

ii) Financial liabilities

A. Initial recognition and measurement

The Company's financial liabilities comprise borrowings, trade payables and other liabilities. These are initially measured at fair value, net of transaction costs.

B. Subsequent measurement

Subsequently measured at amortised cost using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

(m) Cash Dividend to Equity Holders of the Company:

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

(n) Fair Value Measurement (IND AS 113)

The Company measures financial instruments, such as investments (other than equity investments in Subsidiaries, Joint Ventures and Associates) and derivatives at fair values at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

(o) Events occurring after the balance sheet date (IND AS 10)

Assets and liabilities are adjusted for events occurring after the reporting period that provides additional evidence to assist the estimation of amounts relating to conditions existing at the end of the reporting period.

Dividends declared by the Company after the reporting period are not recognized as liability at the end of the reporting period. Dividends declared after the reporting period but before the issue of financial statements are not recognized as liability since no obligation exists at that time. Such dividends are disclosed in the notes to the financial statements.

(p) Intangible Assets

Intangible Assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation. Amortisation is recognised on straight line basis over their estimated useful lives of 5 years, which reflects the pattern in which the asset's economic benefits are consumed. The estimated useful life, amortisation method and the amortisation period are reviewed at the end of each reporting period, with effect of any change in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the assets, and are recognised in the profit and loss account when the asset is derecognised.

(q) Earning Per Share (EPS)

The Company reports basic and diluted earning per share in accordance with Ind AS 33 on Earning per share. Basic earning per share is computed by dividing the net profit or loss for the period by the weighted average number of equity share outstanding during the period. Diluted earning per share is computed by dividing the net profit or loss by the weighted average number of equity shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

Note 1 : NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2024

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

(r) Standards Issued but not Effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to Financial Statements

Note - 2 Property, plant and equipment

(' in Lakhs unless otherwise stated)

Particulars	Leasehold Land	Factory Building	Office Building	Electrical Fittings	Plant & Machinery	Plant & Equipment	Office Equipments	Computer	Furniture & Fixtures	Vehicles	Total
Cost/deemed cost as at April 1, 2023	2834.70	1810.74	59.32	216.06	2207.17	514.44	75.02	15.76	42.78	333.33	8109.32
Additions	446.73	4.98	-	-	15.47	-	7.04	0.49	-	-	474.70
Disposals	-	-	-	-	-	-	-	-	-	-	-
Other re-classifications	-	-	-	-	-	-	-	-	-	-	-
Cost/deemed cost as at March 31, 2024	3281.43	1815.72	59.32	216.06	2222.64	514.44	82.06	16.25	42.78	333.33	8584.02
Accumulated depreciation as at April 1, 2023	-	434.02	28.01	133.37	866.44	199.84	51.87	14.52	28.58	195.19	1951.83
Charge for the year	-	70.90	2.72	7.28	93.17	36.06	9.99	0.90	4.33	28.78	254.14
Disposals	-	-	-	-	-	-	-	-	-	-	-
Other re-classifications	-	-	-	-	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2024	-	504.93	30.73	140.65	959.60	235.90	61.87	15.43	32.91	223.96	2205.97
Total accumulated depreciation and impairment as at March 31, 2024	-	504.93	30.73	140.65	959.60	235.90	61.87	15.43	32.91	223.96	2205.97
Net carrying value as at April 1, 2023	2834.70	1376.72	31.31	82.69	1340.74	314.60	23.15	1.24	14.20	138.14	6157.49
Net carrying value as at March 31, 2024	3281.43	1310.79	28.59	75.41	1263.04	278.54	20.19	0.82	9.87	109.37	6378.05

Note: During the previous financial year, the Company has acquired following assets from Doshion Water Solution Private Limited in terms of order of The National Company Law Tribunal dated 20th September, 2021.

-Land: 22,98,07,504/- (Agreement Value)

-Used Movable Property: 1,76,92,496/-

The acquired land was capitalized by the Company during the financial year and Used Moveable Property was sold by the Company.

Particulars	Leasehold Land	Factory Building	Office Building	Electrical Fittings	Plant & Machinery	Plant & Equipment	Office Equipments	Computer	Furniture & Fixtures	Vehicles	Total
Cost/deemed cost as at April 1, 2022	203.91	1794.86	59.32	216.06	2027.46	514.44	69.67	15.76	42.78	385.74	5330.00
Additions	2630.79	15.88	-	-	179.71	-	5.35	-	-	-	2831.73
Disposals	-	-	-	-	-	-	-	-	-	(52.41)	(52.41)
Other re-classifications	-	-	-	-	-	-	-	-	-	-	-
Cost/deemed cost as at March 31, 2023	2834.70	1810.74	59.32	216.06	2207.17	514.44	75.02	15.76	42.78	333.33	8109.32
Accumulated depreciation as at April 1, 2022	-	363.67	25.28	126.09	780.14	163.77	42.40	13.69	24.26	218.82	1758.12
Charge for the year	-	70.35	2.72	7.28	86.29	36.07	9.48	0.83	4.33	28.78	246.12
Disposals	-	-	-	-	-	-	-	-	-	(52.41)	(52.41)
Other re-classifications	-	-	-	-	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2023	-	434.02	28.01	133.37	866.44	199.84	51.87	14.52	28.58	195.19	1951.83
Total accumulated depreciation and impairment as at March 31, 2023	-	434.02	28.01	133.37	866.44	199.84	51.87	14.52	28.58	195.19	1951.83
Net carrying value as at April 1, 2022	203.91	1431.18	34.04	89.97	1247.32	350.67	27.28	2.07	18.52	166.92	3571.88
Net carrying value as at March 31, 2023	2834.70	1376.72	31.31	82.69	1340.74	314.60	23.15	1.24	14.20	138.14	6157.49

Notes to Financial Statements

Note : 2.1 Capital Work in Process:

(` in Lakhs unless otherwise stated)

Tangible Assets	Gross Block			
	Balance as at 1st April 2023	Additions during the year	Capitalised During the year	Balance as at 31st March 2024
Factory Building	0.34	68.70	-	69.04
Electrical Fittings	-	670.44	-	670.44
Plant & Machinery	25.12	1816.72	-	1841.84
Plant & Equipment	-	-	-	-
Preoperative Expenses	27.50	304.21	-	331.72
Grand Total	52.97	2860.07	-	2913.04

Tangible Assets	Gross Block			
	Balance as at 1st April 2022	Additions during the year	Capitalised During the year	Balance as at 31st March 2023
Factory Building	-	0.34	-	0.34
Electrical Fittings	-	-	-	-
Plant & Machinery	-	220.71	195.59	25.12
Plant & Equipment	-	-	-	-
Preoperative Expenses	-	27.50	-	27.50
Grand Total	-	248.56	195.59	52.97

Capital Work in Process - Ageing Schedule As at 31st March 2024

	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
Projects in progress	2860.07	52.97	-	-	2913.04
Total	2860.07	52.97	-	-	2913.04

Capital Work in Process - Ageing Schedule As at 31st March 2023

-

	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
Projects in progress	52.97	-	-	-	52.97
Total	52.97	-	-	-	52.97

Notes to Financial Statements

Note : 3 Intangible Assets

(` in Lakhs unless otherwise stated)

Sr. No.	Intangible Assets	Gross Block				Accumulated Amortisation				Net Block	
		Balance as at 1st April 2023	Additions during the year	Disposals during the year	Balance as at 31st March 2024	Balance as at 1st April 2023	Amortisation provided for the Year	Reversals	Balance as at 31st March 2024	Balance as at 31st March 2024	Balance as at 31st March 2023
1	CETP Effluent Treatment Water Booking	55.00	-	-	55.00	40.33	11.00	-	51.33	3.67	14.67
2	Green Fantom Project	82.08	-	-	82.08	20.52	16.42	-	36.94	45.14	61.56
3	Softwares	-	0.35	-	0.35	-	0.05	-	0.05	0.30	-
Grand Total		137.08	0.35	-	137.43	60.85	27.47	-	88.32	49.11	76.23
Previous Year		137.08	-	-	137.08	33.44	27.42	-	60.85	76.23	

Note: Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Note : 3.1 Intangible Assets under Development

(` in Lakhs unless otherwise stated)

Sr. No.	Intangible Assets	Gross Block			
		Balance as at 1st April 2023	Additions during the year	Capitalised During the year	Balance as at 31st March 2024
1	Deep Sea Effluent Disposal Pipeline Project	43.09	-	-	43.09
2	Green Fantom Project	-	-	-	-
Grand Total		43.09	-	-	43.09
Previous Year		43.09	-	-	43.09

Intangible Assets under Development (IADU) - Ageing Schedule As at

(` in Lakhs unless otherwise stated)

Sr. No.	Intangible Assets	Amount in IADU for a period of				Total
		Less than 1 Months	1-2 years	2-3 years	More than 3 years	
1	Deep Sea Effluent Disposal Pipeline Project	-	-	-	43.09	43.09
Total		-	-	-	43.09	43.09

Intangible Assets under Development (IADU) - Ageing Schedule As at

(` in Lakhs unless otherwise stated)

Sr. No.	Intangible Assets	Amount in IADU for a period of				Total
		Less than 1 Months	1-2 years	2-3 years	More than 3 years	
1	Deep Sea Effluent Disposal Pipeline Project	-	-	-	43.09	43.09
Total		-	-	-	43.09	43.09

Notes to Financial Statements

For the year ended March 31, 2024

Note - 4 Non Current Investments

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31,2024	As at March 31,2023
Unquoted Shares fully paid up		
The Green Environment Services Co-op. Soc. Ltd. (50 no. of Equity Shares of Rs.100/- each)	0.05	0.05
The Kalupur Commercial Co.Op. Bank (Shares) (8,000 no. of Equity Shares of Rs.25/- each)	2.00	2.00
Total	2.05	2.05

Note - 5 Other Non Current Assets

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31,2024	As at March 31,2023
Capital Advances	580.70	287.86
Deposits	122.14	96.01
Advance Income Tax	-	2.43
Total	702.84	386.30

Note - 6 Inventories

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31,2024	As at March 31,2023
Raw Materials	145.61	174.29
Work-in-Progress	1523.21	1190.61
Finished Goods	891.10	924.43
Stores & Spares	12.20	2.39
Fuel	7.12	14.94
ETP Material	5.22	6.38
Total	2584.46	2313.03

Note - 7 Trade Receivables

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31,2024	As at March 31,2023
Unsecured, Considered good	2482.14	1284.28
Less: Provision for bad and doubtful debts	(10.41)	(10.41)
Total	2471.73	1273.87

**Trade receivables Ageing Schedule
As at 31 March 2024**

(₹ in Lakhs unless otherwise stated)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered good	2237.08	232.43	-	-	-	-	2469.51
Undisputed Trade Receivables - which have significant increase in credit risk	-	-	0.81	0.25	0.59	0.57	2.22
Undisputed Trade receivable - credit impaired	-	-	-	-	-	-	-

Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
Total	2237.08	232.43	0.81	0.25	0.59	0.57	2471.73

**Trade receivables Ageing Schedule
As at 31 March 2023**

(` in Lakhs unless otherwise stated)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	1132.38	140.08	-	-	-	-	1272.46
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	0.25	0.59	0.57	-	1.41
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
Total	1132.38	140.08	0.25	0.59	0.57	-	1273.87

Note - 8 Cash and Cash Equivalents

(` in Lakhs unless otherwise stated)

Particulars	As at March 31,2024	As at March 31,2023
Cash on Hand	11.78	0.73
Balances with Banks		
Current Accounts	3.74	25.09
Fixed Deposits	0.50	1.50
Total	16.02	27.32

Note - 9 Financial Asset-Loans

(` in Lakhs unless otherwise stated)

Particulars	As at March 31,2024	As at March 31,2023
Unsecured Considered good:-		
Staff Loans (Refer note 41)	127.26	133.78
Advances recoverable from related party* (Refer Note 41)	880.75	876.28
Advances recoverable from others #	345.04	1145.01
Total	1353.05	2155.07

Note: Staff Loan includes interest free advance of Rs. 2.07 Lakhs to Mr. Shrinil Patel, Whole Time Director of the Company and advance of Rs. 120.51 Lakhs to Mr. Piyushbhai Patel, Managing Director of the Company. The said advances are recoverable on demand.

* Includes advances of Rs. 880.75 Lakhs extended to Cluster Enviro Private Limited @ 9% p.a. in which directors of the Company are interested and advances are repayable on demand. The networth of Cluster Enviro Private Limited has been eroded, however in the opinion of the management of the Company such advances given are strategic in nature and also fully recoverable. Further on the basis of the fair valuation report obtained from an Independent Registered Valuer and also considering the ongoing discussions by Cluster Enviro Private Limited with its potential investor for it's revival, the management of the Company is confident of recovering all such advances in due course of the time.

Advances extended to others are interest bearing @ 10% p.a. and recoverable on demand.

Note - 10 Financial Asset - Others

(` in Lakhs unless otherwise stated)

Particulars	As at March 31,2024	As at March 31,2023
Interest recoverable from related party* (Refer Note 41)	282.70	194.98
Interest recoverable from others #	136.40	34.17
Total	419.09	229.15

* Includes interest of Rs. 282.70 Lakhs recoverable from Cluster Enviro Private Limited in which directors of the Company are interested and interest is repayable on demand. The networth of Cluster Enviro Private Limited has been eroded, however in the opinion of the management of the Company such advances given are strategic in nature and also fully recoverable. Further on the basis of the fair valuation report obtained from an Independent Registered Valuer and also considering the ongoing discussions by Cluster Enviro Private Limited with its potential investor for it's revival, the management of the Company is confident of recovering all such advances in due course of the time.

Interest recoverable from others are recoverable on demand.

Note - 11 Other Current Assets

(` in Lakhs unless otherwise stated)

Particulars	As at March 31,2024	As at March 31,2023
Advances to suppliers	151.83	92.09
Balances with Government Authorities	794.23	219.14
Tax assets	16.81	35.44
Prepaid Expenses	30.59	23.07
Total	993.46	369.73

Note - 12 Equity

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31,2024		As at March 31,2023	
	Number	(₹ in Lakhs)	Number	(₹ in Lakhs)
Authorised :				
Equity Shares of Rs. 10/- Each	2,50,00,000	2500.00	2,50,00,000	2500.00
Issued, Subscribed and Paid-up :				
Equity Shares of Rs. 10/- each	2,09,68,147	2096.81	2,09,68,147	2096.81
Total	2,09,68,147	2096.81	2,09,68,147	2096.81

Terms / Rights attached to Equity shares

The Company has equity shares having a par value of Rs. 10 per share. All equity shares rank equally with regard to dividend and share in the Company's residual assets in proportion of amount paid up. The equity shares are entitled to receive dividend as declared from time to time. Each holder of the equity shares is entitled to one vote per share.

On winding up of Company, the holder of equity shares will be entitled to receive the residual assets of Company, remaining after distribution of all preferential amounts in proportion to number of equity shares held.

Note - 12.1 The reconciliation of the number of shares outstanding is set out below :

Share Capital	As at March 31,2024		As at March 31,2023	
	Number	(₹ in Lakhs)	Number	(₹ in Lakhs)
Equity Shares Outstanding at the beginning of the year	2,09,68,147	2096.81	1,69,68,147	1696.81
Equity Shares issued during the year	-	-	40,00,000	400.00
Equity Shares bought back during the year	-	-	-	-
Equity Shares outstanding at the end of the year	2,09,68,147	2096.81	2,09,68,147	2096.81

During the previous financial year ended 31st March, 2023, the Company had issued and allotted 40,00,000 equity shares of Rs. 10 each at a price of Rs. 61/- (including share premium of Rs. 51/-) against the conversion of 40,00,000 share warrants.

Details of Equity shares of Rs. 10/- each, as held by promoters
As at 31 March 2024

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Mirali H. Patel	26,66,494	-	26,66,494	12.72%	0.00%
Piyush N. Patel	19,69,593	50,000	20,19,593	9.63%	0.24%
Shrinal P. Patel	24,15,210	-	24,15,210	11.52%	0.00%
Anilaben Piyushbhai Patel	25,42,325	-	25,42,325	12.12%	0.00%
Marutbhai Dineshchandra Patel	2,51,100	-	2,51,100	1.20%	0.00%

Details of Equity shares of Rs. 10/- each, as held by promoters
As at 31 March 2023

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Mirali H. Patel	21,66,494	5,00,000	26,66,494	12.72%	-0.05%
Piyushbhai N. Patel	19,69,593	-	19,69,593	9.39%	-2.21%
Shrinal P. Patel	16,65,210	7,50,000	24,15,210	11.52%	1.70%
Anilaben Piyushbhai Patel	12,92,325	12,50,000	25,42,325	12.12%	4.51%
Marutbhai Dineshchandra Patel	2,51,100	-	2,51,100	1.20%	-0.28%

Note - 12.2 The details of shareholders holding more than 5% shares :

Name of Shareholder	As at March 31,2024		As at March 31,2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mirali H. Patel	26,66,494	12.72%	26,66,494	12.72%
Piyushbhai N. Patel	20,19,593	9.63%	19,69,593	9.39%
Shrinal P. Patel	24,15,210	11.52%	24,15,210	11.52%
Anilaben Piyushbhai Patel	25,42,325	12.12%	25,42,325	12.12%

Shares issued for other than cash, Bonus issue and Shares bought back

No shares has been allotted as fully paid up pursuant to contract(s) without payment being received in cash during the period of five years immediately preceding the balance sheet date.

No shares had been bought back during the period of five years immediately preceding the balance sheet date.

Note - 13 Other Equity

(` in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
A. Securities Premium (Refer Note 1 below)		
Balance as per last year	3381.68	1341.68
Add: from proceeds of share warrant	-	2040.00
Balance as per last account	3381.68	3381.68
B. Revaluation Reserve		
Balance as per last year	121.37	121.37
Add: Appropriations from Current year's Profit	-	-
Balance as per last account	121.37	121.37
C. Retained Earnings (Refer Note 2 below)		
Balance as per last account	4675.48	4795.66
Add: Profit for the year	11.73	(120.18)
Less : Appropriations		
Dividend paid	-	-
Balance as per end of the year	4687.21	4675.48
D. Other Comprehensive Income (OCI) (Refer Note 3 below)		
Balance as per last account	1.71	(1.64)
Add: Movement in OCL (Net) during the year	(7.69)	3.35
Balance as per end of the year	(5.98)	1.71
E. Money received against share warrants		
Balance as per last account	-	610.00
Add: : Subscription of Share Warrants	-	1830.00
Less: : Equity Share issued upon conversion of Share Warrants	-	(2440.00)
Balance as per end of the year	-	-
Total	8184.27	8180.23

Note 1: Securities premium is used to record the premium on issue of shares. The reserve is eligible for utilisation in accordance with the provisions of the 2013 Act.

Note 2: Retained earnings represents net profits after distributions and transfers to other reserves.

Note 3: It represents remeasurement of net Gain/(loss) on defined benefit plans.

Note - 14 Borrowings - Non Current

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31,2024		As at March 31,2023	
	Non Current	Current	Non Current	Current
SECURED				
Term Loan				
From Bank				
1) Vehicle Loan (Refer Note 1 below)	-	-	-	5.75
2) Vehicle Loan (Refer Note 2 below)	-	-	-	7.61
3) Machinery Loan (Refer Note 3 below)	0.00	52.29	52.29	121.82
4) Machinery Loan (Refer Note 4 below)	590.33	154.00	-	-
5) Term Loan (Refer Note 4 below)	70.91	56.73	-	-
6) Working Capital Term Loan (Refer Note 4 below)	176.33	46.00	-	-
7) Term Loan (Refer Note 5 below)	1600.00	200.00	-	-
Total	2437.58	509.02	52.29	135.18

Notes:

- Vehicle Loan is secured by Hire Purchase of vehicle where the vendors has a lien on and right of repossession of specific vehicle. The loan is repayable in 36 monthly instalments and carries interest rate of 7.50% p.a.
- Vehicle Loan is secured by Hire Purchase of vehicle where the vendors has a lien on and right of repossession of specific vehicle. The loan is repayable in 36 monthly instalments and carries interest rate of 7.63% p.a (approx.).
- Machinery Loan is primarily Secured against first & exclusive charge by way of hypothecation of entire plant and machinery, equipments of the company. The term loan is repayable in 36 Monthly Instalment and carrying interest rate of 9.15% p.a..
- The Kalapur Commercial Co-Op Bank Limited has sanctioned in aggregate of Rs. 39.33 Crores of various credit facilities including Cash Credit, Machinery loan I and II, Secured loan, working capital term loan and forward contract limit. The said facilities are secured by the Stock and book debts, machineries and properties of the Company by way of exclusive charge of equitable mortgage and composite deed of hypothecation of stock, book debts and existing machineries. Further, Personal Guarantees of Mr. Piyushbhai N Patel and Mr. Shrinall Patel are also provided. The machinery loan II and working capital term loan are repayable in 60 monthly equal instalment and carrying interest rate of 9.15% p.a.
- Term Loan is from Kotak Mahindra Bank Limited. The same is secured by way of first pari pasu of hypothecation charge on all existing and future current assets and moveable fixed assets of the Company share with Kalapur Commercial Co Op Bank Limited (except moveable fixed assets exclusively financed by Kotak Mahindra Bank Limited) and also secured by first and exclusive registered mortgage charge on immovable properties being land and building situated at primarily Secured against first & exclusive charge by way of mortgage of immovable properties being land and building situated at Plot No 24,25 and 26, Phase 2, GIDC Vatva, Ahmedabad owned by the Company. The said term loan is further secured by way of second charge by way of registered mortgage of immovable properties being land and building situated at plot no 18, GIDC Estate, Phase 1, Vatva, Ahmedabad belonging to the Company. Further, Personal Guarantees of Mr. Piyushbhai N Patel and Mr. Shrinall Patel are also provided. The term loan is repayable in 84 Monthly Instalment (including moratorium of 12 months) and carrying interest rate of 9.00% p.a.(Repo rate + 2.5% p.a.).

Note - 15 Non Current Provisions

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31,2024	As at March 31,2023
Gratuity Net - Non Current (Refer note 36)	30.49	14.21
Total	30.49	14.21

Note - 16 Deferred Tax Liabilities (Net)

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31,2024	As at March 31,2023
Deferred Tax Liability/(Asset)		
Opening Balance	164.45	140.96
Provisions	16.89	(7.34)
Depreciation on Fixed Assets	16.80	30.82
Total	198.14	164.45

Notes:

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

In assessing the realisability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realised. The ultimate realisation of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realise the benefits of those deductible differences. The amount of the deferred income tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

Note - 17 Borrowings - Current

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Current maturities of long term debt (Refer Note - 14)	569.02	135.18
SECURED		
Working Capital facilities		
From Bank	2927.02	2026.02
UNSECURED		
From Others	69.78	29.02
Total	3566.82	2190.22

Note:

- Working Capital facilities includes cash credit facility and export facility. Which are primarily secured against first and exclusive charges on stock, book debts and existing block machineries of the company till repayment of credit facility extended by bank to company and carries interest rate of 8% p.a. and these facilities are fully inter-changeable.
- The secured working capital facilities are repayable on demand by the Bank.
- Unsecured borrowing are repayable on demand.

Assets Hypothecated as Security

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
Financial Assets		
First Charge against borrowings from The Kalapur Commercial Co-Op Bank Ltd		
Trade Receivables	2411.73	1273.81
Non-Financial Assets		
First Charge against borrowings from The Kalapur Commercial Co-Op Bank Ltd		
Inventories	2584.46	2313.03
Total Asset pledged as security	5066.19	3586.84

Reconciliation of quarterly returns submitted to banks where borrowings have been availed based on security of current assets

(₹ in Lakhs unless otherwise stated)

Quarter	Bank	Particulars of Security	Amount as per books of account	Amount as reported in the quarterly return statement*	Amount of difference	Reason for differences
Jun-22	The Kalapur Commercial Co-Op Bank Ltd.	Inventory	3920.40	3000.44	-	
		Trade Receivables*	2543.00	2011.37	11.66	Refer Note 1
		Trade Payables*	253.10	393.87	92.77	Refer Note 2
Sep-22	The Kalapur Commercial Co-Op Bank Ltd.	Inventory	2796.09	2796.09	-	
		Trade Receivables*	1449.80	1438.13	11.68	Refer Note 1
		Trade Payables*	136.90	137.82	0.92	Refer Note 2
Dec-22	The Kalapur Commercial Co-Op Bank Ltd.	Inventory	2903.12	2903.12	-	
		Trade Receivables*	1253.74	1241.97	11.78	Refer Note 1
		Trade Payables*	131.26	131.24	-	
Mar-23	The Kalapur Commercial Co-Op Bank Ltd.	Inventory	2513.03	2313.03	-	
		Trade Receivables*	1255.08	1243.29	11.82	Refer Note 1
		Trade Payables*	284.00	295.98	11.98	Refer Note 2
Jun-23	The Kalapur Commercial Co-Op Bank Ltd.	Inventory	3122.40	3122.40	0.00	
		Trade Receivables*	1068.03	1066.48	1.54	Refer Note 1
		Trade Payables*	334.64	322.88	11.76	Refer Note 2
Sep-23	The Kalapur Commercial Co-Op Bank Ltd.	Inventory	2213.03	2213.03	-	
		Trade Receivables*	2549.32	2547.44	1.88	Refer Note 1
		Trade Payables*	493.29	493.18	0.09	Refer Note 2
Dec-23	The Kalapur Commercial Co-Op Bank Ltd.	Inventory	2671.13	2671.13	0.00	
		Trade Receivables*	1802.77	1800.83	1.90	Refer Note 1
		Trade Payables*	1174.89	1169.09	5.80	Refer Note 2
Mar-24	The Kalapur Commercial Co-Op Bank Ltd.	Inventory	2584.46	2575.96	8.50	Refer Note 1
		Trade Receivables*	2457.96	2455.81	2.16	Refer Note 1
		Trade Payables*	1274.82	1274.94	0.11	Refer Note 2

*(excluding provision for foreign exchange gain/loss)
 ** (As certified by the managements)

Note - Reason for differences:

- The differences in the trade receivables is due to non inclusion of Undisputed Trade Receivables - which have significant increase in credit risk, in the stock statements submitted to the bank.
- The differences in the trade payables is due to receipt and bookings of certain purchase/expense invoices after submission of the stock statement.
- With respect to inventory, the management submits stock statements to the bank on the basis of estimated valuation as a routine practice. Subsequent to the submission to the bank, the actual valuation of the inventory has been worked out along with the physical verification by the management hence it reflects minor variation between the books of accounts and stock statements submitted to the bank.

(₹ in Lakhs unless otherwise stated)

Note - 18 Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
Trade Payables		
Total outstanding dues of Micro and Small enterprises (Refer Note 18.1)	533.78	184.50
Total outstanding dues of other than Micro and Small enterprises	784.40	138.01
Total	1318.17	322.51

Trade payables Aging Schedule

(₹ in Lakhs unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled Dues	Current but not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises		282.45	251.32	-	-	-	533.78
Total outstanding dues of creditors other than micro enterprises and small enterprises		576.03	208.25	-	-	-	784.28
Disputed dues of micro enterprises and small enterprises		-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises		-	0.12	-	-	-	0.12
Total		858.48	459.69				1318.17

As at 31 March 2023

(₹ in Lakhs unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled Dues	Current but not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises		170.01	3.33	11.20	-	-	184.50
Total outstanding dues of creditors other than micro enterprises and small enterprises		108.34	0.04	-	-	-	108.38
Disputed dues of micro enterprises and small enterprises		-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises		-	0.12	-	-	-	0.12
Total		278.35	3.49	11.20			293.04

Note - 18.1 - Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2006 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the Micro, Small and Medium Enterprises Development Act, 2006 (the MSME Act).

The disclosure in respect of the amounts payable to such Enterprise as at March 31, 2024 has been made in the Financial Statements based on information available to the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provision of the Act is not expected to be material. The Company has not received any claim for interest from any Supplier as at Balance Sheet Date.

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
a. Principal amount remaining unpaid to any supplier as at the end of accounting year	533.78	184.50
b. Interest due and remaining unpaid to any supplier as at the end of accounting year	-	-
c. Amount of interest paid by the Company in terms of section 16 of the MSME Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
d. Amount of interest due and payable for the reporting period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSME Act, 2006	-	-
e. Amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
f. Amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance as a deductible expenditure under Section 23 of MSME Act, 2006	-	-
Total	533.78	184.50

On basis of information and records available with the Company, the above disclosures are made in respect of amount due to the micro, small and medium enterprises, which have been registered with the relevant competent authorities. This has been relied upon by the auditors.

Note - 19 Other Financial Liabilities

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Capital Creditors	31.27	0.12
Total	31.27	0.12

Note - 20 Other Current Liabilities

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory Dues Payable	15.19	10.42
Contractual Liabilities - Advances from customers	0.96	0.94
Statutory Reserve Liability	7.22	6.58
Total	23.40	17.94

Note - 21 Short Term Provisions

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Employee benefit expenses payable	15.47	69.17
Others	25.59	6.54
Total	100.06	75.71

Notes to Financial Statements

For the year ended March 31, 2024

Note - 22 Revenue from Operations

(in Lakhs unless otherwise stated)

Particulars	For the period 2023-24	For the period 2022-23
Sale of Products	7664.31	6466.66
a. Export Sales	2988.98	3324.82
b. Domestic Sales (Net of Taxes)	4675.33	3141.84
Sale of Services	2.59	4.15
Total	7666.89	6470.81

Note - 23 Other Incomes

(in Lakhs unless otherwise stated)

Particulars	For the period 2023-24	For the period 2022-23
Interest Income	210.87	130.13
Export Incentives	10.36	-
Discounts	0.00	3.57
Foreign Exchange Fluctuation (Gain)	69.67	57.88
Dividend	0.34	0.30
Profit on sale of vehicle	-	9.50
Prior Period Income	0.58	-
Total	291.82	201.37

Note: Interest income includes Rs. 97.47 Lakhs (Previous Year Rs. 93.27 Lakhs) from Cluster Enviro Private Limited (Refer note 41).

Note - 24 Cost of Materials Consumed

(in Lakhs unless otherwise stated)

Particulars	For the period 2023-24	For the period 2022-23
Opening Stock	174.29	191.07
Add: Purchases	5138.31	3978.06
Less: Closing Stock	145.61	174.29
Consumption	5167.00	3994.84
Imported	-	262.75
Indigenous	5167.00	3732.10
Total	5167.00	3994.84

Note - 25 Changes in Inventories

(in Lakhs unless otherwise stated)

Particulars	For the period 2023-24	For the period 2022-23
Inventories at the end of the year		
Work-in-Progress	1523.21	1190.61
Finished Goods	891.10	924.43
Total	2414.31	2115.04
Less: Inventories at the beginning of the year		
Work-in-Progress	1190.61	1995.96
Finished Goods	924.43	125.66
Total	2115.04	2121.63
Net (Increase)/decrease in stock	(299.28)	6.59

Note - 26 Employee Benefit Expenses

(in Lakhs unless otherwise stated)

Particulars	For the period 2023-24	For the period 2022-23
Salaries, Wages, Allowances, etc.	611.24	556.26

Contribution to Provident and Other Funds	28.46	25.88
Staff Welfare Expense	0.67	1.93
Managerial Remuneration including perquisites and commission (Refer Note : 41)	92.41	99.57
Total	732.77	683.65

Refer note 36 for disclosures as per Indian Accounting Standard 19 "Employee Benefits".

Note - 27 Finance Costs

(` in Lakhs unless otherwise stated)

Particulars	For the period 2023-24	For the period 2022-23
Interest Expense		
Demand loan	228.90	115.00
Term loan	20.76	20.69
Other financial cost		
Processing fees	15.39	8.90
Bank charges	9.40	7.61
Interest under Income tax Act	0.03	8.75
Total	274.48	160.95

Note - 28 Other Expenses

(` in Lakhs unless otherwise stated)

Particulars	For the period 2023-24	For the period 2022-23
Manufacturing Expenses		
Consumption of Stores & Spares parts	96.68	269.31
Repair & Maintenance (Plant and Machinery)	30.42	37.42
Pollution Control & Effluent Treatment Expenses	304.56	224.89
Power Expenses	644.04	428.07
Fuel Expenses	431.75	353.42
Establishment Expenses		
Professional Fees	21.82	21.03
Insurance	26.75	27.26
Rates and taxes,excluding , taxes on income	3.49	3.62
Auditor Remuneration (Refer note 31)	3.00	3.00
Office & Factory Expenses	14.99	19.41
Vehicle Running Expenses	19.18	20.29
Travelling & Conveyance Expenses	41.03	52.40
Communication Expenses	3.81	4.49
Legal Expenses	0.34	0.77
Listing Fees	5.29	5.48
License & Registration Fees	0.91	0.63
Security Expenses	12.71	14.84
Printing & Stationery Expenses	2.26	1.86
Corporate Social Responsibility Expenditure	-	27.48
Interest and Penalty Statutory dues	0.46	2.95
Goods and Service Tax Expense	1.86	2.60
Miscellaneous Expenses	3.64	10.73
Repairing & Maintenance (Office & Others)	0.39	0.55
Provision for Doubtful debts	-	10.41
Selling and Distribution Expenses		
Freight Outward	26.79	16.09
Selling & Distribution Expenses	46.77	116.40
Total	1742.95	1675.43

Note - 29 Exceptional Items

(` in Lakhs unless otherwise stated)

Amounts recognised in Profit and Loss

Particulars	For the period 2023-24	For the period 2022-23
CGWA Charges *	10.67	-
Total	10.67	-

* Includes Rs. 10.67 Lakh paid to Central Ground Water Authority (CGWA) as a one time expenses.

Note - 30 Tax Expenses

(` in Lakhs unless otherwise stated)

Amounts recognised in Profit and Loss

Particulars	For the period 2023-24	For the period 2022-23
- Current tax	-	-
- Adjustment of Tax relating to earlier years	0.51	(24.99)
- Deferred tax	36.28	22.36
Total	36.79	(2.64)

Note - 31 Details of Payment to Auditors

(` in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024		As at March 31, 2023	
Audit Fees		3.00		3.00
Total		3.00		3.00

Note - 32 Disclosure On Corporate Social Responsibility (CSR) Activities U/S 135 Of The Companies Act, 2013 is as under

As required under Section 135 of the Companies Act, 2013, the Board in its meeting held on 13th August 2014, has constituted a Corporate Social Responsibility Committee (CSR Committee).

- a. Gross amount required to be spent by the Company during the year: Rs. NIL (Previous year Rs. 27,47,944/-).
b. Amount spent and utilized during the year on:

(` in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024		As at March 31, 2023	
	In Cash (Charged to P&L)	Yet to be paid in cash	In Cash (Charged to P&L)	Yet to be paid in cash
(i) Construction / acquisition of any asset				
(ii) On purpose other than (i) above				
a) Contribution to various Trust, NGOs, Societies and Agencies	-	-	27.48	-
b) Expenditure on Administrative Overheads for CSR				

Note - 33 Value of imports calculated on C.I.F. basis

(` in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024		As at March 31, 2023	
Raw Material		-		262.75
Total		-		262.75

Note - 34 Expenditure in foreign currency during the financial year on account of followings

(` in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024		As at March 31, 2023	
Other matters				
Foreign Travel, Corporate allocation etc.		36.27		47.95
Registration Charges		0.52		1.64
Total		36.78		49.60

Note - 35 Details of Consumption during the year

(` in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Amount	%	Amount	%
Raw Materials	5167.00	90.72%	3994.84	86.51%
Fuel	431.75	7.58%	353.42	7.65%
Stores & Spares	96.68	1.70%	269.31	5.83%
Total	5695.43	100.00%	4617.58	100.00%

Note - 36 Employee Benefits

As per Indian Accounting Standard 19 "Employee benefits", the disclosures as defined are given below :

Defined Contribution Plans

The Company offers its employees defined contribution plans in the form of Provident Fund (PF) and Employees' Pension Scheme (EPS) with the government, and certain state plans such as Employees' State Insurance (ESI). PF and EPS cover substantially all regular employees and the ESI covers certain workers. Contributions are made to the Government's funds. While both the employees and the Company pay predetermined contributions into the Provident Fund and the ESI Scheme, contributions into the Pension fund is made only by the Company. The contributions are normally based on a certain proportion of the employee's salary. During the year, the Company has recognised the following amounts in the Account towards company's contribution:

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Pension contribution	9.58	7.82
Provident Fund contribution	4.95	4.16
ESIC contribution	5.46	5.93
Total	19.99	17.91

Defined Benefit Plans

Gratuity: The Company makes annual contributions to Employees' Group Gratuity-cum Life Assurance (Cash Accumulation) Scheme of LIC, a funded defined benefit plan for qualifying employees. The scheme provides for payment to vested employees as under:

- On normal retirement / early retirement / withdrawal / resignation.
- As per the provisions of Payments of Gratuity Act, 1972 with vesting period of 5 years of service.
- On the death in service.
- As per the provisions of Payment of Gratuity Act, 1972 without any vesting period.

Death Benefit: The Company provides for death benefit, a defined benefit plan (death benefit plan) to certain categories of employees. The death benefit plan provides a lump sum payment to vested employees on death, being compensation received from the insurance company and restricted to limits set forth in the said plan. The death benefit plan is non funded.

Disclosures for defined benefit plans i.e. Gratuity (Funded Plan), based on actuarial reports as on March 31, 2024 are as under:

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Changes in present value of obligations		
Present value of as at beginning of year	89.37	85.47
Current service cost	5.98	5.98
Interest cost	5.42	4.80
Actuarial loss / (gain)	10.65	(3.86)
Benefit (paid)	(5.03)	(3.02)
Present value of obligations as at end of year	106.38	89.37
(ii) Changes in fair value for plan assets		
Opening value of plan assets	69.18	67.76
Interest Income	4.16	3.83
Return on plan assets excluding amounts included in interest income	0.37	0.61
Contributions by employer *	-	-
Benefit (paid)	(5.03)	(3.02)
Fair value of the plan assets as at year end	68.67	69.18
(iii) Amount recognised in the Balance Sheet		
Present value of the obligations as at year end	106.38	89.37
Fair value of the plan assets as at year end	68.67	69.18
Net (asset) / liability recognised as at year end	37.71	20.19
(iv) Expenses recognised in the Statement of Profit and Loss		
Current service cost	5.98	5.98
Interest on defined benefit obligation	5.42	4.80
Interest on plan assets	(4.16)	(3.83)
Total amount included in 'Employee Benefit Expense'	7.24	6.95
Net actuarial loss/(gain) recognized in Other Comprehensive (Income) / Expense	10.28	(4.47)
Net Effect Statement of Profit and Loss	17.52	2.48

The estimate of future increase in compensation levels, considered in the actuarial valuation, have been taken on account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market. The above information has been certified by the actuary and relied upon by the auditors.

Employee benefits are accounted and shown as per Actuarial Valuation Report as on 31st March 2024.

Leave Encashment:

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Leave Encashment outstanding during the year	4.33	17.02
Total	4.33	17.02

Note - 37 Earning Per Share (EPS)

(₹ in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Net Profit/(Loss) attributable to equity shareholders	11.73	(120.18)
(ii) Equity Shares outstanding at the end of the year	209.68	209.68
(iii) Weighted avg. number of shares outstanding at the end of the year	209.68	185.12
(iv) Weighted avg. potential equity shares	-	-
(v) Total weighted average number of equity shares used as denominator for calculating diluted EPS	209.68	185.12
Basic Earnings per share	0.06	(0.65)
Diluted Earnings per share	0.06	(0.65)
Nominal value per share	10.00	10.00

Note - 38 Contingent Liabilities

(₹ in Lakhs unless otherwise stated)

Claim against company not acknowledged as debt as certified by the management

Particulars	As at March 31, 2024	As at March 31, 2023

1. Income Tax, Penalty and Interest for AY 2013-14 (refer Note 1 below)	215.38	215.38
2. The unprovided liability towards custom duty payable on unfulfilled export obligations.	-	702.10
3. GST FY 2018-19 (refer Note 2 below)	453.22	-

Note 1 - The Company has received demand notice of Rs. 215.38 Lakhs under section 156 of the Income Tax Act, 1961 for AY 2013-14 against which the Company has filed an appeal on 27-04-2022.

Note 2 - The Company has received demand notice of Rs. 453.22 Lakhs under section 74 of the CGST Act, 2017 against which the Company has filed an appeal on 04-01-2024 before the commissioner (Appeals) Central GST & Central Excise, Ahmedabad.

Note - 38.1 Capital Commitments (in Lakhs unless otherwise stated)

Particulars	As at March 31,2024	As at March 31,2023
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)	-	240.01

Note - 39 Earning in foreign currency during the financial year on account of followings (in Lakhs unless otherwise stated)

Particulars	As at March 31,2024	As at March 31,2023
Export of goods calculated on F.O.B. basis	2844.94	3275.32
Total	2844.94	3275.32

Note - 40 Details of Consumption of key Raw Material (in Lakhs unless otherwise stated)

Particulars	As at March 31,2024		As at March 31,2023	
	Amount	%	Amount	%
Phthalic Anhydride	1996.88	41.20%	1385.92	39.96%
Cuprous Chloride	1629.37	33.62%	924.87	26.67%
Urea	735.63	15.18%	734.95	21.19%
Sulphuric Acid	192.14	3.96%	237.62	6.85%
Ammonium Molybdate	139.71	2.88%	74.35	2.14%
Others	152.64	3.15%	110.33	3.18%
Total	4846.38	100%	3468.04	100.00%

Note - 41 Related Party Disclosures

(a) Name of the related party	Nature of Relationship
1. Mr. Piyush N Patel	Key Managerial Personnel (Managing Director)
2. Mrs. Anilaben P Patel	Relative of Key Managerial Personnel
3. Mr. Shrinal P. Patel	Key Managerial Personnel (Whole-Time Director)
4. Mr. Chintan P. Pancholi	Key Managerial Personnel (Chief Financial Officer)
5. Mrs. Shilpa K Sharma	Key Managerial Personnel (Company Secretary) upto 3rd November 2022
6. Anisha Jain	Key Managerial Personnel (Company Secretary) from 2nd January 2023
7. Mrs. Mirali H. Patel	Director
8. Cluster Enviro Private Limited	Enterprise over which key managerial personnel are able to exercise significant influence

Transactions with Related Parties in Ordinary Course of Business

(₹ in Lakhs unless otherwise stated)

Particulars	Enterprises in which Directors & Key Managerial Personnel [KMP] have significant influence		Key Managerial Personnel		Total	
	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2024	For the year ended 31st March 2023
Remuneration	-	-	106.84	112.23	106.84	112.23
Interest Income	97.47	93.27	-	-	97.47	93.27
Loan Given	10.27	12.34	245.64	232.29	255.91	244.63
Loan Given repaid	5.80	50.00	236.23	160.67	242.03	210.67

Outstanding Balances with Related Parties

(₹ in Lakhs unless otherwise stated)

Particulars	Enterprises in which Directors & Key Managerial Personnel [KMP] have significant influence		Key Managerial Personnel		Total	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023	31st March 2024	31st March 2023
Advances recoverable/ Staff Loans (refer note 9)	880.75	876.28	122.58	113.17	1003.33	989.45
Interest Receivable	282.70	194.98	-	-	282.70	194.98
Remuneration Payable	-	-	14.69	23.26	14.69	23.26

Terms and Conditions of transactions with related parties

- The Company's transactions with related parties are at arm's length. Management believes that the company's transactions with related parties post March 31, 2023 continue to be at arm's length and that the transfer pricing legislation will not have any impact on the financial statements particularly on the amount of the tax expense for the year and the amount of the provision for taxation at the period end. Outstanding balances at the year-end are unsecured and settlement occurs in cash.
- For the year ended 31 March 2024, the Company has not recorded any impairment of receivables relating to amount owed by related parties (31 March 2023: Rs. Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.
- The future liability for Gratuity is provided on aggregated basis for all the employees of the Company taken as a whole, the amount pertaining to KMPs is not ascertainable separately and therefore not included above.

Commitments with Related Parties

The Company has not provided any commitment to the related party as at March 31, 2024 (March 31, 2023: Rs. Nil).

DISCLOSURE IN RESPECT OF TRANSACTION WITH RELATED PARTY DURING THE YEAR:

(₹ in Lakhs unless otherwise stated)

Party Name	Relationship	Nature of Transaction	For the year ended 31st March 2024	For the year ended 31st March 2023
Cluster Enviro Private Limited	Enterprises in which Directors & KMP have significant influence	Interest Income (Refer note 23)	97.47	93.27
Cluster Enviro Private Limited	Enterprises in which Directors & KMP have significant influence	Loan Given (Refer note 9)	10.27	12.34
Cluster Enviro Private Limited	Enterprises in which Directors & KMP have significant influence	Loan Given Repaid (Refer note 9)	5.80	50.00
Mr. Piyush N. Patel	Key Managerial Personnel (Whole-Time Director)	Staff Loan/Advance Remuneration Given (Refer note 9)	29.94	190.57
Mr. Piyush N. Patel	Key Managerial Personnel (Whole-Time Director)	Staff Loan/Advance Remuneration Given Repaid (Refer note 9)	-	100.00
Mr. Shrinal P. Patel	Key Managerial Personnel (Whole-Time Director)	Staff Loan/Advance Remuneration Given (Refer note 9)	21569796.00	41.72
Mr. Shrinal P. Patel	Key Managerial Personnel (Whole-Time Director)	Staff Loan/Advance Remuneration Given Repaid (Refer note 9)	23622935.00	60.67
Mr. Piyush N. Patel	Key Managerial Personnel (Managing Director)	Remuneration (Refer note 26)	6807744.76	72.55
Mr. Shrinal P. Patel	Key Managerial Personnel (Whole-Time Director)	Remuneration (Refer note 26)	1925922.00	21.33
Mrs. Mirali H. Patel	Director	Remuneration (Refer note 26)	506915.00	5.69
Mr. Chintan P. Pancholi	Key Managerial Personnel (Chief Financial Officer)	Remuneration	1188090.00	10.67
Mrs. Shilpa Sharma	Key Managerial Personnel (Company Secretary) upto 3rd November 2022	Remuneration	0.00	1.35
Anisha Jain	Key Managerial Personnel (Company Secretary) from 2nd January 2023	Remuneration	255600.00	0.64

Outstanding Balance

(₹ in Lakhs unless otherwise stated)

Particulars	31st March 2024	31st March 2023
Receivables		
Cluster Enviro Private Limited (Refer note 9)	880.75	876.28
Mr. Piyush N. Patel (Refer note 9)	120.51	90.57
Mr. Shrinal P. Patel (Refer note 9)	2.07	22.60
Total	1003.33	989.45
Interest Receivable (net of TDS receivable)		
Cluster Enviro Private Limited (Refer note 10)	282.70	194.98
Total	282.70	194.98
Remuneration Payable		
Mr. Piyush N. Patel	9.61	15.06
Mr. Shrinal P. Patel	2.76	4.52
Mrs. Mirali H. Patel	0.67	1.20
Mr. Chintan P. Pancholi	1.43	2.26
Anisha Jain	0.21	0.21
Total	14.69	23.26
Total	1300.71	1207.69

Note - 42 Ratios

Ratio	Numerator	Denominator	31-3-2024	31-3-2023	% change	Reason for variance above 25% year on year
Current Ratio	Current Assets	Current Liabilities	1.57	2.47	-36.26%	Due to increase in the current liability at the year.
Debt-Equity Ratio	Current Borrowings + Non Current Borrowings	Shareholder's Equity	0.58	0.22	164.93%	Due to increase in the borrowings at the year.
Debt Service Coverage Ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses + Interest expense + Other adjustment like loss on sale of Assets	Debt service = Interest payments + Principal Repayments	1.41	0.91	54.70%	There is a increase in Debt service coverage ratio on account of increase in net profit after tax as compared to loss of previous year.
Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	0.00	(0.01)	-103.17%	There is a increase in return on equity ratio on account of Net profit for the year as compared to net loss for previous year.
Inventory Turnover Ratio	Revenue from Operation	Average Inventory	3.13	2.79	12.29%	No major variance
Trade Receivables Turnover Ratio	Revenue from Operation	Average Trade Receivable	4.09	2.72	50.42%	Due to decrease in the average inventory at the end of the year.
Trade Payables Turnover Ratio	Total Purchases	Average Trade Payables	6.38	8.93	-28.57%	Due to increase in the average trade payables at the year.
Net Capital Turnover Ratio	Revenue from Operation	Working capital = Current assets - Current liabilities	2.68	1.71	57.06%	Due to decrease in the working capital at the year.
Net Profit Ratio	Net Profit	Revenue from Operation	0.00	(0.02)	102.92%	Due to net profit during the year as against net loss in previous year.
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.02	0.00	485.76%	There is a increase in return on capital employed ratio on account of net profit for the year as compared to net loss for the previous year.
Return on Investment	Interest (Finance Income)	Average of Interest Bearing loans given & Bank Deposit	0.10	0.09	1.09%	No major variance

Note - 43 Capital Management

For the purpose of the Company capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

(` in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Borrowings (Note No: 14 & 17)	5943.39	2242.53
Less : cash and cash equivalents (Note No: 8)	(16.02)	(27.32)
Net Debt	5927.37	2215.21
Other Equity	10281.09	10277.04
Total Other Equity and Net Debt	16208.46	12492.25
Gearing Ratio	0.37	0.18

In order to achieve this overall objective, the Companies capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest bearing loans and borrowing in the current period.

As at March 31, 2024, the Company has only one class of equity shares. No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024.

Note - 44 Dividend

No dividend declared or paid during the Financial Year 2023-24.

Note - 45 Financial Risk Management - Objectives and Policies

The Company's financial liabilities comprise other than derivatives mainly of borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets, other than derivatives, include trade and other receivables, other balances with banks, loans, investments and cash and cash equivalents that arise directly from its operations.

The Company's activities are exposed to Credit risk, Market risk and Liquidity risk.

The Board of directors of the Company are overall responsible for the establishment and oversight of the company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the company's activities.

The Company's audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee

Note - 45.1 : Credit Risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivables from customers and loans. The carrying amounts of financial assets represent the maximum credit risk exposure.

(a) Trade receivables and loans

The company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base. The company has established a credit policy under which each new customer is analyzed individually for creditworthiness before the company's standard payment and delivery terms and conditions are offered. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the management of the company.

The company limits its exposure to credit risk from trade receivables by establishing a maximum payment period of 90 days for customers.

(b) Cash and cash equivalents

The company holds cash and cash equivalents of Rs. 16.02 Lakhs at March 31, 2024 (March 31, 2023: Rs. 27.32 Lakhs). The cash and cash equivalents are held with bank and cash on hand.

Note - 45.2 : Liquidity Risk

Liquidity risk is the risk that the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation. The information included in the tables have been drawn up based on the undiscounted cashflows of financial liabilities based on the earliest date on which the Company may be required to pay. The company believes that the working capital and terms loans are sufficient to meet its current requirements. Details of such loan are given as below:

(` in Lakhs unless otherwise stated)

As at 31st March 2024	Carrying Amount/Total Amount	Contractual Cash Flows			
		1 Year or Less	1-2 Years	2-5 Years	More than 5 Years
Term Loan From Bank					
Kalupur Commercial Co Op Bank Limited (Machinery Loan)	52.29	52.29	-	-	-
Kalupur Commercial Co Op Bank Limited (Machinery Loan)	744.33	154.00	154.00	436.33	-
Kalupur Commercial Co Op Bank Limited (Term Loan)	127.64	56.73	70.91	-	-
Kalupur Commercial Co Op Bank Limited (Working Capital Term Loan)	222.33	46.00	46.00	130.33	-
Kotak Mahindra Bank (Term Loan)	1800.00	200.00	300.00	900.00	400.00
Total	2946.59	509.02	570.91	1466.67	400.00
Working Capital From Bank	2927.02	2927.02			
Trade Payables	1318.17	1318.17			

As at 31st March 2023	Carrying Amount/Total Amount	Contractual Cash Flows			
		1 Year or Less	1-2 Years	2-5 Years	More than 5 Years
Term Loan From Bank					
Daimler Financial Services India Private Limited (Vehicle Loan)	-	-	-	-	-
Kalupur Commercial Co Op Bank Limited (Vehicle Loan)	5.75	5.75	-	-	-
Kotak Mahindra Prime Limited (Vehicle Loan)	7.61	7.61	-	-	-
Kalupur Commercial Co Op Bank Limited (Machinery Loan)	174.11	121.82	52.29	-	-
Total	187.47	135.18	52.29	-	-
Working Capital From Bank	2026.04	2026.04			
Trade Payables	293.28	293.28			

Note - 45.3 : Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

(a) Foreign Currency Risk

The Company also operates internationally and major portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risks through operating activities in foreign currency. The functional currency of the Company is INR.

Hedging of trade exposures viz., imports and exports are generally hedged on net exposures basis. The Company mostly uses forward exchange contracts to hedge its currency risks mostly with the maturity of less than one year from the reporting date. The Company does not use derivative financial instruments for trading or speculative purposes.

(` in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Foreign Currency	(` in Lakhs)	Foreign Currency	(` in Lakhs)
Trade Receivables				
USD	3.41	280.41	0.88	71.74
Euro	3.94	347.69	10.71	931.90
Trade Payables				
USD	-	-	-	-
Euro	-	-	-	-
Net Exposure : Receivable/(Payable)				
USD	3.41	280.41	0.88	71.74
Euro	3.94	347.69	10.71	931.90
Risk over uncovered foreign currency: Receivable/(Payable)				
USD (unhedged)	2.96	243.48	0.01	0.83
USD (hedged) *	0.45	36.93	0.87	70.92
Euro (unhedged)	0.01	0.44	0.02	1.31
Euro (hedged) *	3.94	347.24	10.69	930.59

* Forward contract booked

Foreign Currency Sensitivity:

The Company is principally exposed to foreign currency risk against USD and EURO. Sensitivity of profit or loss arises mainly from USD and EURO denominated receivables and payables. As per management's assessment of reasonable possible changes in the exchange rate of +/- 5% between USD-INR and EURO-INR currency pair, sensitivity of profit or loss only on outstanding unhedged foreign currency denominated monetary items at the period end is presented below:

(` in Lakhs unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
	Trade Receivables	
Weakening of INR by 5%	12.20	0.11
Strengthening of INR by 5%	(12.20)	(0.11)
Trade Payables		
Weakening of INR by 5%	-	-
Strengthening of INR by 5%	-	-

(b) Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the company's position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

Particulars	Change in basis points	Impact on PAT *	
		(' in Lakhs unless otherwise stated)	
		As at March 31, 2024	As at March 31, 2023
Working Capital Facility from Bank	1%	29.27	20.26
		(29.27)	(20.26)
Term Loans Facility from Bank	1%	29.47	1.87
		(29.47)	(1.87)

* Figure are rounded off to Lakhs.

(c) Commodity Price Risk

Looking at the varying product mix each year, it is not practical to calculate the impact on Profit after tax of the Company due to changes in material prices.

Note - 46 FINANCIAL INSTRUMENTS - FAIR VALUES & RISK MANAGEMENT**Accounting Classifications & Fair Value Measurements**

The fair values of the financial assets and liabilities are measured at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

1. The fair value of investment in quoted equity shares and mutual funds is measure date quoted price or NAV.
2. Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
3. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.
4. The fair value of forward foreign exchange contracts and currency swaps is determined using forward exchange rates and yield curves at the balance sheet date.

The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique.

Level 1 : Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 : Inputs other than the quoted prices included within Level1 that are observable for the asset or liability, either directly or indirectly.

Level 3 : Inputs based on unobservable market data

Figures as at March 31, 2024

Particular	Carrying Amount	Fair Value		
		(' in Lakhs unless otherwise stated)		
		Level 1	Level 2	Level 3
Financial assets at amortised cost:				
Non Current Loans	-	-	-	-
Bank Deposits (Non Current)	-	-	-	-
Trade Receivables	2471.73	-	-	-
Cash and Cash Equivalents	16.02	-	-	-
Bank Balances Other than Cash and Cash Equivalents	-	-	-	-
Current Loans	1353.05	-	-	-
Other Current Financial Assets	419.09	-	-	-
Total	4259.90	-	-	-
Financial assets at fair value through profit or loss:				
Investments	-	-	-	-
Other Financial Assets	-	-	-	-
Total	-	-	-	-
Financial assets at fair value through Other Comprehensive Income:				
Investments	2.05	-	-	2.05
Other Financial Assets	-	-	-	-
Total	2.05	-	-	2.05
Financial liabilities at amortised cost:				
Borrowings (Non-Current)	2437.58	-	-	-
Borrowings (Current)	3505.82	-	-	-
Trade Payables	1318.17	-	-	-
Other financial liabilities	31.27	-	-	-
Total	7292.84	-	-	-

Figures as at March 31, 2023

Particular	Carrying Amount	Fair Value		
		(' in Lakhs unless otherwise stated)		
		Level 1	Level 2	Level 3
Financial assets at amortised cost:				
Non Current Loans	-	-	-	-
Bank Deposits (Non Current)	-	-	-	-
Trade Receivables	1273.87	-	-	-
Cash and Cash Equivalents	27.32	-	-	-
Bank Balances Other than Cash and Cash Equivalents	-	-	-	-
Current Loans	2155.07	-	-	-
Other Current Financial Assets	229.15	-	-	-
Total	3685.41	-	-	-
Financial assets at fair value through profit or loss:				
Investments	-	-	-	-
Other Financial Assets	-	-	-	-
Total	-	-	-	-
Financial assets at fair value through Other Comprehensive Income:				
Investments	2.05	-	-	2.05
Other Financial Assets	-	-	-	-
Total	2.05	-	-	2.05
Financial liabilities at amortised cost:				
Borrowings (Non-Current)	52.29	-	-	-
Borrowings (Current)	2190.24	-	-	-
Trade Payables	293.28	-	-	-
Other financial liabilities	0.72	-	-	-
Total	2536.54	-	-	-

Note - 47 Balance due to / from third parties are subject to confirmation, reconciliation, and / or adjustments, if any.

Note - 48 In the opinion of the board, Loans and Advances and Current Assets are approximately of the value stated, if realized in the ordinary course of business.

Note - 49 SEGMENT REPORTING

The Company's Whole Time Director (WTD) and Chief Financial Officer (CFO) examines the Company's performance from business and geographic perspective. In accordance with Ind AS-108 - Operating Segments, evaluation by the WTD and CFO and based on the nature of activities performed by the Company, which primarily relate to Manufacturing of Chemicals, the Company does not operate in more than one business segment.

Note - 50 Net Exchange Gain included in the profit and loss account is Rs. 69.67 Lakhs (Gain in PY Rs. 57.88 Lakhs).

Note - 51 Events occurred after the Balance Sheet date

The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to approval of financial statement to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements. As of 30th May 2024 there were no material subsequent events to be recognized or reported that are not already disclosed.

Note - 52 No proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder during the year ended March 31, 2024 and March 31, 2023.

Note - 53 The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority during the year ended March 31, 2024 and March 31, 2023.

Note - 54 The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year ended March 31, 2024 and March 31, 2023.

Note - 55 There are no charges or satisfactions which were to be registered with the Registrar of Companies beyond the statutory period during the year ended March 31, 2024 and March 31, 2023.

Note - 56 The Company has not invested or traded in Crypto Currency or Virtual Currency during the year ended March 31, 2024 and March 31, 2023.

Note - 57 The Company has not entered into any scheme of arrangement approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year ended March 31, 2024 and March 31, 2023.

Note - 58 During the year ended March 31, 2024 and March 31, 2023, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

Note - 59 As at year end March 31, 2024 and March 31, 2023, the Company has used the borrowings from banks and Financial Institutions for the specific purpose for which it was taken

Note - 60 During the year ended March 31, 2024 and March 31, 2023, the Company has granted loans or advances to Promoters, Directors, KMPs and Related parties (as defined under the Companies Act, 2013) as given below.

For the Year ended March 31, 2024

(Amount ` in Lakhs)

Type of Borrower	Amount of loan or advance in the nature of loan outstanding (Including interest)	Percentage to the total Loans and Advances in the nature of loans	Terms of Repayment
Promoters	NIL	NIL	NA
Directors	122.58	7%	Interest free and recoverable on demand
KMPs	NIL	NIL	NA
Related Parties	1163.45	66%	Interest @ 9% p.a. and recoverable on demand

For the Year ended March 31, 2023

(Amount ` in Lakhs)

Type of Borrower	Amount of loan or advance in the nature of loan outstanding (Including interest)	Percentage to the total Loans and Advances in the nature of loans	Terms of Repayment
Promoters	NIL	NIL	NA
Directors	113.17	5%	Interest free and recoverable on demand
KMPs	NIL	NIL	NA
Related Parties	1071.26	45%	Interest @ 9% p.a. and recoverable on demand

- Note - 61** During the year ended March 31, 2024 and March 31, 2023, the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or kind of funds) to any other person or entity, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- Note - 62** During the year ended March 31, 2024 and March 31, 2023, the Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company sha
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.
- Note - 63** The Company is in compliance with number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 during the year ended March 31, 2024 and March 31, 2023.
- Note - 64** Previous year's figures have been regrouped, reclassified wherever necessary to correspond with the current year's classification or disclosure.
- Note - 65** Figures have been rounded off to the nearest rupee.