

॥ श्री शंभेश्वर पार्श्वनाथाय नमः ॥



Decide with Confidence



**CHEMEX LIMITED**

(MSME No. GJ01A0020654)



## IMPORTERS & EXPORTERS OF DYES, INTERMEDIATES & CHEMICALS

Regd. Office : 411, 4th Floor, Sigma Icon-1, Opp. Medilink Hospital, 132ft. Ring Road, Satellite, Ahmedabad-380015.  
Ph. : 91-79-26 73 0257, 4002 8639 email : yashchem@hotmail.com Web : www.yashchemex.com  
CIN : L74110GJ2006PLC048385

Ref. No. : September 01, 2023

Date :

To,  
The General Manager,  
The BSE Limited  
Corporate Relationship Department,  
1st Floor, New Trading Ring,  
Rotunda Building, P. J. Towers,  
Dalal Street, Fort,  
Mumbai-400001.

Scrip Code: 539939

Dear Sir/Madam,

**Sub: Notice convening 17th Annual General Meeting of the Company for the Financial Year 2022-23**

We would like to inform you that the 17th Annual General Meeting ('AGM') of the Company will be held on Tuesday, September 26, 2023 at 04:00 p.m. (IST) at the Registered Office of the Company, inter alia, to transact the businesses stated in the Notice convening 17th AGM. Pursuant to Regulations 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we hereby submitting Notice convening 06th AGM for the Financial Year 2022-23 scheduled as aforesaid, as circulated to the members through electronic mode. The Notice is also uploaded on the Company's website and can be accessed at [www.Yashchemex.com](http://www.Yashchemex.com). Brief details of 17th AGM are as below:

Particulars	Details
Day, Date and Time of 06th AGM	Tuesday, September 26, 2023 at 4.00 p.m. (IST)
Cut-off date for e-voting	Friday, September 18, 2023
Remote e-voting start day, date and time	Friday, September 22, 2023 at 09.00 a.m. (IST)
Remote e-voting end day, date and time	Monday, September 25, 2023 at 05.00 P.m. (IST)

We request you to take the same on record.

Yours faithfully,

For Yash Chemex Limited

Riddhi Shah  
Company Secretary  
M. No: A70953



Encl: As above



# ANNUAL REPORT 2022-23

**NOTICE** is hereby given that the **17<sup>TH</sup> (SEVENTEENTH) ANNUAL GENERAL MEETING** of the Members of **YASH CHEMEX LIMITED** will be held on Tuesday, September 26, 2023 at 04:00 P.M. The venue of the meeting shall be the registered office of the company at 411, Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad to transact the following **BUSINESS**.

## ORDINARY BUSINESSES

1. **To receive, consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements of the Company for the Financial Year (F.Y.) ended March 31, 2023 and the Reports of the Board of Directors and the Statutory Auditors thereon, including Annexures thereto.**
  - a. **“RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.
  - b. **“RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.
2. **To appoint a director in place of Mr. Pritesh Y. Shah (DIN:00239665), who retires by rotation and being eligible, offers himself for re-appointment.**

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Pritesh Y. Shah (DIN:00239665)**, who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company.”

## SPECIAL BUSINESSES

3. **To Appoint Mrs. Dimple Pritesh Kumar Shah (DIN: 06914755) as a Whole time Director**

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 196, 197, 198 and 203 and all other applicable provisions, if any, read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of

members be and is hereby accorded for the appointment of Mrs. Dimple Pritesh Kumar Shah having (DIN 06914755) as Whole time Director of the Company for a period of 5 years, who hold the office from 31<sup>st</sup> August,2023 to 30<sup>th</sup> August,2028 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said appointment /remuneration in such manner as deemed fit necessary.

**RESOLVED FURTHER THAT** where in any financial year during her tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mrs. Dimple Pritesh Kumar Shah, Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

**RESOLVED FURTHER THAT** Mrs. Dimple Pritesh Kumar Shah, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual, or expedient, to give effect to the aforesaid resolution."

#### **4. To Approve loans, investments, guarantees or security under Section 185 of Companies Act, 2013**

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

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



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

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

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

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

**6. To Consider and Approve the Related Party Transaction regarding Purchase and Sale with Yasons Chemex Care Limited**

To consider and if thought fit to pass with or without modification(s) the following resolution on as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as maybe applicable and amended from time to time and Regulation 23(9) of Securities and Exchange Board of India



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(Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time ("Listing Regulations"), consent of the members of the Company be and is hereby accorded for Material Related Party Transactions to be entered into by Company with Yasons Chemex Care Limited for purchase/sale of goods and supply of goods and materials up to 20 Crores for Financial Year 2023-24 as set out in explanatory statement annexed to the notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters, and things including variation in the amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

### **7. To Consider and Approve the Related Party Transaction with Yash Chem:**

To consider and if thought fit to pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to provisions of Section 188(1)(a) of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as maybe applicable and amended from time to time and Regulation 23 of Securities and Exchange Board of India (LODR) Regulations, 2015, ("Regulations"), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to approve Related Party Transactions entered by the Company as defined under section 188 of the Companies Act, 2013 with Yash Chem for purchase/sale of goods and materials not exceeding Rs. 9 Crores for the financial year 2023-24.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

### **8. To Consider and Approve the Related Party Transaction with Yash Corporation:**

To consider and if thought fit to pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to provisions of Section 188(1)(a) of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as maybe applicable and amended from time to time and Regulation 23 of Securities and Exchange Board of India (LODR) Regulations, 2015, ("Regulations"), the consent of the members of the Company be and is hereby



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accorded to the Board of Directors of the Company to approve Related Party Transactions entered by the Company as defined under section 188 of the Companies Act, 2013 with Yash Corporation for purchase/sale of goods and materials not exceeding Rs. 9 Crores for the financial year 2023-24.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

### 9. To Consider and Approve the Related Party Transaction with Rishit Polysurf LLP:

To consider and if thought fit to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to provisions of Section 188(1)(a) of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as maybe applicable and amended from time to time and Regulation 23 of Securities and Exchange Board of India (LODR) Regulations, 2015, (“Regulations”), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to approve Related Party Transactions entered by the Company as defined under section 188 of the Companies Act, 2013 with Yash Corporation for purchase/sale of goods and materials not exceeding Rs. 10 Crores for the financial year 2023-24.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

### 10. To Consider and Approve the Related Party Transaction with R. J. CHEM:

To consider and if thought fit to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to provisions of Section 188(1)(a) of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as maybe applicable and amended from time to time and Regulation 23 of Securities and Exchange Board of India (LODR) Regulations, 2015, (“Regulations”), the consent of the members of the Company be and is



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hereby accorded to the Board of Directors of the Company to approve Related Party Transactions entered by the Company as defined under section 188 of the Companies Act, 2013 with Yash Corporation for purchase/sale of goods and materials not exceeding Rs. 20 Crores for the financial year 2023-24.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

**For & on behalf of the Board of Directors  
Yash Cemex Limited**

**Date: 01st September, 2023**

**Place: Ahmedabad**

**SD/-**

**PRITESH YASHWANTLAL SHAH  
Managing Director  
DIN: 00239665**

**Registered Office:**

411, Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital,  
Satellite, Ahmedabad-380015.

Tel. No.: 079- 40028639

Website: [www.yashchemex.com](http://www.yashchemex.com);

Email: [cs@yashchemex.com](mailto:cs@yashchemex.com)

CIN: L74110GJ2006PLC048385



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## NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, **September 18, 2023 to Tuesday, September 26, 2023** (both days inclusive) for annual closing.
2. IN TERMS OF SECTION 105 OF THE COMPANIES ACT, 2013 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than ten (10) per cent of the total share capital of the Company. In case proxies proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder.
3. In line with MCA Circulars and SEBI Circulars, the Annual Report for the financial year 2022-23 along with Notice of 17thth AGM of the Company inter-alia indicating the process and manner of e-voting are being sent only by electronic mode to those members whose email IDs are registered with the Company/Depository Participant(s) for communication. Members may note that the aforesaid documents may also be downloaded from the Company's website [www.yashchemex.com](http://www.yashchemex.com) and the website of Bombay Stock Exchange of India Limited In line with MCA Circulars, the Company has enabled a process for the limited purpose of receiving the AGM Notice and Annual Report (including remote e-voting instructions) electronically.
4. The relative Explanatory Statement (For Point No. 2 to 10), pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out the material facts relating to special businesses to be transacted at the 17th (SEVENTEENTH) Annual General Meeting, as set out in this Notice is annexed hereto.
5. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, will be available for inspection by the Shareholders at the AGM.
6. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by "Central Securities Depository Limited" (CDSL). The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not





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already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

7. The e-voting rights of the Members/beneficial owners shall be reckoned in proportion to ordinary shares held by them in the Company as on 18th September, 2023 (cut -off date fixed for this purpose). The Company has appointed Ms. Yashree Dixit, Practicing Company Secretary (COP:19206), to act as the Scrutinizer, for conducting the scrutiny of the votes cast.
8. Pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by The Institute of Company Secretaries of India, the brief profile/particulars of the Director of the Company seeking their re-appointment at the AGM are stated at the end of the Explanatory Statement annexed hereto.
9. SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE AGM INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A SHARHOLDER OF THE COMPANY.
10. During the period beginning 24 (Twenty-Four) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Shareholder would be entitled to inspect the proxies lodged with the Company at any time between the business hours at the Registered Office of the Company, provided that not less than 3 (Three) days’ of notice in writing is given to the Company.
11. **Dispatch of Annual Report through Electronic Mode:** In compliance with the MCACirculars and SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report 2022-2023 being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website [www.yashchemex.com](http://www.yashchemex.com), websites of the Stock Exchanges, that is, BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of Company’s Registrar and Transfer Agent, Bigshare service Pvt Ltd at [www.bigshareonline.com](http://www.bigshareonline.com). Shareholder(s)/ Proxy(ies) /Authorised Representative(s) should bring/are requested to bring the duly filled in Attendance Slip enclosed herewith to the AGM mentioning therein details of DP ID and Client ID.



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12. In terms of section 152 of the Companies Act, 2013, Mr. Pritesh Y. Shah (DIN: 00239665), Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the company recommends his re-appointment.
13. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Shareholders during the AGM.
14. All documents in connection with the accompanying Notice are available for inspection at the Registered Office of the Company from 10.00 a.m. (IST) to 4.00 p.m. (IST) on all days except Saturday, Sunday and Public Holidays, up to the date of the AGM.
15. Shareholders holding shares in dematerialized form are requested to direct changes, if any, pertaining to their name, email address, telephone / mobile numbers, address and bank account details including change in bank account number, IFSC, MICR Code, name of bank and branch details, to their respective Depository Participants.
16. Pursuant to Sections 101 and 136 of the Act read with relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Shareholders who have registered their e-mail address either with the Company or with the Depository Participant(s). Shareholders holding shares in dematerialised form are requested to register their e-mail address with their Depository Participant(s). In case of any change, the Shareholders are requested to update their e-mail address with the Depository Participant(s) to enable the Company to send electronic communications.
17. Shareholders of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request. For Shareholders who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.
18. Members may also note that the Notice of 17<sup>th</sup> (SEVENTEENTH) Annual General Meeting and the Annual Report for the Financial Year (F.Y.) 2022-23 will also be available on the Company's website [www.yashchemex.com](http://www.yashchemex.com) for download.
19. Unless the Shareholders have requested for hard copies of the same, the Notice of AGM, Annual Report, Attendance Slip, Route Map for the AGM Venue and Proxy Form are being sent in electronic mode to Members whose email address(es) are registered with the Company or the Depository Participant(s). Physical copy of the Notice of AGM, Annual Report, Attendance Slip, Route Map for the AGM Venue and Proxy Form are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s). Shareholders who have received the Notice of AGM, Annual Report, Attendance Slip, Route Map for the AGM



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Venue and Proxy Form in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter at the AGM. Members are requested to furnish the printed Attendance Slip along with valid identity proof such as PAN Card, Passport, Aadhaar Card or Driving License while entering the AGM hall.

20. Pursuant to the provisions of Sections 124 and 125 of the Act, there is no amount of Dividend remaining unclaimed / unpaid for a period of 7 (seven) years and/or unclaimed Equity Shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).
21. Shareholders who have not encashed the dividend warrants for any previous year, are requested to make their claim with Bigshare Services Pvt. Ltd. at 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059. As per the provisions of Section 124(2) of the Companies Act, 2013, the Company has also uploaded details of Unclaimed dividend amount(s) for the Financial Year 2022-23, lying with the Company as on date of Annual Report on the website of the Company i.e., [www.yashchemex.com](http://www.yashchemex.com).
22. Shareholders are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the AGM.
23. All the work related to share registry in terms of both physical and electronic are being conducted by Company's Registrar & Transfer Agent, Bigshare Services Private Limited, 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai- 400059, Maharashtra. The Shareholders are requested to send their communication to the aforesaid address or via email at [investors@bigshareonline.com](mailto:investors@bigshareonline.com).
24. The SEBI has vide Circular no. MRD/DOP/Cir-05/2009 dated 20th May, 2009 mandated the submission of PAN by every participant in the security market. Members holding shares in electronic form /physical form therefore, Members are requested to submit their PAN to the Company or the RTA.
25. The Company has designated an exclusive Email ID: [cs@yashchemex.com](mailto:cs@yashchemex.com) for redressal of Shareholders'/ Investors' complaints/ grievances. In case you have any queries, complaints or grievances, then please write to us at the above-mentioned e-mail address.
26. Relevant documents referred to in the accompanying Notice calling the AGM are available for inspection through electronic mode up to the date of the AGM. Members seeking to inspect such documents can send an email to [cs@yashchemex.com](mailto:cs@yashchemex.com).
27. The notice of Annual General Meeting along with the Annual report 2022-23 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories.



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## THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

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

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

- (i) The voting period begins on 22<sup>nd</sup> September, 2023 at 9:00 a.m. and ends on 25th September, 2023 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>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.</p>



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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.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.



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6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>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.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>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.</li></ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the <Company Name> Yash Chemex Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.





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- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cDSLindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@yashchemex.com](mailto:cs@yashchemex.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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 [cs@yashchemex.com](mailto:cs@yashchemex.com)/ [investors@bigshareonline.com](mailto:investors@bigshareonline.com).



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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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33



# ANNUAL REPORT 2022-23

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

### Item No. 2

Mr. Pritesh Yashwantlal Shah, Managing Director (DIN:00239665), retires by rotation and being eligible, seeks re-appointment. The Board recommends the Ordinary Resolution set out in Item No. 2 of the Notice for approval by the members. The brief profile of Mr. Pritesh Y. Shah is annexed to the notice.

Except Mr. Pritesh Y. Shah and his relatives to the extent of their shareholding, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

### BRIEF PROFILE OF PRITESH YASHWANTLAL SHAH

#### **PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT,2013 AND BRIEF RESUME OF DIRECTOR(S) APPOINTMENT/RE-APPOINTMENT AT THE 17TH ANNUAL GENERAL MEETING OF THE COMPANY**

**[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Name of Director	Mr. Pritesh Yashwantlal Shah
DIN	00239665
Date of Birth	25/04/1975
Date of Appointment	03/06/2006
Relationship with Other Director inter se	Husband of Executive Director
Qualification	BSC
Experience	Eighteen years of Experience in the field of Dyes and Chemical Segment.
No. of Equity Shares held in the Company	2552720
List of other Companies in which Directorships are held	Yasons Chemex Care Limited
List of committees of board of Directors (Across all other companies) in which chairmanship/membership is held	Member of Audit Committee of Yash Chemex Limited and Yasons Chemex Care Limited.



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Details as required under part II of Schedule V are as follows.

## THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT

### 1. General Information

#### I. Nature of industry:

Importing, Exporting and Trading of Chemicals, dyes and intermediates

#### II. Date of commencement of commercial production:

The Company carries on Chemical business since its incorporation.

#### III. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

#### IV. Financial performance based on given indicators:

Financial Performance of the Company for the year ended 31st March, 2023

FINANCIAL PERFORMANCE	AMOUNT (IN LAKHS)
REVENUE FROM OPERATIONS	5447.50
OTHER INCOME	185.40
TOTAL EXPENDITURE	5582.03
NET PROFIT BEFORE TAX	50.87
PROFIT AFTER TAX (AFTER DEDUCTING COMPREHENSIVE INCOME)	38.82

#### Foreign investments or collaborations, if any.

The share capital of the Company is entirely held by domestic Indian Bodies Corporate and Individuals.



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## I. Information about the appointee:

### i. Background details: Mr. Pritesh Y. Shah

Mr Pritesh Y. Shah is Managing Director of Company. He hold a Bachelor degree in Chemistry. He has eighteen years Experience in dyes and chemical segment.

### ii. Past Remuneration: NIL

### iii. Recognition or awards: None

### iv. Job Profile and his suitability

Mr. Pritesh Y. Shah, being a Managing Director, considering his vast experience and deep knowledge of the business in which Company operates and also contribution made by him towards growth of the Company, the remuneration proposed commensurate with his job profile and is justified.

### v. Remuneration: Nil

### vi. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Pritesh Y. Shah is a Managing Director of the Company. He has no other pecuniary relationship with the Company except to the extent of his remuneration and shareholding in the Company. he is Husband of Mrs. Dimple Pritesh Shah, Whole time director of the Company.

## II. Other information:

### 1. Reasons of loss or inadequate profits

The Company is engaged in the business of selling various types of Chemicals, Dyes and Intermediates etc. During the Year 2022-23, the Company has made Profit after Tax of Rs.38.82 Lacs.



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## **2 Steps taken or proposed to be taken for improvement:**

The Company has increased its revenue significantly which will help it to achieve in increased profits. The Company has started Focusing on the large size business and started to put an Effort on place appropriate working capital mechanism and on all other economic measures ae being adopted to maintain profitability.

## **3 Expected increase in productivity and profits in measurable terms**

We had made all Continuous Efforts to expand marketing and economy in operations.

Except Mr. Priteshbhai Yashwantlal Shah & Mrs. Dimpleben Priteshkumar Shah along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution at Item No. 02 of the Notice.

### **ITEM NO.3**

The Members of the Company at the 12th AGM held on September 29, 2018 had re-appointed Mrs. Dimple Pritesh Kumar Shah (having **DIN 06914755**) as an Executive Director to hold office from September 29,2018 to September 29,2023.

Mrs. Dimple Pritesh Kumar Shah (having **DIN 06914755**) aged 46 years is presently designated as the Director of the Company. He has served as a director of our company since its inception, and we have benefited from her Marketing Experience, direction and supervision.

The Board of Directors at their meeting held on August 31, 2023, based on the recommendation of Nomination and Remuneration Committee, has approved the Change in designation of Mrs. Dimple Pritesh Kumar Shah (having **DIN 06914755**) from Director to Whole-Time Director for a further period of 5 (Five) years commencing from August 31 , 2023 to August 30 , 2028 subject to approval of the members in the Seventeenth Annual General Meeting of the Company.

Mrs. Dimple Pritesh Kumar Shah (having **DIN 06914755**) is not disqualified from being reappointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole-Time Director of the Company.



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## BRIEF PROFILE OF DIMPLE PRITESH KUMAR SHAH

PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT,2013 AND BRIEF RESUME OF DIRECTOR(S) APPOINTMENT/RE-APPOINTMENT AT THE 17TH ANNUAL GENERAL MEETING OF THE COMPANY

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name Of Director	Mrs. Dimple Pritesh Kumar Shah
DIN	06914755
Date Of Birth	20-06-1977
Date Of Appointment	29/09/2018
Relationship with Other Director inter se	Wife of Managing Director
Qualification	B.Com
Experience	Five years
No. Of Equity Shares held in the Company	861477
Terms and Conditions of appointment or reappointment along with details of Remuneration	Mrs. Dimple Priteshkumar Shah has been appointed as Director on September 29,2018. The Board of Directors at their meeting held on August 31, 2023, has approved the appointment and remuneration of Mrs. Dimple Pritesh Kumar Shah (having <b>DIN 06914755</b> ) as a Whole-Time Director for a further period of 5 (Five) years commencing from September 26, 2023 to September 25,2028 subject to the approval of members of Company.
List Of other Companies in which Directorships are held	Yasons Chemex Care Limited
List of committees of board of Directors (Across all other companies) in which chairmanship/membership is held	-



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Details as required under part II of Schedule V are as follows.

## 1. General Information

- I. **Nature of industry:**  
Importing, Exporting and Trading of Chemicals, dyes and intermediates
- II. **Date or expected date of commencement of commercial production:**  
The Company carries on Chemical business since its incorporation.
- III. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**  
Not Applicable.
- IV. **Financial performance based on given indicators:** Financial Performance of the Company for the year ended 31st March, 2023.

Financial Performance	Amount (In Lakhs)
Revenue from operations	3,677.27
Other income	423.37
Total expenditure	3,679.24
Net profit before tax	421.39
Profit after tax (after deducting comprehensive income)	342.77

- V. **Foreign investments or collaborations, if any:**  
The share capital of the Company is entirely held by domestic Indian Bodies Corporate and Individuals.

### III. **Information about the appointee:**

- i. **Background details:** Mrs. Dimple P. Shah

Mrs. Dimple P. Shah is an Executive Director of Company. She holds a Bachelor degree in commerce. She has knowledge and Experience in marketing and management field. (Appointed as Whole time Director of the Company as on 31<sup>st</sup> August,2023 subject to the approval of Shareholders at the Annual General Meeting of the Company.)

- ii. **Past Remuneration:** NIL

- iii. **Recognition or awards:** None





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## iv. Job Profile and his suitability

Mrs. Dimple P. Shah, being a Executive director, considering her vast experience and deep knowledge of the business in which Company operates and also contribution made by her towards growth of the Company, the remuneration proposed commensurate with her job profile and is justified.

## ii. Remuneration: Nil

## iii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mrs. Dimple P. Shah is Director of the Company. She has no other pecuniary relationship with the Company except to the extent of her remuneration in the Company. She is wife of Mr. Pritesh Y. Shah, Managing Director of the Company.

## iv. Other information:

### 1. Reasons of loss or inadequate profits

The Company is engaged in the business of selling various types of Chemicals, Dyes and Intermediates etc. During the Year 2022-23, the Company has made Profit after Tax of Rs.38.82 Lacs.

### 2. Steps taken or proposed to be taken for improvement.

#### Following steps taken by the Company for improvement:

The Company has increased its revenue significantly which will help it achieve increased profits. Focus on the large size business Effort on putting in place appropriate working capital mechanism. And all other economic measures ae being adopted to maintain profitability.

### 3. Expected increase in productivity and profits in measurable terms

We had made all Continuous Efforts to expand marketing and economy in operations

Except Mr. Priteshbhai Yashwantlal Shah & Mrs. Dimpleben Pritesh Kumar Shah along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution at Item No. 03 of the Notice.

## Item No. 4

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

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

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

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

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

## Item No. 5

The Company makes investment in subsidiary and other Chemical companies as and when needed. The Company also provides Corporate Guarantee to the banks/financial institutions for the financial assistance provided by them.

The requirements of the loans to be given / investment to be made / guarantee to be provided by the Company to meet the financial requirements, is required to increase the limit up to 100 Crore. The consent and approval of the Shareholders is therefore, sought in accordance with the provisions of Section 186 of the Companies Act, 2013 for the said limits.

As per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding Sixty percent of its Paid-up Capital, Free reserves and Securities Premium or Hundred Percent of its Free Reserves and Securities Premium account, whichever is more.



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Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a Special Resolution passed at a General Meeting.

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

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

### **Item No. 6,7,8,9 and 10**

Pursuant to provisions of Section 188 of the Companies Act, 2013 read with rules made thereunder and in terms of applicable provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 consent of the members by way of ordinary resolution is required for approval of material related party transactions entered / proposed to be entered in to by the Company with its related parties.

Your Company has some related party transactions with M/s. Yasons Chemex Care Limited, M/s. Yash Chem, M/s. Yash Corporation, Rishit Polysurf LLP and M/S. R.J. Chem which will be considered as Material Related Party Transactions. The Audit Committee and Board of Directors of the Company at its meeting held earlier has accorded its approval for the said related party transactions and for which your approval is required u/s 188 of the Companies Act, 2013 and also under the provisions of SEBI (LODR) Regulations, 2015. The details of the proposed material related party transactions are given below.



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Sr. No.	Name of Related Party	Name of director or KMP and their relatives who are related, if any	Nature of relationship	Nature of transactions	Proposed/ Amount of Transaction
1.	Yash Chem	<ul style="list-style-type: none"><li>Mr. Pritesh Y. Shah, Managing Director</li><li>Mrs. Dimple P. Shah and</li><li>Mr. Yashwantlal C. Shah are relatives of Managing Director (Demise as on 30.01.2023)</li></ul>	Mr. Pritesh Y. Shah is a Proprietor of Yash Chem	Purchase and Sales of chemicals	To the extent of Rs. 9 Crores p.a.
2.	Yasons ChemexCare Limited	<ul style="list-style-type: none"><li>Mr. Pritesh Y. Shah, Managing Director</li><li>Mrs. Dimple P. Shah is Whole time director</li></ul>	Company having Common Directors	Purchase and Sales of chemicals  Investment in equity Shares	To the extent of Rs. 20 Crores p.a.
3.	Yash Corporation	<ul style="list-style-type: none"><li>Mr. Pritesh Y. Shah is Karta Pritesh Y. Shah-HUF.</li><li>Mrs. Dimple P. Shah and</li><li>Mr. Yashwantlal C. Shah a relative of Managing Director (Demise as on 30.01.2023)</li></ul>	Pritesh Y. Shah-HUF is a Proprietor of Yash Corporation.	Purchase, Sale and Supply of Goods and Services	To the extent of Rs. 9 Crores p.a.
4.	Rishit Polysurf LLP	<ul style="list-style-type: none"><li>Mr. Yashwantlal C. Shah relative of directors.</li><li>(Demise as on 30.01.2023)</li></ul>	Yasons Chemex Care Limited is designated partner of this LLP.	Purchase, Sale and Supply of Goods and Services	To the extent of Rs.10 Crores p.a.
5	R.J. Chem	Mr. Ronak Mehta employee of the Company.	Proprietorship firm of employee of the Company	Purchase, Sale and Supply of Goods and Services	To the extent of Rs.20 Crores p.a.

As per the SEBI Listing regulations, related parties of the Company shall abstain from voting on the said resolutions. Accordingly, approval of members is sought by passing an ordinary resolution.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in Item No. 6,7 8,9 & Item No. 10 to the accompanying Notice as an Ordinary Resolutions.



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None of the Directors (Except mentioned above), relatives of Directors (Except mentioned above) and Key Managerial Personnel and their relatives of the Company is directly/indirectly interested in the above resolutions.

**By Order of the Board of Directors of  
Yash Chemex Limited**

**SD/-**

**PRITESH YASHWANTLAL SHAH  
Managing Director  
DIN: 00239665**

**Place: Ahmedabad**

**Date: September 1, 2023**

**YASH CHEMEX LIMITED**

**(CIN:-L74110GJ2006PLC048385)**

**Registered Office:**

**411, 4<sup>th</sup> Floor, Sigma Icon-1, Opp. Medilink Hospital,  
Satellite, Ahmedabad-380015.**

**Phone: 079-40028639, 079-26730257-58**

**Email id: [cs@yashchemex.com](mailto:cs@yashchemex.com)**

**Web-site: [www.yashchemex.com](http://www.yashchemex.com)**

**17th Annual General Meeting ATTENDANCE SLIP**

1. Name(s) of Member(s) :

Including joint holders, if any

2. Registered address of the Sole/ :

First named Member

3. DP ID No. & Client ID No./ :

Registered Folio No.

4. No. of Shares held :

I hereby record my presence at the 17th Annual General Meeting of the Company being held at 411, Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad-380015 on Tuesday, September 26, 2023 at 04:00 P.M.

Signature of the Shareholder/Proxy present .....

Notes :

- 1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip and handover the same duly signed at the entrance of the meeting hall.

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2. PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING-

## Form No. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies(Management and Administration) Rules, 2014]

CIN:	L74110GJ2006PLC048385
Name of the company:	YASH CHEMEX LIMITED
Registered office:	411, Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad-380015.

Name of the member(s):
Registered address: Email
Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	

	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual general meeting of the company, to be held Tuesday, September 26, 2023 at 04:00 P.M. at the registered office of the Company situated at 411, Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad-380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements of the Company for the Financial Year (F.Y.) ended March 31, 2023 and the Reports of the Board of Directors and the Statutory Auditors thereon, including Annexures thereto.
2.	To appoint a director in place Of Mr. Pritesh Y. Shah (DIN:00239665), who retires by rotation and being eligible, offers himself for re-appointment.
<b>Special Business</b>	
3.	To Appoint Mrs. Dimple Pritesh Kumar Shah (DIN: 06914755) as a Whole time Director
4.	To Approve loans, investments, guarantees or security under Section 185 of Companies Act, 2013
5.	To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013.



6.	Approval of Related Party Transaction regarding Purchase and Sale with Yasons Chemex Care Limited
7.	Approval of Related Party Transaction with Yash Chem
8.	Approval of Related Party Transaction with Yash Corporation
9.	Approval of Related Party Transaction with Rishit Polysurf LLP
10.	Approval of Related Party Transaction with R. J. CHEM

Signed this..... day of..... 2023.

Signature of shareholder

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

## Route Map of the Venue for 17th Annual General Meet

