

॥ श्री शंभेश्वर पार्श्वनाथाय नमः ॥



Decide with Confidence



CHEMEX LIMITED

Formerly known as Yash CHEMEX PVT. LTD. (MSME No. 613146090155)



SMERA RATINGS LIMITED

IMPORTERS & EXPORTERS OF DYES, INTERMEDIATES & CHEMICALS

Regd. Office : 411, 4th Floor, Sigma Icon-1, Opp. Medilink Hospital, 132 ft. Ring Road, Satellite Ahmedabad-380015.
Ph. : +91-79-26730257, 40028639 email yashchem@hotmail.com Web : www.yashchemex.com
CIN : L74110GJ2006PLC048385

To,
The Manager,
Corporate Relationship Department,
BSE Ltd.
25th Floor P.J. Towers,
Dalal Street, Fort,
Mumbai-400001.

Date: May 29, 2023

Ref: Scrip Code: 539939

Sub.: Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2023

Dear Sir,

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 please find enclosed herewith Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2023 given by Practicing Company Secretary.

You are requested to kindly note of this intimation.

Thanking you.

Yours faithfully,
For, Yash Chemex Limited

Pritesh Shah
Managing Director
DIN: 00239665

To,
The Board of Directors
YASH CHEMEX LIMITED
CIN: L74110GJ2006PLC048385
411, Sigma Icon -1, 132ft Ring Road,
Opp Medilink Hospital, Satellite
Ahmedabad – 380015

Dear Sir(s),

Annual Secretarial Compliance Report for the financial year ended March 31, 2023.

I have been engaged by Yash Chemex Limited whose equity shares are listed on BSE Limited [Security Code: 539939] to conduct an audit and issue Annual Secretarial Compliance Report in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and in accordance with the various circulars issued by Stock Exchanges from time to time.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the company with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

The Audit was conducted in accordance with the Guidance Note on Secretarial Compliance Report issued by The Institute of Company Secretaries of India "ICSI". The Annual Secretarial Compliance Report is enclosed herewith.

Date: 29.05.2023
Place: Ahmedabad

For, YASHREE DIXIT & ASSOCIATES
COMPANY SECRETARIES



CS (Dr.) Yashree Dixit
Proprietor

FCS No.: 12221, CP No.: 19206
PR Unique Code: S2017GJ536800
P.R. Certificate NO: 1460/2021
UDIN: F012221E000404162

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Annual Secretarial Compliance Report Of Yash Chemex Limited For Financial Year Ended March 31, 2023

I **Yashree Dixit and Associates** have examined:

- a) all the documents and records made available to us and explanation provided by **Yash Chemex Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity, i.e. **www.yashchemex.com**
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (as amended from time to time)
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (as amended from time to time)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (as amended from time to time)
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period);**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (as amended from time to time) **(Not Applicable to the listed entity during the Review Period);**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (as amended from time to time) **(Not Applicable to the listed entity during the Review Period);**



- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (as amended from time to time) **(Not Applicable to the listed entity during the Review Period);**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (as amended from time to time)
- i) (Other regulations as applicable) and circulars/ guidelines issued thereunder:
- a) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices related to Securities Market), Regulations 2003 (as amended from time to time)
- b) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (as amended from time to time)

Based on our examination and verification of the documents and records produced to us and according to the information and explanations given to us by the Company, we hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr.No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	The Company has complied with the Secretarial Standards issued by ICSI
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	The Company has updated the policies as per SEBI norms and updated the same on its website.



3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- direct to the relevant document(s)/ section of the website 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>All the information relating to Directors, Policies, Announcements and other material information is provided on the website of the Company.</p>
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	<p>Yes</p>	<p>None of the director of the Board is disqualified as per Section 164 of the Companies Act, 2013</p>
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ol style="list-style-type: none"> Identification of material subsidiary companies Disclosure requirement of material as well as other subsidiaries 	<p>Yes</p> <p>Yes</p>	<p>The Company has give proper disclosure of subsidiary company.</p>
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	<p>Yes</p>	<p>The Company maintains data and records in the electronic mode as well as in physical mode</p>
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	<p>Yes</p>	<p>At the Board Meeting Held on 14th April, 2022.</p>



8.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	As the company has obtained prior approval of Audit Committee for all related party transactions so point 8(b) is not applicable
9.	Disclosure of events or information: The listed entity has provided all the required disclosure under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	All the material events/disclosures were made by the company within the prescribed time limit.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Company maintains a proper audit trail for the disclosure of all material events (Price sensitive) in electronic mode through Software based SDD.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein (**).	No actions were taken action against the promoters/ directors/ subsidiaries. Further, Bombay Stock Exchange (BSE) imposed a Fine of Rs. 53100/- on the Company as detailed in Table (a) below.	No actions were taken action against the promoters/ directors/ subsidiaries. Further, Bombay Stock Exchange (BSE) imposed a Fine of Rs. 53100/- on the Company as detailed in Table (a) below.



12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No additional Non Compliance was observed.
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Compliances related to Resignation of Statutory Auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/reappointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	The said SEBI Circular is not applicable to the Listed Entity as Statutory Auditors has not resigned from the Listed entity or its Material Subsidiaries.
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of	NA	The said SEBI Circular is not applicable to the Listed Entity as



	<p>the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/ explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>Statutory Auditors has not resigned from the Listed entity or its Material Subsidiaries.</p>
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.</p>	<p>NA</p>	<p>The said SEBI Circular is not applicable to the Listed Entity as Statutory Auditors has not resigned from</p>



			the Listed entity or its Material Subsidiaries.
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*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

A. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 23 (9) Non-compliance with disclosure of related-party transactions on consolidated basis.	SEBI circular no. SEBI/HO/C FD/CMD/CI R/P/2020/12 dated January 22, 2020	Contravention of provisions related to SEBI Regulation 23 (9) Non-compliance with disclosure of related party transactions on consolidated basis [The Company has Publication of financial statement on 26 th may, 2022 and Disclosure of RPT Transaction on 18 th June,2022) So there were deviation of 9 days.	Securities and Exchange Board of India (SEBI)	Fine	Non-Compliance with disclosure of related party transactions on a consolidated basis. [The Company has Publication of financial statement on 26 th may, 2022 and Disclosure of RPT Transaction on 18 th June,2022) So there were deviation of 9 days.	53,100	The company has deposited the amount of 53,100	As soon as the matter came to knowledge of the management through email of BSE dated 14 th July, 2022. The Company has make the payment on 28 th July,2022 and same inform to stock exchange.	N.A.



B. The listed entity has taken the following actions to comply with the observations made in previous reports: **No Observation Made in the Previous Report**

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NOT APPLICABLE										

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 29.05.2023
Place: Ahmedabad

For, YASHREE DIXIT & ASSOCIATES
COMPANY SECRETARIES



CS (Dr.) Yashree Dixit
Proprietor

FCS No.: 12221, CP No.: 19206
PR Unique Code: S2017GJ536800
P.R. Certificate NO: 1460/2021
UDIN: F012221E000404162