



Decide with Confidence

YASH

CHEMEX LIMITED



SMERA RATINGS LIMITED

Formerly known as YASH CHEMEX PVT. LTD.

IMPORTERS & EXPORTERS OF DYES, INTERMEDIATES & CHEMICALS

Regd. Office : 411, 4th Floor, Sigma Icon-I, Opp. Medilink Hospital, 132ft. Ring Road, Satellite, Ahmedabad-380015.
Ph. : 91-79-26 73 0257 Telefax : 91-79-26 73 0258 email : yashchem@hotmail.com Web : www.yashchemex.com
CIN : U24119GJ2006PLC048385

Ref.No. :

Date :

Date: September 1, 2017

To,
Listing Department,
Bombay Stock Exchange Limited
Floor 25, PJ Tower, Dalal Street,
Mumbai-400001.

**Sub: Submission of Notice of Annual General Meeting under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015
Script Code-539939**

Dear Sir/Madam,


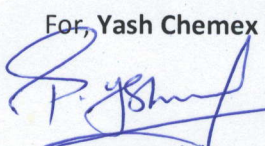
Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are pleased to submit herewith notice of 11th Annual General Meeting of the Company schedule to be held on Thursday, 28th September, 2017 at 411, Sigma Icon -1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad – 380015. The aforesaid have also been sent to all eligible shareholders and are also available on the website of the Company at www.yashchemex.com

Kindly take the same on your record.

Thanking You,

Yours faithfully,

For, Yash Chemex Limited



Pritesh Shah
Managing Director
DIN: 00239665

Encl.: As above

NOTICE
11th ANNUAL GENERAL MEETING

Notice is hereby given that ELEVEN ANNUAL GENERAL MEETING of the members of the Company will be held on Thursday, 28th September, 2017 at 2:00 P.M. at the Registered Office of the Company at 411, Sigma Icon -1, 132ft Ring Road, Opp. Medilink Hospital, Satellite Ahmedabad -380015 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2017 and the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Yashwantlal C. Shah (DIN: 01002342) a Whole Time Director, who retires by rotation and being eligible offers himself for reappointment.
3. To Reappoint Statutory Auditors and fix their remuneration and in this regard pass the following resolution thereof:

“RESOLVED THAT pursuant to provision of section 139 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) read with the Companies (Audit and Auditors) Rules, 2014, the company hereby approves the reappointment of M/s. Harshad Sudhir & Co., Chartered Accountants, (FRN: 129775W) as Statutory Auditors of the Company to hold office from the conclusion of 11th Annual General Meeting until the conclusion of 12th Annual General Meeting of the Company subject to ratification at each annual general meeting, on such remuneration as may be determined by the Audit Committee/ Board of Directors of the Company in consultation with the auditors.”

SPECIAL BUSINESS:

4. Revision in the remuneration of Managing Director:

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

“RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the continuation of Mr. Pritesh Y. Shah (DIN: 00239665), as Managing Director, for period of Three years with effect from March 15, 2016 on the same terms and condition including remuneration as passed by the Members of the Company at the Extra- ordinary General Meeting held on 9th April, 2016 and approval of the members of the Company to the revision of remuneration payable to Mr. Pritesh Y. Shah (DIN: 00239665), as Managing Director with effect from April 1, 2017 on the salary, allowance and perquisites on the terms and conditions including remuneration as mentioned below:

Details of remuneration are:

Salary:

Mr. Pritesh Y. Shah: Rs. 14,00,000 per annum

Total Salary includes:

- Basic salary
- Commission payable, if any
- Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
- Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company.
- Other benefits like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the Company.
- Other perquisites and benefits as per the rules of Company.

Salary mentioned above includes perquisites payable to Mr. Pritesh Y. Shah (DIN: 00239665) but in any case the total managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act.

5. Revision in the Remuneration of Whole time Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the continuation of Mr. Yashwantlal C. Shah (DIN: 01002342), as Whole Time Director, for period of Three years with effect from September 3, 2016 on the same terms and condition including remuneration as passed by the Members of the Company at the Annual General Meeting held on 30th September, 2016 and approval of the members of the Company to the revision of remuneration payable to Mr. Yashwantlal C. Shah (DIN: 01002342), as Whole Time Director, with effect from April 1, 2017 on the salary, allowance and perquisites on the terms and conditions including remuneration as mentioned below:

Details of remuneration are:

Salary:

Mr. Yashwantlal C. Shah: Rs. 9,50,000 per annum

Total Salary payable includes:

- Basic salary
- Commission payable, if any

- Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
- Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company.
- Other benefits like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the Company.
- Other perquisites and benefits as per the rules of Company.

Salary mentioned above includes perquisites payable to Mr. Yashwantlal C. Shah (DIN: 01002342) but in any case the total managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act.

6. To appoint Ms. Vrusha Patel (DIN: 07772669) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) re-enactment thereof for the time being in force), and any other applicable provisions, Ms. Vrusha Patel (DIN: 07772669), who has been appointed as an Additional Director in the meeting of the Board of Directors held on 29th May, 2017 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Vrusha Patel (DIN: 0772669) as a candidature for the office of the Independent Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years w.e.f 29th May, 2017, and whose office shall not be liable to retire by rotation”

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

By Order of the Board of Directors
For, **YASH CHEMEX LIMITED**

Pritesh Shah
Managing Director
DIN: 00239665
Date: 01.09.2017
Place: Ahmedabad

Notes:

1. The relevant Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013, in respect of the special business is annexed hereto.
2. A statement giving the relevant details of the Directors seeking re-appointment is annexed hereto.
3. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote instead of himself/herself and the Proxy need not be a member of the Company. The proxy form duly completed and signed should be lodge with the Company at its Registered Office at least 48 hours before the time of the meeting.**
4. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
5. Corporate Members intending to send their authorized representatives to attend the Meeting Pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Members are requested to bring their attendance slip duly completed and signed mentioning therein details of their DPID and Client ID/Folio No.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 10.00 a.m. to 5.00 p.m. from the date of hereof up to the date of Annual General Meeting.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2017 to 28th September, 2017 (both days inclusive) for the purpose of 11th Annual General Meeting.
10. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of BSE Limited. Therefore Company is not providing e-voting facility to its shareholders.
11. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case

shares held in dematerialized form, the information regarding change of address and bank particular should be given to their respective Depository Participant.

12. The Notice of 11th Annual General Meeting and the Annual Report 2016-17 of the Company, circulated to the members of the Company, will be made available on the Company's Website at www.yashchemex.com
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.

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

By Order of the Board of Directors
For, **YASH CHEMEX LIMITED**

Pritesh Shah
Managing Director
DIN: 00239665
Date: 01.09.2017
Place: Ahmedabad

EXPLANATORY STATEMENT

(Pursuant to section 102(2) of the Companies Act, 2013)

In conformity with the provisions of Section 102(2) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item No. 4 and 5 of Special Business:

The member may approve that based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of Company at their meeting held on 29th May, 2017, approved the increase of Remuneration of Mr. Pritesh Shah (DIN:00239665), as Managing Director and Mr. Yashwantlal C. Shah (DIN: 01002342), as Whole Time Director under the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article of Association of the Company to Rs. 14,00,000 p.a. to Mr. Pritesh Shah and Rs. 9,50,000 p.a. to Mr. Yashwantlal C. Shah with effect from April 1, 2017 on the salary, allowance and perquisites on the terms and conditions including remuneration.

Salary mentioned above includes perquisites payable to Mr. Pritesh Shah (DIN: 00239665) and Mr. Yashwantlal C. Shah (DIN: 01002342) but in any case the managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act.

Mr. Pritesh Y. Shah (DIN:00239665), Managing Director, Mr. Yashwantlal C. Shah (DIN:01002342), Whole time Director and their relatives are interested in the above stated matter. No other directors, Key Managerial Personnel of the Company and their relatives, in any way, concerned or interested financially or otherwise in the above said resolutions.

The Board recommends the Resolution at Item No.: 4 and 5 for approval of the Members.

Item No. 6 of Special Business:

Pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013 and subject to the approval of shareholders of the Company, Ms. Vrusha Patel was appointed as an Independent Director of the Company by the Directors w.e.f 29th May, 2017 to hold the office for three consecutive years up to 28th May, 2020. A notice has been received from a member proposing Ms. Vrusha Patel as a candidate for the office of Director of the Company.

Ms. Vrusha Patel, aged 23 years, she is Company Secretary by profession.

She is not holding any equity shares of the Company and is not related to any Director of the Company.

In the opinion of the Board, Ms. Vrusha Patel fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. A Copy of the draft letter for appointment of Ms. Vrusha Patel as an Independent Director would be available for inspection without any fee by

the members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Vrusha Patel as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Vrusha Patel as an Independent Director, for the approval by the shareholders of the Company.

Except Ms. Vrusha Patel, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

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

By Order of the Board of Directors
For, **YASH CHEMEX LIMITED**

Pritesh Shah
Managing Director
DIN: 00239665
Date: 01.09.2017
Place: Ahmedabad

ANNEXURE TO ITEM NO. 2 OF THE NOTICE

Details of Directors seeking re-appointment at the
11th Annual General Meeting

(In pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements)
Regulation, 2015)

Name of Director	Mr. Yashwantlal C. Shah
DIN	01002342
Date of Birth	03/08/1941
Date of Appointment	03/06/2006
Relationship with other Directors Inter se	Father of Managing Director
Qualification	B.COM
Experience	Mr. Yashwantlal C. Shah, has been appointed as Director of the Company on June 3, 2006 and change in designation from Director to Whole time Director on September 3, 2016, he is having Expertise in Business Administration.
No. of Equity Shares held in the Company	241540
Terms and conditions of appointment or re- appointment along with details of remuneration	-
List of other Companies in which Directorships are held	Nil
List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held	Nil

ANNEXURE TO ITEMS NO. 6 OF THE NOTICE

Details of Directors seeking appointment at the
11th Annual General Meeting

(In pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements)
Regulation, 2015)

Name of Director	Ms. Vrusha Patel
DIN	07772669
Date of Birth	25/06/1995
Date of Appointment	29/05/2017
Relationship with other Directors Inter se	None
Qualification	Company Secretary
Experience	Ms. Vrusha Patel is commerce graduate from Gujarat University and an associate member of Institute of Company Secretaries of India. Presently working with Bansal Multiflex Limited, Ahmedabad from last 1 Year as a Company Secretary.
No. of Equity Shares held in the Company	Nil
List of other Companies in which Directorships are held	1
List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held	1

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

By Order of the Board of Directors
For, **YASH CHEMEX LIMITED**

Pritesh Shah
Managing Director
DIN: 00239665
Date: 01.09.2017
Place: Ahmedabad

YASH CHEMEX LIMITED

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 : L24119GJ2006PLC048385

Name of the Company : Yash Chemex Limited

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

Name of the shareholder
Registered address
E-mail ID
Folio No. / Client ID
DP ID

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

Name:	E-mail Id:
Address:	
Signature or failing him	

Name:	E-mail Id:
Address:	
Signature or failing him	

Name:	E-mail Id:
Address:	
Signature or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the company, to be held on Thursday, 28th day of September, 2017 at 2:00 P.M. at 411, Sigma Icon -1, 132ft Ring Road, Opp. Medilink Hospital, Satellite Ahmedabad -380015 and/or at any adjournment thereof in respect of such resolutions as are indicated below:

YASH CHEMEX LIMITED

Sr. No.	Resolution(S)	Vote*	
		For	Against
	Ordinary Business		
1.	To receive consider and adopt the Financial Statements of the Company for the year ended 31 st March, 2017 including Audited Balance Sheet as at 31 st March, 2017 and the Statement of Profit & Loss for the Year ended on that date and Reports of the Board of Directors and Auditors thereon		
2.	To appoint a Director in place of Mr. Yashwantlal C. Shah, Whole Time Director (DIN:01002342) liable to retire by Rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for Re-appointment.		
3.	To ratify the appointment of Auditors and fix their remuneration in this regard.		
	Special Business		
4.	To Revise terms of Remuneration of Mr. Pritesh Shah, Managing Director of the Company		
5.	To Revise terms of Remuneration of Mr. Yashwantlal C. Shah, Chairman & Whole-Time Director of the Company		
6.	Regularization of Additional Director Ms. Vrusha Patel.		

Signed this _____ day of _____ 2017

Affix Revenue Stamp

Signature of Shareholder

Signature of Proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. * This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
5. In the case of joint holders, the signatures of any one holder will be sufficient, but names of all the joint holders should be stated.

YASH CHEMEX LIMITED

YASH CHEMEX LIMITED
(Formerly Known as Yash Chemex Private Limited)

CIN: L24119GJ2006PLC048385

**Registered Office-411, Sigma Icon -1, 132ft Ring Road, Opp. Medilink Hospital, Satellite
Ahmedabad -380015. Phone No.:91-79-26730257 email: yashchem@hotmail.com Website:
www.yashchemex.com**

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the members attending

(In block letters)

Ledger Folio No. /DP ID No. _____ Client ID No. _____

Name of Proxy holder _____

(To be filled in, if the proxy attends instead of the member)

I certify that I am a member/ proxy for the members of the Company

I hereby record my presence at the 11th Annual General Meeting of the Company held on Thursday
28th day of September, 2017 at _____ at _____

(Member's/ Proxy's Signature)

Note:

1. Only Members/ Proxy holders can attend the Meeting.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

Google Maps Sigma Icon Meeting spot

