

**YASH** CHEMEX LIMITED  
Formerly Known as YASH CHEMEX PVT. LTD.

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**IMPORTERS & EXPORTERS OF DYES, INTERMEDIATES & CHEMICALS**

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Regd. Office: 411, 4<sup>th</sup> Floor, Sigma Icon-I, Opp. Medilink Hospital, 132ft. Ring Road, Satellite, Ahmedabad-380015.

Ph.:91-79-26730257

email: yashchem@hotmail.com

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

CIN: L24119GJ2006PLC048385

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**Notice of Extra-Ordinary General Meeting**

**Dear Members,**

**NOTICE** is hereby given that the Extra-Ordinary General Meeting of the members of Yash Chemex Limited will be held at the registered office at 411, Sigma Icon -1, 132ft Ring Road, Opp. Medilink Hospital, Satellite Ahmedabad- 380015 on 20<sup>th</sup> day of February, 2018 at 03:00 P.M. to transact the following Special business:

**SPECIAL BUSINESS**

**1. Increase in Authorized Share Capital:**

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

**“RESOLVED THAT** pursuant to Section 13, Section 61(1)(a) read with Section 64(1)(a) of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and Rule 15 of the Companies (Share Capital & Debentures) Rules, 2014, and other provisions applicable, if any, and subject to the consent of the Members of the Company be and is hereby accorded for Increase in Authorized Capital of the Company from Rs. 4,50,00,000/- (Rupees Four Crores Fifty Lakhs Only) divided into 45,00,000 (Forty Five Lakhs) Equity Shares of Rs. 10 each to Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10 each ranking paripassu in all respect with the existing Equity Shares of the Company.”

**“FURTHER RESOLVED THAT** with pursuant to the provision of Section 13 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, and subject to the consent of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the Following Clause:

**V. The Authorized Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.**

**“FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution.”

## 2. Issue of Bonus Shares:

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

**“RESOLVED THAT** pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made there under, provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect and subject to such approvals, consents, sanctions, permissions and provisions of other applicable laws, regulations, rules, directions, guidelines including those issued by Reserve Bank of India and such other regulatory authority(ies) concerned, from time to time, to the extent applicable and on such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested while granting such approvals, and consent of the members of Company be and is hereby accorded to the Board of Directors of Company for sums not exceeding Rs. 6,14,60,550/- (Rupees Six Crores Fourteen Lakhs Sixty Thousand Five Hundred Fifty Only) out of the Free Reserves of the Company, as appropriate, for the Financial year ended March 31, 2017, be capitalized and accordingly the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee or authorized person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution) be and is hereby authorized to appropriate the said sum for distribution to and amongst the members of the Company, whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owner as received from the National Securities Depository Limited and Central Depository Services (India) Limited on such date (“Record Date”) as may be fixed in this regard by the Board/ Committee in accordance with law and to apply the said sum in paying up in full a maximum of Rs. 6,14,60,550/- (Rupees Six Crores Fourteen Lakhs Sixty Thousand Five Hundred Fifty Only) Equity Shares (“the Bonus Shares”) of the Company of Rs. 10/- each (Rupees Ten Only) at par, to be allotted, distributed and credited as fully paid –up to and amongst the members in the proportion of three bonus shares for every two existing fully paid up equity shares held by them respectively as on the Record Date and that the Bonus shares so distributed, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company by each members, and not as income.

**“RESOLVED FURTHER THAT** the issue and allotment of the said bonus shares to the extent that they relate to Non-Resident Indians (NRIS), Persons of Indian Origin/ Overseas Corporate Bodies and other foreign investors of the Company, will be subject to the approval of the Reserve Bank of India and any other regulatory authority, as the case may be.

**“RESOLVED FURTHER THAT** in making allotment of the Bonus Shares, the Directors shall not issue fractional share certificates but the total number of the Bonus Shares representing such fractions shall be allotted to person(s) appointed by the Board to act as trustee(s) for and on behalf of the Members who would have been entitled to fractional share certificate had such certificates been issued, and that the said person(s) shall hold the said shares so allotted to them in trust and sell the same and, after payment of all expenses of the sale, distribute the net proceeds of such sale amongst the members in proportion of their respective fractional entitlements.

**“RESOLVED FURTHER THAT** the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respect with the existing fully paid up Equity Shares of the Company.

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**“RESOLVED FURTHER THAT** no letter of allotment shall be issued but in the case of members who hold shares in dematerialized mode, the Bonus shares shall be credited to the beneficiary accounts of the members maintained with Depository Participants and in case of members who hold shares in physical mode, the share certificate(s) in respect of the Bonus Shares shall be dispatched within the prescribed time limit.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the Bonus Shares on the Stock Exchanges where the Equity Shares of the Company are listed, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Rules and Regulations.

**“RESOLVED FURTHER THAT** 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 or difficulty that may arise in relation thereto, decide the exact number of Bonus Shares to be issued based on the Paid up capital of the Company as obtaining on the Record Date and to delegate all such powers granted hereunder to a Committee of Directors and / or Company Secretary or any other officer(s) of the Company, as may deem fit or desirable and their decision shall be final and binding.

**“RESOLVED FURTHER THAT** the Bonus Shares so allotted shall rank paripassu in all respects with the Existing Fully Paid up Equity Shares of the Company.

**Place: Ahmedabad  
Date: 27.01.2018**

**By order of the Board of Directors,**

**Sd/-  
Pritesh Shah  
Managing Director  
DIN: 00239665**

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.
2. A statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
3. Documents referred to in the Notice are open for inspection at the Registered office of the Company during office hours.
4. This Notice is being sent to all the Members whose names would appear in the Register of Members as on Saturday, 27<sup>th</sup> January, 2018 by courier to their communication addresses as recorded with the Depository Participants and electronically by email to those members who have registered their email Ids with the Depository Participants.
5. As per Notification issued by Ministry of Corporate Affairs dated 19<sup>th</sup> 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. Therefore Company is not providing e-voting facility to its shareholders, voting will be done through poll process.
6. Member/ Proxies should fill the Attendance Slip for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification for attendance at the Meeting.

## Statement Pursuant to Section 102 of the Companies Act, 2013

### Increase in Authorized Share Capital

The Equity Shares of the Company are listed on the BSE Limited (BSE) on SME Platform. With a view to broad base the investor base by encouraging the Participation of the small investors and also to increase the liquidity of equity shares of the Company, the Board of Directors at its meeting held on 27<sup>th</sup> January, 2018 have approved the increase of authorized share capital of the Company.

The Company, in order to meet its growth objectives and to strengthen its financial position deem appropriate to increase the Authorized Share Capital of the Company from Rs. 4,50,00,000 (Rupees Four Crores Fifty Lakhs Only) divided into 45,00,000 (Forty Five Lakhs) Equity Shares of Rs. 10/- each to Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- each ranking pari passu in all respects with the existing Equity Shares. The propose increase of authorize shares requires the approval of members in General Meeting. Consequent upon the increase of Authorized Share Capital the company's Memorandum of Association will require alteration so as to reflect the increase in the share capital. The Board recommends that the resolution be passed.

None of the directors and key managerial personnel and their relatives is concerned or interested in the above referred resolution except as holders of shares.

### Bonus Issue

The present Authorized Share Capital of the Company is Rs. 4,50,00,000/- paid up share capital is Rs. 4,09,73,700/- and the Reserves as per the audited accounts as on 31<sup>st</sup> March, 2017 is Rs. 9,13,26,562/-. The Board of Directors at their meeting held on 27<sup>th</sup> January, 2018 have recommended the issue of bonus shares in the proportion of 3 (Three) new equity share of Rs. 10/- (Rupees Ten) each fully paid up for every 2 (Two) existing equity share of Rs. 10/- (Rupees Ten only) each of the Company held by the members on a date (Record Date) to be hereafter fixed by the Board by capitalization of Rs. 6,14,60,550/- (Rupees Six Crores Fourteen Lacs Sixty Thousand Five Hundred Fifty Only) from the Free Reserves/ Securities Premium Account or such other reserves accounts, as may be decided by the Board of Directors of the Company. The same is proposed to be utilized in full by issuing at par 61,46,055 new fully paid up equity shares of Rs. 10/- each as bonus shares. The proposed issue of bonus shares will be made in accordance with the provisions of Companies Act, 2013 and guidelines issued by the Securities Exchange Board of India from time to time and subject to such approvals, if required, from the statutory authorities.

Further, it is necessary to authorize the Board of Directors to complete all the regulatory formalities prescribed by SEBI, Stock Exchanges on which the shares of the Company are listed and/ or any other regulatory or statutory authority in connection with the issue of bonus shares.

None of the promoters, directors, managers, key managerial personnel of the Company or their relatives are interested in the resolution No. 2 of the accompanying Notice except to the extent of their shareholding in the Company, if any.

**YASH CHEMEX LIMITED**

**Place: Ahmedabad  
Date: 27.01.2018**

**By order of the Board of Directors,**

**Sd/-  
Pritesh Shah  
Managing Director  
DIN: 00239665**

**ATTENDANCE SLIP**

(To be presented at the entrance)

**EXTRA ORDINARY GENERAL MEETING ON TUESDAY, FEBRUARY 20, 2018 AT 03.00 P.M.**

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

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxyholder \_\_\_\_\_ Signature \_\_\_\_\_

1. Only Member/Proxy holder can attend the Meeting.

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# 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]

Name of the member(s)			
Registered Address			
E-mail id			
Registered Folio No.			
DP-ID		Client ID	

I/we, being the member(s) holding \_\_\_\_\_ equity shares of Yash Chemex Limited hereby appoint:

Mr./Ms. \_\_\_\_\_ residing at \_\_\_\_\_ having email-id \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday, the 20<sup>th</sup> day of February, 2018 at 03:00 P.M. at registered office, 411, Sigma Icon -1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad -380015 and any adjournment thereof, in respect of such resolution as are indicated below:

Item No.	Resolution
1.	Increase in Authorized Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association.
2.	To issue bonus shares in the ratio 3:2 by capitalizing the free Reserves and Securities Premium of the Company.

\_\_\_\_\_  
Signature of Shareholder

Revenue Stamp of Rs. 1/-
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\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

Date: \_\_\_\_\_



Notes:

- The Proxy form duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of meeting.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form that remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holdings of a member, the proxy, which is dated last, will be considered valid, if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a member appoints a Proxy and both the member and proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.

Google Maps Sigma Icon Meeting spot

