

YASH CHEMEX LIMITED

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

CIN: L74110GJ2006PLC048385

Ph.:91-79-26730257 email: yashchem@hotmail.com web: www.yashchemex.com**NOTICE**

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of the Yash Chemex Limited will be held on Monday, 21st January, 2019 at 03:00 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:

SPECIAL BUSINESS**1. ALTERATION OF ARTICLE OF COMPANY**

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

“RESOLVED THAT in accordance with the provisions of applicable law, including Section 14 of the Companies Act, 2013 and the rules made thereunder and amended from time to time, consent of the Members of the Company be and is hereby accorded for alteration of Articles of Association of the Company as follows;

- a. Insertion of following Clause in Article of Association of the Company after Clause 151 as Clause 151A;

Sr. No.	Particulars	
151A	Notwithstanding anything contained in this Articles of the Company, but subject to the provisions of the Companies Act, 2013 and all other applicable rules of the statutory authorities and the Rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the Board, it shall be open for the Members of the Company who hold the equity shares in the Company to waive/forgo his/ their right to receive the dividend (interim or final) by him/ them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The Wavier/ forging by the Members, his/their right to receive the dividend (interim of final) by him/them under this Article shall be irrevocable immediately after the record date/book closure date fixed for determining the names of Members entitled for dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such Members who have waived /foregone his/their right to receive the dividend (interim or final) by him/ them under this Article.	Open to Members to waive/forego his/her right to receive the Dividend.

- b. Replacing the existing Clause 152 with the following Clause;

Sr. No.	Particulars	
152	The Company in General Meeting may declare dividends to be paid to members other than the Members who have waived/forgone their right of receiving any Dividend (including any interim dividend), declared/ to be declared by the Company for Financial Year, in accordance with Rules framed by the Board and amended from time to time, to be paid to members according to their respective rights and interests in the profits and may fix time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	The company in General Meeting may declare Dividends.

- c. Replacing the existing Clause 154 with the following Clause;

Sr. No.	Particulars	
154	Subject to the provisions of the Act, the Directors may from time to time pay to the members other than the Members who have waived/foregone their right of receiving any dividend declared /to be declared by the Company for any financial year, in accordance with Rules framed by the Board and amended from time to time, such interim dividends as in their judgment the position of the company justifies.	Interim Dividend

“RESOLVED FURTHER THAT consent of the Members be and is hereby accorded for authorising Board of Directors for framing Rules for equity members who want to waive /forgo the right to receive dividend in respect any financial year and amend the same from time-to-time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and /or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolutions, including filing of necessary forms with the Registrar of Companies, as may be required in relation to such amendments and to comply with all other requirements in this regard.”

Place: Ahmedabad
Date: 26th December, 2018

411, Sigma Icon-1, 132ft Ring Road.
Opp. Medilink Hospital, Satellite,
Ahmedabad-380015.
Tel: 079-26730257
Email: yashchem@hotmail.com
Website: www.yashchemex.com

BY Order of the Board of Directors
Sd/-
Pritesh Shah
Managing Director
DIN: 00239665

Notes:

1. The relevant Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. **PROXIES: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member. Proxies in order to be effective must be received by the Company not later than Forty Eight (48) hours before the Meeting. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The Notice of the EGM is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any members have requested for physical copy of the same. For members who have not registered their e-mail addresses. Physical copies are being sent by the permitted mode. A copy of the Notice of the EGM is also available for download on the website of the Company www.yashchemex.com. To support the "Green Initiative" members who have not registered their e-mail addresses are requested to register the same with the Company's registrar and transfer agents, M/s. Big Share Services Pvt. Ltd.
4. In case of Joint shareholders attending to Meeting, only such joint holder whose name appears first in the order of name will be entitled to vote.
5. Members are requested to bring their copy of notice of the EGM. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
6. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the registered office of the Company during

business hours on any working day up to the date of the Extra Ordinary General Meeting of the Company.

7. The Board of directors has appointed Ms. Yashree Dixit, Practicing Company Secretary as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
8. E-voting cut of date is 12th January, 2019, E-voting opens from 18th January, 2019 at 09:00 a.m. and ends on 20th January, 2019 at 05:00 p.m.
9. Non-Resident Indian members are requested to inform the company's Registrar and Transfer Agents (Bigshares Services Pvt. Ltd), immediately of:
 - a) Change in their Residential status on return to India for permanent settlement.
 - b) Particulars of their Bank Account maintained in India with complete name of the Bank branch address, account type and account number with MICR code, if not furnished earlier.
10. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means, as an alternative to vote physically at the EGM, and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL). It may be noted that this e-voting facility is optional.
11. The Members who would have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:-

Pursuant to provisions of section 108 of the Companies Act, 2013, read with relevant Rules of the Act, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the Extra Ordinary General Meeting to be held on Monday, the 21st January, 2019 at 03:00 p.m. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility.

These details and instructions form an integral part of the Notice for the Extra Ordinary General Meeting to be held on Monday, the 21st January, 2019.

1. The voting period begins on 18.01.2019 at 09:00 a.m. and ends on 20.01.2019 at 05:00 p.m. During this period shareholders of the Company, holding shares as on the cut-off date of 12.01.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Log on to the e-voting www.evotingindia.com
3. Click on Shareholders
4. 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,
5. Next enter the Image Verification as displayed and Click on Login.

6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form
PAN	<p>Enter your 10 digit alpha –numeric PAN issued by Income Tax Department (Applicable for Demat shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field • In case the sequence number is less than 8 digits enter the applicable number of 0's. Before the number after the first two characters of the name in CAPITAL letters. Eg. If yours name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id in the Dividend Bank details field as mentioned in instruction (iv)

8. After entering details appropriately, click on “SUBMIT” tab.
9. Members 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.
10. Click on the EVSN for the relevant <Yash Chemex Limited> on which you choose to vote.
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on “SUMBIT”. A Confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

15. You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Iphone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
18. Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com
 - 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.
19. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or aesha@yashchemex.com
20. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 12.01.2019.
21. The results declared along with the scrutinizer’s Report shall be placed on the Company’s website www.yashchemex.com and on website of CDSL e-Voting www.evotingindia.com within two days of the passing of the Resolutions at the EGM of the Company and will also be communicated to BSE Limited, Where the shares of the Company are listed.

Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolution at

ALTERATION OF ARTICLE OF COMPANY

Your Directors propose to alter the Articles of Association (AOA) of your Company to enable the Members of the Company including Promoters & Promoters Group, who hold equity shares in Company to waive/forgo his/their right to receive the dividend, Interim or Final, by him/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company or Members of the Company.

In this regard, The Board of Directors shall be authorised to formulate necessary rules and amend the same from time to time.

Now, approval of the members is required by way of Special Resolution for Alteration of Article of Associations of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the proposed resolution, except to the extent of shareholding in the Company, if any.

Place: Ahmedabad
Date: 26th December, 2018

BY Order of the Board of Directors
Sd/-
Pritesh Shah
Managing Director
DIN: 00239665

YASH CHEMEX LIMITED

[CIN: L74110GJ2006PLC048385]

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

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 Member(s) : _____

Registered Address : _____

E-Mail ID : _____

Folio No./Client ID : _____

DP ID : _____

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

(1) Mr/Mrs/Ms _____ residing at _____ E-Mail ID _____ or failing him/her

(2) Mr/Mrs/Ms _____ residing at _____ E-Mail ID: _____ or failing him/her

(3) Mr/Mrs/Ms _____ residing at _____ E-Mail ID: _____

Whose signature are appended below, as my/our proxy to attend and vote (on a poll) for me/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday the 21st January, 2019 at the registered office of the company at 411, Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad-380015 and at any adjournment thereof in respect of such resolution as are indicated below:

Sr. No.	Resolution	Vote (Optional see Note 3)*	
		For	Against
	SPECIAL BUSINESS		
1.	To Alter Article of Company		

Signed this _____ day of _____ 2019

Affix Rs. 1/- Revenue Stamp

Signature of Shareholder

Signature of 1st Proxy holder Signature of 2nd Proxy holder Signature of 3rd 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. For details of the Resolutions, Explanatory Statement and Notes, please refer to Notice of the Extra Ordinary General Meeting.
3. *It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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[CIN: L74110GJ2006PLC048385]

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

EXTRA ORDINARY GENERAL MEETING-Monday, 21st January, 2019

ATTENDANCE SLIP

(To be handed over at the entrance of the venue of the Meeting)

Folio No.: _____ No. of Shares _____

DP ID: _____

Client ID: _____

Name of the attending member (in block letters)

Name of the Proxy (in block letters)
(to be filled by the Proxy attending instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting held on Monday the 21st January, 2019 at 03.00 p.m.at the registered office of the company at 411, Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad-380015.

Member's/Proxy's Signature

Notes:

1. Interested joint members may obtain attendance slips from the Registered office of the Company.
2. Members /Joint members /proxies are requested to bring the duly filled in attendance slip with them Duplicates slips will not be issued at the entrance.

Google Maps Sigma Icon Meeting spot

