

23rd
ANNUAL
REPORT
2011-2012



CAMEX LIMITED

Forward Looking Statement

In this Annual Report the forward-looking information if any, is for enabling investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccuracies in our assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, arising as a result of new information, future events or otherwise.

Appeal To Members

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies and has issued circulars allowing service of notices / documents including Annual Report by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to do the same immediately. As your company is committed to the green initiative, members are requested to support this by registering/updating their e mail id with their Depository Participants or Registrar & Share Transfer Agent.

CONTENTS

PAGE NO

Corporate Information

Notice

Directors Report & Annexure of Directors Report

Management & Discussion Analysis Report

Corporate Governance Report

Auditors' Report

Balance Sheet

Profit & Loss Statement

Cash Flow Statement

Notes

CORPORATE INFORMATION

COMPOSITION OF THE BOARD

Mr. Chandraprakash Chopra

Chairman & Managing Director

Mr. Devendrakumar Chopra

Whole Time Director

Mr. Mahavirchand Chopra

Whole Time Director

Mr. Indramal Nagori

Independent Director

Dr. Ram Gopal Gupta

Independent Director

Mr. Gauravkumar Chowdhary

Independent Director

COMPANY SECRETARY

Mr. Ramya Pandya

REGISTERED OFFICE

Camex House 2nd Floor, Stadium Commerce Road,
Navrangpura, Ahmedabad- 380 009

BANKERS

Bank Of Baroda

AUDITORS

Surana Maloo & Co,
4th Floor, Shaival Plaza,
Nr. Gujarat College,
Ellisbridge, Ahmedabad 380 006.

REGISTERS & TRANSFER AGENT

Link Intime India Private Limited
303 ,3rd Floor Shoppers' Plaza –V,
Opp Municipal Market,
B/h. Shoppers' Plaza II,
Off. C.G. Road, Ahmedabad – 380 009



NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of **CAMEX LIMITED** will be held at Camex House, 3rd Floor, Stadium Commerce Road, Navrangpura, Ahmedabad- 380 009, on 16th August, 2012 at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Profit & Loss Account for the period ended on March 31, 2012 and the Balance Sheet as on the said date together with the Auditors' and Directors' Report thereon.
2. To declare dividend on Equity Shares.
3. To appoint a director in place of Mr. Devendrakumar Chopra who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a director in place of Dr. Ram Gopal Gupta who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

6. Amendment In Clause V of Memorandum of Association After Reclassification of Shares

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

"RESOLVED THAT pursuant to the provisions of Section 16, 94 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) the Authorized Share Capital of the Company comprising of 75,00,000 (Seventy Five Lacs) Equity Shares of Rs. 10/- each and, 5,00,000 (Five Lacs) Preference Shares of Rs. 10/- each aggregating to Rs.8,00,00,000/- (Rupees Eight Cores Only) be and is hereby reclassified in to 80,00,000 (Eighty Lacs) Equity Shares of Rs.10/- each (Rupees Ten only) aggregating to Rs.8,00,00,000/- (Rupees Eight Cores Only)

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the following:

- V. The Authorized Share Capital of the Company is Rs.8,00,00,000/- (Rupees Eight Cores Only) divided into 80,00,000 (Eighty Lacs Only) Equity Shares of Rs.10/- each (Rupees Ten only)**

RESOLVED FURTHER THAT for the purpose of giving the effect to this resolution, the Board of Directors or Committee thereof be and are hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and settle any question that may arise in this regard."

7. Alteration of the Articles of Association of the Company

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

"RESOLVED THAT pursuant to Section 31 and all other applicable provisions of the Companies Act, 1956, (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), Clause 5 of Articles of Association of the Company be and is hereby altered which shall be read as under:



Clause no. 5:

"The Authorised Share Capital of the Company shall be as per Clause V of the Memorandum of Association of the Company with rights to alter the same in whatever way as deemed fit by the Company. The Company may increase the Authorised Capital which may consist of Equity and / or Preference Shares as the Company in General Meeting may determine in accordance with the law for the time being in force relating to Companies with power to increase or reduce such capital from time to time in accordance with the Regulations of the Company and the legislative provisions for the time being in force in this behalf and with power to divide the shares in the capital for the time being into Equity Share Capital or Preference Share Capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions and to vary, modify and abrogate the same in such manner as may be determined by or in accordance with these presents."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution

8. Increase Remuneration of Whole Time Director

To consider and if thought fit pass the following resolution with or without modification as Ordinary resolution

"**RESOLVED THAT**, pursuant to provisions of Section 198,269,309 and other applicable provisions of the Companies Act,1956 and subject to the limits specified in the Schedule XIII of the Companies Act, 1956 and of Articles of Association of the Company, consent be and is hereby accorded to the Board of Directors of the company to increase in Remuneration of Mr. Mahavirchand Chopra, Whole-time Director of the company to Rs.70,000/-p.m. with effect from 1st July, 2012.

RESOLVED FURTHER THAT his term of appointment be and is hereby extended till 31st March 2015

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise the above salary within the overall limit stipulated under schedule XIII read with Section 269 & 309 and as may be approved by Board on recommendation of remuneration committee.

RESOLVED FURTHER THAT all other terms and conditions of his appointment would remain unchanged."

Registered Office:

Camex House, 2nd Floor
Stadium Commerce Road,
Navrangpura, Ahmedabad- 380 009
Date: 16th May, 2012

By order of the Board

Shri Chandraprakash Chopra
Chairman & Managing Director

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from 7th August, 2012 to 16th August, 2012 (both days inclusive) for the purpose of Annual General Meeting.
3. Members are requested to notify the Company immediately the change , if any, in the address in full with the postal area, pin code number, quoting their folio numbers.

Particulars Of The Directors Seeking Appointment / Reappointment At The Ensuing Annual General Meeting Pursuant To Clause 49 Of The Listing Agreement

Name	Mr. Devendrakumar Chopra	Dr. Ram Gopal Gupta
Age	48	62
Date of Appointment	12/01/2005	30/09/2006
Exercise Functional Area	Dyes & Chemical	Doctor
Brief Resume	B. Com	M. D.
Name of the companies in which he holds Directorship/ committee membership	Camex Reality Private Limited	1. Gaurav Industries Pvt. Ltd. 2. Gaurav Enterprise Pvt. Ltd. 3. Maruti Multi Chem Pvt. Ltd.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT 1956**Item No 6.**

Company wants to reclassify its capital structure by converting redeemable preference shares into equity shares. In order to reclassify the share capital it is required to alter the present capital structure of the Company. Consent of shareholders is therefore needed in order to reclassify the capital.

None of the directors of the company is in any way interested or concerned in this resolutions.

Item No 7.

Since Company wants to reclassify it's present capital structure. Clause 5 of Articles of Association of the Company mention the Authorized Capital of the Company which is required to altered after reclassification. In order to avoid the alteration of Articles of Association on frequent basis your directors have proposed to incorporate the above mentioned new Clause 5. Board recommends the members to pass the above resolution.

None of the directors of the company is in any way interested or concerned in this resolutions.



Item No. 8

Mr. Mahavirchand Chopra was reappointed as Whole-Time Director of the Company for a period of three years w.e.f. 1st April, 2010. Since then there has been considerable increase in the duties and responsibilities performed by him. The Board of Directors of the Company, on recommendation made by remuneration committee has approved the proposal to increase his remuneration w.e.f. 1st July, 2012. It is also proposed to extended the term of appointment till 31 March 2015.

Pursuant to provisions of Section 269 and Schedule XIII of the Companies Act, 1956 the approval of the members is required to increase his remuneration. The Board recommends the resolution for approval of members.

None of the Directors except Mr. Mahavirchand Chopra, Mr. Chandraprakash Chopra and Mr.Devendrakumar Chopra are interested or concerned in the above resolution

Registered Office:

Camex House, 2nd Floor
Stadium Commerce Road,
Navrangpura, Ahmedabad- 380 009
Date: 16th May, 2012

By order of the Board

**Shri Chandraprakash Chopra
Chairman & Managing Director**

**DIRECTORS' REPORT**

Dear Members,

We have pleasure in presenting the 23rd Annual General Meeting of the Company along with the audited statements of Accounts for the year ended 31st March, 2012.

Financial Performance**(Rs. in lacs)**

Financial Results	2011-12	2010-11
Profit before Financial Expenses, Depreciation, & Taxation	459.60	443.27
Financial Expenses	212.71	179.00
Profit Before Depreciation & Taxation	246.89	264.27
Depreciation	44.86	44.84
Profit Before Taxation	202.03	219.43
Provision for Taxation including Deferred Tax	66.61	74.73
Net Profit After Tax	135.40	144.70

Operations

During the year the sales of the Company amounted to Rs. 14601.63 Lacs, which is lower than last years' sales of Rs. 15954.93 Lacs and profit of the current year stands at Rs. 135.42 Lacs against Rs. 144.70 Lacs for the previous year. In spite of the depreciating rupee and overall economic scenario your directors along with their team would put their best efforts to give better results in the current financial year

Dividend

Your directors recommended a dividend of Rs. 0.50 per share on the paid up equity share capital of Rs. 7,40,87,000/-. The total outgo towards dividend would be Rs. 37,04,350/- (excluding dividend tax)

Deposits

The Company has not accepted Deposits from the public within the meaning of Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 in the current year.

Insurance

Adequate insurance cover has been taken for both the movable and the immovable properties of the company including Buildings, Plant & Machineries, and Stocks etc.

Directors

At the ensuing Annual General Meeting Mr. Devendrakumar Chopra and Dr. Ram Gopal Gupta, who retires by rotation and being eligible for offers themselves for reappointment. There being no other changes in directorship of the Company during the year under review.

Directors Responsibility Statement

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, which requires company to give a Directors Responsibility Statement, your directors hereby confirm –

That in preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departure.



That Company has selected Mercantile accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.

That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for the safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

That the directors have prepared the Annual accounts on a going concern basis for the year ending on 31st March, 2012.

Auditors

The Auditors M/s. Surana Maloo & Co., Chartered Accountants retire at the ensuing Annual General Meeting and offer themselves for reappointment. The Auditors have confirmed that if appointed their appointment would be within the limit stated in Section 224 of the Companies Act, 1956

Comment on Auditors' Report

There is no adverse comment in the Auditors' Report which requires any further explanation under Section 217 (3) of the Companies Act, 1956.

Particulars of Employees and Others

The Company does not have any employee receiving remuneration of Rs. 5,00,000/- per month or Rs. 60,00,000/- per annum and therefore no particulars are required to be furnished under Section 217 (2A) of the Companies Act, 1956

Information on Energy Conservation, Technology Absorption and Foreign Exchange Earnings

Particulars regarding conservation of energy, Technology up gradation, and Foreign Exchange Earnings and Outgo, pursuant to Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988 are given in the enclosure and form part of the Report.

Cost Auditors

As per the requirements of the central government and pursuant to the provisions of the section 233 B of the Companies Act, 1956 the audit of the cost accounts relating to the product "Dyes" is being carried out every year. The company has appointed Shri Uttam Bahndari as cost auditor for the year 2011-12

Appreciation

The Company places on record its deep appreciation for all those who are associated with the Company and have continued their support towards the growth and stability of the company.

Place : Ahmedabad
Date : 16th May, 2012

For the on behalf of the
Board of Directors
SD/-
Shri Chandrprakash Chopra
Chairman & Managing Director



ANNEXURE TO THE DIRECTORS' REPORT

Information pursuant to section 217(1)(e) of the Companies act, 1956 along with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 forming part of Directors' Report for the year ended on 31/03/2012

A. CONSERVATION OF ENERGY

(a) Energy Conservation Measures taken

Company is giving high priority to energy conservation and has continued with its policy of energy audit and periodic overhauling of the plant and machinery.

(b) Additional Investments and proposals if any being implemented for reduction of consumption of energy. Investments in energy saving equipments are under implementation.

(c) Impact of measures at (a) and (b) for reduction of energy consumption and consequent impact on the cost of production of goods. Reduction in energy consumption leads to reduction in the cost of reduction and increase in the production efficiency, however the same cannot be quantified.

(d) Total Energy consumption and energy consumption per unit of production

As advised to the management, the present activity of the company is not covered under the list of specified industries.

B. TECHNOLOGY ABSORPTION

(a) RESEARCH & DEVELOPMENT (R & D)

1) Specific areas in which R & D carried out by the company:

Research & Development efforts were carried out in new product development.

2) Benefit derived as a result of the above R & D

Improvement in the quality of products and reduction in wastage.

3) Future plan of action

R & D efforts are done on continuous basis by the company to reduce cost and improve the overall quality of products.

4) Expenditure on R & D

No separate record of the expenditure incurred is maintained as the majority of expenses incurred are of revenue nature.