

ANNUAL REPORT

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Name: Yash Chemex Limited

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

Board of Directors: Mr. Pritesh Y. Shah
Mr. Yashwantlala C. Shah
Mrs. Dimple P. Shah
Mr. Jinal D. Shah

Name of the Auditors: Sudhir S. Shah & Company; (Chartered Accountant)
B-32, 1st Floor, Ajanta Commercial Centre,
Income Tax Circle, Ashram Road,
Ahmedabad -380014.

Name of Bankers: Yes Bank Limited
102/103, CG Center, CG Road,
Ahmedabad.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF YASH CHEMEX LTD. WILL BE HELD ON FRIDAY, 30TH DAY OF SEPTEMBER, 2016 AT 11:00 A.M AT THE, REGISTERED OFFICE OF THE COMPANY AT 411, SIGMA ICON-1, 132FT RING ROAD, OPP. MEDILINK HOSPITAL, SATELLITE, AHMEDABAD-380015.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of accounts together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Pritesh Shah (holding DIN 00239665), who retires by rotation in terms of Article of the Articles of Association of the Company and being eligible, offers himself for reappointment.
3. To appoint M/s. Harshad Sudhir & Co. Chartered Accountants (ICAI Registration No. 129775W) as statutory auditors of the Company to hold office from the conclusion of tenth Annual General Meeting till the conclusion of the twelfth Annual General Meeting and authorize the Board to fix their remuneration.

SPECIAL BUSINESS:

4. 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 Sections 149, 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, Ms. Anjee R. Shah (holding DIN 07486980), in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 8th April, 2021 and that her office as Independent Director shall not be subject to retirement by rotation.

5. 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 Sections 149, 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, Mr. Kamlesh D. Patel (holding DIN 07489501), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 11th April, 2021 and that his office as Independent Director shall not be subject to retirement by rotation.

6. To Consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to Change in designation of Mr. Yashwantlal C. Shah, from Director to Whole-time Director of the Company with effect from 3rd September, 2016 to 2nd September, 2019 as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Yashwantlal C. Shah.

RESOLVED FURTHER THAT the remuneration payable to Mr. Yashwantlal C. Shah, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item 4, Item 5 and Item 6 of the Notice is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. The instrument appointing a proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding 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.
4. 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.
5. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting.
6. The Notice of 10th Annual General Meeting and the Annual Report 2015-2016 of the Company, circulated to the members of the Company, will be made available on the Company's website at **www.yashchemex.com**
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
8. 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 particulars should be given to their respective Depository Participant.
9. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants.
10. As per **Rule 20(2) of Companies (Management and Administration) amendment rules, 2015 vide Notification Dated 19th March, 2015**, A Company Listed under chapter XB (Companies listed on SME exchange) or chapter XC (Companies listed on institutional trading platform without IPO) of ICDR regulations, 2009 and having its equity Shares listed on a recognized stock exchange, is out of the ambit of E- voting in its General Meeting and **YASH CHEMEX LIMITED** is a BSE SME Listed company and E-Voting is not applicable.
11. Non-Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
 - i. Change in their residential status on return to India for permanent settlement.
 - ii. Particulars of their bank account maintained in India with complete name,

branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

12. The Register of Members and Transfer Books of the Company will remain closed from 24th September, 2016 to 30th September, 2016 (Both days Inclusive) for the purpose of the tenth Annual General Meeting or any adjournment thereof.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

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. Angee Shah was appointed as an Independent Director of the Company by the Directors w.e.f 9th April, 2016 to hold the office for five consecutive years up to 8th April, 2021. A notice has been received from a member proposing Ms. Angee Shah as a candidate for the office of Director of the Company.

Ms. Angee Shah, aged 22 years, She is Company Secretary in practice 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. Angee Shah 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. Angee Shah 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. Angee Shah as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Angee Shah as an Independent Director, for the approval by the shareholders of the Company.

Except Ms. Angee Shah, 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. 4.

ITEM NO. 5

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, Mr. Kamlesh Patel was appointed as an Independent Director of the Company by the Directors w.e.f 12th April, 2016 to hold the office for five consecutive years up to 11th April, 2021. A notice has been received from a member proposing Mr. Kamlesh Shah as a candidate for the office of Director of the Company.

Mr. Kamlesh Patel, aged 47 years, He is doing business.

He 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, Mr. Kamlesh Patel fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. A Copy of the draft letter for appointment of Mr. Kamlesh 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 his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Kamlesh Patel as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Kamlesh Patel as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Kamlesh 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. 5.

ITEM NO. 6

The Board of Director of the Company at its meeting held on 3rd September, 2016, subject to the approval of the members, appointed Mr. Yashwantlal C. Shah as Whole time Director of the Company for a period of 5 year w.e.f. 3rd September, 2016, at remuneration of Rs. 7,50,000 p.a. as recommended by the nomination and remuneration committee and approved by the Board of Directors of the Company.

It is proposed to seek the shareholders approval for the appointment of Mr. Yashwantlal C. Shah as a Whole time Director, in terms of the applicable provisions of the Companies Act, 2013. In view of the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Board of Director recommended the special resolution set out in Item No. 6 of the accompanying Notice regarding appointment of Mr. Yashwantlal C. Shah who has experience of doing business from last few years, for the approval of the Members.

Except Mr. Yashwantlal C. Shah, Mr. Pritesh Y. Shah and Mrs. Dimple P. Shah no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out at Item No. 6.

Information pursuant to Regulation 36 of the SEBI (LODR) Regulations 2015 in respect of the directors who are proposed to be appointed/reappointed at the ensuing Annual General Meeting under Item Nos. 2, 4, 5 and 6 of the Notice are as under:

Item No. 2

Name of Director	Mr. Pritesh Y. Shah
DIN	00239665
Date of Birth	25/04/1975
Date of Appointment	03/06/2006
Relationship with other Directors Inter se	Son of Yashwantlal C. Shah
Qualification	B.Sc & Diploma in Export & Import Management
Profile & Expertise in Specific functional Areas	Works in Export & Import Management Since 1993
No. of Equity Shares held in the Company	5,91,500
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

Item No. 4

Name of Director	Ms. Angee Shah
DIN	07486980
Date of Birth	10/10/1993
Date of Appointment	09/04/2016
Relationship with other Directors Inter se	None
Qualification	Company Secretary
Profile & Expertise in Specific functional Areas	Practice as Company Secretary
No. of Equity Shares held in the	Nil

Company	
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

Item No. 5

Name of Director	Mr. Kamlesh Patel
DIN	07489501
Date of Birth	03/01/1969
Date of Appointment	12/04/2016
Relationship with other Directors Inter se	None
Qualification	BE Civil Engineer
Profile & Expertise in Specific functional Areas	Business
No. of Equity Shares held in the Company	Nil
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

Item No. 6

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

Profile & Expertise in Specific functional Areas	Business
No. of Equity Shares held in the Company	2,41,540
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

By order of the Board of Directors

Date: 03/09/2016
Place: Ahmedabad

Aesha Mashru
Company Secretary