

YASHU

CHEMEX LIMITED



ANNUAL REPORT 2020-2021



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CORPORATE INFORMATION

Corporate Identification Number (CIN): L74110GJ2006PLC048385

BOARD OF DIRECTORS

Mr. Yashwantlal C. Shah -Chairman and Whole time Director
Mr. Pritesh Y. Shah - Managing Director
Mrs. Dimple P. Shah - Director (Appointed 19.07.18)
Mr. Jinal D. Shah -Independent Director (Cessation w.e.f 29.03.21)
Ms. Angee R. Shah -Independent Director
Mr. Rushabh A. Shah -Independent Director(Appointed from 29.12.2020)

COMPANY SECRETARY

MS. Charmi D. Shah

AUDIT COMMITTEE

Mr. Jinal D. Shah Chairman
Mr. Pritesh Y. Shah Member
Ms. Angee R. Shah Member
Mr. Rushabh A. Shah Member

SHAREHOLDER'S RELATIONSHIP COMMITTEE

Mr. Jinal D. Shah Chairman
Ms. Angee R. Shah Member
Mr. Rushabh A. Shah Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Jinal D. Shah Chairman
Ms. Angee R. Shah Member
Mr. Rushabh A. Shah Member

AUDITORS OF THE COMPANY

M/S. H S K & CO LLP.,
Chartered Accountants
410, The Grand Mall,Opp.C.N Vidya Vihar,
S.M. Road, Ambavadi, Ahmedabad-15.

BANKERS OF THE COMPANY

HDFC Bank Limited
YES Bank
Axis Bank

REGISTERED OFFICE

411, Sigma Icon-1, 132ft Ring Road
Opp. Medilink Hospital, Satellite
Ahmedabad-380015
Tel. No.: 079- 40028639
Website: www.yashchemex.com

REGISTRAR & SHARE TRANSFER AGENT

Big Share Services Pvt. Ltd.
1st Floor Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai-400059.
Tel: 022 62638200 Fax: 022 62638299
Email id.: info@bigshareonline.com

NOTICE OF THE 15TH (FIFTEENTH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15TH(**FIFTEENTH**) **ANNUAL GENERAL MEETING** of the Members of **YASH CHEMEX LIMITED** will be held on **Wednesday, September 29, 2021** at 02.30 p.m. at 411, Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad to transact the following **BUSINESS**.

ORDINARY BUSINESS:**1. To adopt Financial Statements for the Financial Year ended March 31, 2021.**

To receive, consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statement(s) of the Company for the Financial Year (F.Y.) ended March 31, 2021 and the Reports of the Board of Directors and the Statutory Auditors thereon, including Annexures thereto.

2. To appoint a Director in place of Mr. Pritesh Y. Shah, Director (DIN:00239665), who retires by rotation and being eligible, offers himself for re-appointment, as a Director of the Company.

To consider, and if thought fit, to pass, the following resolution as a **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Pritesh Y. Shah, Director(Managing Director) (DIN:00239665) and who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a “Director”(Managing Director) of the Company.”

SPECIAL BUSINESS:**3. To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013 .**

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

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) (i) to give any loans to any person or other body corporate, or (ii) give any guarantee or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of Company’s Paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is higher as the Board of Directors may think fit, provided that the total loans or investments made, guarantee given, securities provided and acquire any other security shall not any time exceed Rs. 50 Crores.”

4. Approval of Related Party Transaction regarding Purchase and Sale with Yasons Chemex Care Limited

To consider and if thought fit to pass with or without modification(s) the following resolution on as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to provisions of Section 188 of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, (“Regulations”), consent of the members of the Company be and is hereby accorded for Material Related Party Transactions to be entered into by Company with Yasons Chemex Care Limited for purchase/sale of goods and supply of goods and materials up to 15 Crores for Financial Year 2021-22 as set out in explanatory statement annexed to the notice.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

5. Approval of Related Party Transaction with Yash Chem:

To consider and if thought fit to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to provisions of Section 188(1)(a) of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time and Regulation 23 of Securities and Exchange Board of India (LODR) Regulations, 2015, (“Regulations”), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to approve Related Party Transactions entered by the Company as defined under section 188 of the Companies Act, 2013 with Yash Chem for purchase/sale of goods and materials not exceeding Rs. 7 Crores for the financial year 2021-22.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

6. Approval of Related Party Transaction with Yash Corporation:

To consider and if thought fit to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to provisions of Section 188(1)(a) of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time and Regulation 23 of Securities and Exchange Board of India (LODR)

Regulations, 2015, ("Regulations"), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to approve Related Party Transactions entered by the Company as defined under section 188 of the Companies Act, 2013 with Yash Corporation for purchase/sale of goods and materials not exceeding Rs. 7 Crores for the financial year 2021-22."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

7. Approval of Related Party Transaction with Rishit Polysurf LLP:

To consider and if thought fit to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to provisions of Section 188(1)(a) of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time and Regulation 23 of Securities and Exchange Board of India (LODR) Regulations, 2015, ("Regulations"), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to approve Related Party Transactions entered by the Company as defined under section 188 of the Companies Act, 2013 with Yash Corporation for purchase/sale of goods and materials not exceeding Rs. 7 Crores for the financial year 2021-22."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

8. To approve payment of remuneration to Mr. Yashwantlal Shah (DIN:01002342), Whole Time Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the said act, and pursuant to the recommendation of Nomination Remuneration Committee and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of Articles of Association of the Company, approval of the members be and is hereby accorded to payment of such remuneration of Rs. 8,50,000 (Rupees Eight Lacs Fifty Thousand Only) to Mr. Yashwantlal C. Shah (DIN:01002342), Whole Time Director, for the period from 01.04.2021.

FURTHER RESOLVED THAT any of the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in this regard.”

9. To re-appoint Mr. Yashwantlal C. Shah (DIN:01002342), As a Whole Time Director

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Nomination and Remuneration Policy of the Company and any subsequent amendment/modification in the Rules, Act and/or applicable laws in this regard and subject to such approvals, consents, permissions and sanctions of the concerned authorities as may be necessary and subject to such conditions and modifications as may be prescribed, imposed or suggested by such concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Yashwantlal C. Shah (holding DIN 01002342) aged 81 years as a Whole Time Director of the Company for a period of 3 (three) years with effect from 2nd September, 2022 to 1st September, 2025 (both the days inclusive) to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner as may be agreed upon by the Board of Directors and Mr. Yashwantlal C. Shah within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof:

1. Terms of Re-appointment:

With effect from 2nd September, 2022 to 1st September, 2025

2. Remuneration:

- i. **Salary:** 8,50,000/- per annum (Rupees Eight Lacs Fifty Thousand per annum only) as may be decided by Board of Directors of the Company from time to time.
- ii. **Perquisites and allowances:** In addition to the salary, Mr. Yashwantlal C. Shah shall also be entitled to the perquisites and allowance

“RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Yashwantlal C. Shah, aged 81 years ,Whole Time Director of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Schedule V read with Sections 196 and 197 to the Companies Act, 2013 and subject to the approval of the members at the General Meeting, if required, as amended from time to time.”

“RESOLVED FURTHER THAT the Office of Mr. Yashwantlal C. Shah, Whole Time Director shall be liable to retire by rotation pursuant to Section 152(6) of Companies Act, 2013 and Rules made thereunder and any subsequent amendment(s) and / or modification(s) in the Act, Rules and / or applicable laws in this regard and Article of the Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

10. To approve payment of remuneration to Mr. Pritesh Shah (DIN:00239665), Managing Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the said act, and pursuant to the recommendation of Nomination Remuneration Committee and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of Articles of Association of the Company, approval of the members be and is hereby accorded to payment of such remuneration of Rs. 22,00,000/- (Rupees Twenty Two Lacs Only) to Mr. Pritesh Shah (DIN:00239665), Managing Director, for the period from 01.04.2021.

FURTHER RESOLVED THAT any of the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in this regard.”

11. To re-appoint Mr. Pritesh Y. Shah (DIN: 00239665), as a Managing Director

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Nomination and Remuneration Policy of the Company and any subsequent amendment / modification in the Rules, Act and / or applicable laws in this regard and subject to such approvals, consents, permissions and sanctions of the concerned authorities as may be necessary and subject to such conditions and modifications as may be prescribed, imposed or suggested by such concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the

Company, the approval of the Members of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Pritesh Y. Shah (holding DIN : 00239665) as Managing Director of the Company for a period of 5 (Five) years with effect from 14th March, 2022 to 13th March, 2027 (both the days inclusive) to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner as may be agreed upon by the Board of Directors and Mr. Pritesh Y. Shah within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof:

3. Terms of Re-appointment:

With effect from 14th March, 2022 to 13th March, 2027

4. Remuneration:

- iii. **Salary:** 22,00,000/- per annum (Rupees Twenty Two Lacs per annum only) as may be decided by Board of Directors of the Company from time to time.
- iv. **Perquisites and allowances:** In addition to the salary, Mr. Pritesh Y. Shah shall also be entitled to the perquisites and allowance

“RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Pritesh Y. Shah, Managing Director of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Schedule V read with Sections 196 and 197 to the Companies Act, 2013 and subject to the approval of the members at the General Meeting, if required, as amended from time to time.”

“RESOLVED FURTHER THAT the Office of Mr. Pritesh Y. Shah, Managing Director shall be liable to retire by rotation pursuant to Section 152(6) of Companies Act, 2013 and Rules made thereunder and any subsequent amendment(s) and / or modification(s) in the Act, Rules and / or applicable laws in this regard and Article of the Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

12. To approve payment of remuneration to Mrs. Dimple Shah (DIN:06914755), Executive Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the said act, and pursuant to the recommendation of Nomination Remuneration Committee and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of Articles of Association of the Company, approval of the members be and is hereby accorded to payment of such remuneration of Rs. 15,00,000/-

(Rupees Fifteen Lacs Only) to Mrs. Dimple Shah (DIN:06914755), Managing Director, for the period from 01.04.2021.

FURTHER RESOLVED THAT any of the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in this regard.”

13. Approval of loans, investments, guarantee or security under Section 185 of Companies Act, 2013

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) for making of loan(s) including loan represented by way of Book Debt(the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by any person in whom any of the directors of the company is interested as defined under Section 185 of the Act provided that the aggregate amount of loan and guarantee given and security provided pursuant to this resolution shall not at any time exceed Rs. 100 Crores;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, 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, difficulty or doubt that may arise in this regard as the Board in its absolute direction may deem necessary or desirable and its decision shall be final and binding.”

14. To authorise the Board of Directors to borrow money over and above the the paid up capital, free reserves and securities premium of the Company:

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

“RESOLVED THAT pursuant to provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) to borrow from time to time in one or more tranches, any sum or sums of money so borrowed together with money, if any, already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Bankers of the Company in the ordinary course of business) may exceed the aggregate of the paid up capital, free reserves and securities premium of the Company provided that the total amount so borrowed shall not at any time exceed Rs. 100 Crores;