

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of CAMEX LIMITED will be held on Friday, 18th day of August, 2023 at 1:00 p.m. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. To consider, review and adopt:
 - (a) the audited standalone financial statement of the company for the Financial Year ended on March 31, 2023, the reports of the Board of Directors and auditors thereon; and
 - (b) the audited consolidated financial statement of the Company for the Financial year ended on March 31, 2023.
2. To appoint a Director in place of Mr. Jitendra Chopra (DIN: 00374945), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. **Approval of Material Related Party Transactions with Camex Industries:**

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 approve Material Related Party Transactions to be entered into by the Company with M/s. Camex Industries for purchase / sale of goods and materials not exceeding ₹ 25 Crores in each financial year for the period of 3 years from the Financial Year 2023-24 to 2025-26.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine and finalize the terms and 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.”

4. **Approval of Material Related Party Transactions with Camex Speciality Private Limited (Formerly known as Camex Reality Private Limited):**

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 approve Material Related Party Transactions to be entered into by the Company with M/s. Camex Speciality Private Limited (Formerly known as Camex Reality Private Limited) for purchase / sale of goods and materials not exceeding ₹ 25 Crores in each financial year for the period of 3 years from the Financial Year 2023-24 to 2025-26.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine and finalize the terms and 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. **Reappointment of Mr. Arpit Chandravadan Shah as an Independent Director for his second term**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013 and 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 pursuant to Regulation 16(1)(b), Regulation 17(1)(c) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time and on the basis of the recommendation of the Nomination and Remuneration Committee and pursuant to approval of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Arpit Shah (DIN:08192969) as an Independent Director of the Company whose term would expire on August 7, 2023 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing him as candidature for the office of Director for a second term of 5 (five) consecutive years effective from August 8, 2023 and who shall not liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

Registered Office:

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

By Order of the Board

Mr.Chandraprakash Chopra
Chairman & Managing Director
DIN: 00375421

Date: 11/07/2023

Place: Ahmedabad

NOTES:

1. The Annual General Meetings of the Companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular no. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 11/2022 dated December 28, 2022 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated 3rd June, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2023. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (the ‘Act’) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’), the 34th AGM of the Shareholders will thus be held through video conferencing (VC) or other audio visual means (OAVM) without physical presence of members at a common venue. Hence, Shareholders can attend and participate in the ensuing AGM through VC/OAVM. Central Depository Services (India) Limited (“CDSL”) will be providing facility for voting through remote e-voting, participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No I to X below and is also available on the website of the Company at www.camexltd.com.
2. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 12, 2023 to Friday, August 18, 2023 (both days inclusive) for the purpose of Annual General Meeting.
3. Shareholders 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.
4. Information regarding appointment/ re-appointment of Directors in pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on General Meetings and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses to be transacted are annexed hereto.
5. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with above MCA Circulars.
6. Shareholders seeking any information with regard to Notice are requested to write to the Company at least 10 (ten) days before the meeting so as to enable the management to keep the information ready.
8. Shareholders 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 are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number(PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
 - a. For shares held in electronic form: to their Depository Participants (DPs)
 - a. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed FormISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.The Company has sent communication to shareholders in this regard.
10. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.
11. Since the AGM will be held through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including the Route Map are not annexed in this Notice.

12. Institutional / Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution / Authorization etc. authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act to the Scrutinizer by E-mail at registered E-mail address: ashish@ravics.com.

Process and manner for Shareholders opting for voting through Electronic means:

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting as well as e-voting facility during the AGM to its Shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency.
- ii. The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Shareholders on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iii. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- iv. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Shareholders such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- v. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.camexltd.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).
- vi. Shareholders whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, August 11, 2023, shall be entitled to avail the facility of remote e-voting as well as e-voting facility on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- vii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, August 11, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- viii. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- ix. The voting rights of the Shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, August 11, 2023,
- x. The Company has appointed Mr. Ashish Shah, Practicing Company Secretary (Membership No. F5974) and proprietor of M/s. Ashish Shah & Associates, to act as the Scrutinizer for conducting the remote e-voting process and e-voting on the date of the AGM, in a fair and transparent manner.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Tuesday, August 15, 2023 at 9.00 a.m. and ends on Thursday, August 17, 2023 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, August 11, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote again at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the information provided by company. On clicking the e voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Pursuant to SEBI Circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant < Camex Limited> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.

(xii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ashish@ravics.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@camexltd.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7(Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@camexltd.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 :
ITEM NO. 3 :
Approval of Material Related Party Transactions with Camex Industries:

The members of the Company be informed that it is proposed to enter into a material related party transaction with M/s. Camex Industries, a proprietorship firm for purchase / sale goods and materials not exceeding ₹ 25 Crores for each financial year for the period of three financial years with effect from 18th August, 2023 i.e. from the financial year 2023-24 to 2025-26. Pursuant to the recommendation of Audit Committee, the Board has given its approval for the said material related party transaction in its meeting held on Tuesday, July 11, 2023.

As per the provisions of Section 188(1)(a) of the Companies Act, 2013 and rules made thereunder, read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Board of Directors of the Company seeks approval from member of the Company for entering into material related party transactions for purchase / sale of goods / materials aggregating the limit up to ₹ 25 Crores (Rupees Twenty-Five Crores Only) for each financial year for the period of three financial years i.e. from the financial year 2023-24 to 2025-26 with the related party being M/s. Camex Industries.

All disclosures pursuant to the provisions of the Companies Act, 2013 and the Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of members:

Sr. No.	Particulars	Information / Comments
1.	Name of related party and Nature of Relationship;	M/s. Camex Industries, a Proprietorship Firm having a proprietor who is a Director of the Company.
2.	Nature, duration of the contract and particulars of the contract or arrangement;	Purchase / Sale of goods / materials. For a period of 3 financial years with aggregating the limit upto ₹ 25 crores for each financial year.
3.	Material terms of contract or arrangement including the value if any;	Purchase / Sale of goods / materials not exceeding ₹ 25 Crores for each financial year for the three financial years i.e. from the financial year 2023-24 to 2025-26.
4.	Any advance paid or received for the contract or arrangements, if any;	Nil
5.	Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract;	The transaction would be carried out at price generally prevailing in the market.
6.	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
7.	Any other information relevant, if any	Nil

Further additional disclosures as per circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 are mentioned below:

Sr. No.	Particulars	Information / comments
a.	Type, material terms and particulars of the proposed transaction	Purchase / Sale of goods / materials not exceeding ₹ 25 Crores for each financial year for the period of three financial years i.e. from the financial year 2023-24 to 2025-26.
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	M/s. Camex Industries, a Proprietorship Firm having a proprietor who is a Director of the Company.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	2023-24 to 2025-26 (3 Years)
d.	Value of proposed transactions	₹25 Crores for each financial year
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided); (considering FY 2022-23 as the immediately preceding financial year)	17.03%

Sr. No.	Particulars	Information / comments
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiaries i. details of the source of funds in connection with the proposed transaction ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - nature of Indebtedness - Cost of funds; and - tenure iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
g.	Justification as to why the RPT is in the interest of the listed entity	Camex Industries is dealing in the materials / goods which is not easily available in the market. Therefore, it is necessary to enter into such material related party transaction with Camex Industries.
h.	A copy of the valuation or other external party report, if any such report has been relied upon	NA
i.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	111.80%
j.	Any other information that may be relevant	NA

Member are hereby informed that pursuant to second proviso of Section 188(1) of the Companies Act, 2013 and in terms of provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no member of the Company who is a related party shall vote on this ordinary resolution to approve above such contract or arrangement. Your directors recommend to pass the resolution as an Ordinary Resolution as set out in the notice.

None of the Directors (except Mr. Chandraprakash Chopra and Mr. Rahul Chopra) and their relatives are directly or indirectly concerned or interested in this resolution. None of the Key Managerial Personnel of the Company and their relatives is directly/ indirectly interested or concerned in the above resolution.

ITEM NO. 4 :

Approval Material of Related Party Transactions with Camex Speciality Private Limited (Formerly known as Camex Reality Private Limited):

The members of the Company be informed that it is proposed to enter into a material related party transaction with M/s. **Camex Speciality Private Limited** (Formerly known as Camex Reality Private Limited, being a private limited company regarding purchase / sale goods and materials not exceeding ₹ 25 Crores for each financial year for the period of three financial years with effect from 18th August, 2023 i.e. from the financial year 2023-24 to 2025-26. Pursuant to the recommendation of Audit Committee, the Board has given its approval for the said material related party transaction in its meeting held on Tuesday, July 11, 2023.

As per the provisions of Section 188(1)(a) of the Companies Act, 2013 and rules made thereunder, read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Board of Directors of the Company seeks approval from member of the Company for entering into material related party transactions for purchase / sale of goods / materials aggregating the limit up to ₹ 25 Crores (Rupees Twenty-Five Crores Only) for each financial year for the period of three financial years i.e. from the financial year 2023-24 to 2025-26 with the related party being M/s. Camex Speciality Private Limited (Formerly known as Camex Reality Private Limited).

Camex Limited

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of members:

Sr. No.	Particulars	Information / Comments
1.	Name of related party and Nature of Relationship;	M/s. Camex Speciality Private Limited (Formerly known as Camex Reality Private Limited), a private limited company Directors of this Company being relatives of Directors of the Company.
2.	Nature, duration of the contract and particulars of the contract or arrangement;	Purchase / Sale of goods / materials. For a period of 3 financial years with aggregating the limit upto 25 crores for each financial year.
3.	Material terms of contract or arrangement including the value if any;	Purchase / Sale of goods / materials not exceeding ₹ 25 Crores for each financial year for the three financial years i.e. from the financial year 2023-24 to 2025-26.
4.	Any advance paid or received for the contract or arrangements, if any;	Nil
5.	Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract;	The transaction would be carried out at price generally prevailing in the market.
6.	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
7.	Any other information relevant, if any	Nil

Further additional disclosures as per circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 are mentioned below:

Sr. No.	Particulars	Information / comments
a.	Type, material terms and particulars of the proposed transaction	Purchase / Sale of goods / materials not exceeding ₹ 25 Crores for each financial year for the three financial years i.e. from the financial year 2023-24 to 2025-26.
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	M/s. Camex Speciality Pvt. Ltd. a Related Party having a common Director namely Mr. Chandraprakash Chopra and Mr. Rahul Chopra who are also a Director in Camex Limited. Further Mrs. Jayshree Chandraprakash Chopra the other Directors of M/s. Camex Speciality Pvt. Ltd., is a wife of Mr. Chandraprakash Chopra.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	2023-24 to 2025-26 (3 Years)
d.	Value of proposed transactions	₹25 Crores
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided); (considering FY 2022-23 as the immediately preceding financial year)	17.03%

Sr. No.	Particulars	Information / comments	
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiaries	NOT APPLICABLE	
v.	details of the source of funds in connection with the proposed transaction		
vi.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> - nature of Indebtedness - Cost of funds; and - tenure 		
vii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and		
viii.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT		
g.	Justification as to why the RPT is in the interest of the listed entity		Camex Specialities Pvt. Ltd. is dealing in the materials / goods which is not easily available in the market. Therefore, it is necessary to enter into such material related party transaction with Camex Specialities Pvt. Ltd.
h.	A copy of the valuation or other external party report, if any such report has been relied upon		NA
i.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis		318.98%
j.	Any other information that may be relevant	NA	

Member are hereby informed that pursuant to second proviso of Section 188(1) of the Companies Act, 2013 and in terms of provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no member of the Company who is a related party shall vote on this ordinary resolution to approve above such contract or arrangement. Your directors recommend to pass the resolution as set out in the notice.

None of the Directors (except Mr. Chandraprakash Chopra, Mr. Jitendra Chopra and Mr. Rahul Chopra) and their relatives are directly or indirectly concerned or interested in this resolution. None of the Key Managerial Personnel of the Company and their relatives is directly/indirectly interested or concerned in the above resolution.

Item No. 5

Reappointment of Mr. Arpit Shah as an Independent Director for his second term:

Members be informed that the term of Mr. Arpit Shah would be expired on August 7, 2023 therefore keeping in view his experience and knowledge and upon receipt of recommendation of Nomination and Remuneration Committee and notice in writing in terms of Section 160(1) of the Companies Act, 2013, from a member of the Company recommending his candidature for the office of Director, the Board has reappointed Mr. Arpit Shah as an Independent Director for a period of 5 (five) years commencing from 08.08.2023 to 07.08.2028.

Mr. Arpit Shah, Non-Executive Independent Director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Arpit Shah fulfils the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Director Mr. Arpit Shah as an Independent Director is now being placed before the Members for their approval.

None of the Directors (except Mr. Arpit Shah), relatives of Directors and Key Managerial Personnel of the Company is directly/indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company.

Accordingly, the Board of Directors at its meeting held on July 11, 2023 recommended the resolution set out at Item no. 5 to be passed as special resolution by the members.

Camex Limited

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to Directors seeking appointment/re-appointment at the ensuing Annual General Meeting which is mentioned below:

Name of Director	Jitendra Chopra	Arpit Shah
DIN	00374945	08192969
Date of Birth	15/06/1975	25/05/1984
Age	48 year	38 year
Qualification	Bachelor of Commerce	Chartered Accountant
Experience (including expertise in specific functional area) / Brief Resume	He has experience of 27 years in this business	He has experience of 15 years in Accounts, Finance and Taxation
Nature of his expertise in specific functional areas	Marketing and Management	Accounts, Finance and Taxation
Terms and Conditions of Re-appointment	Terms and condition of appointment is as mentioned in the resolution and as per Rules and Regulation mentioned in the Act	Re-appointment is made for further tenure of 5 years with the approval of Board in their meeting held on dt.11/07/2023 but subject to the approval of the Members at the ensuing Annual General Meeting
Remuneration last drawn	6.00 Lac per Annum	Nil
Designation	Whole Time Director	Independent director
Remuneration proposed to be paid	6.00 Lac Per Annum	Nil
Date of first appointment on the Board	01/04/2013	08/08/2018
Shareholding in the company	0 (0%)	0 (0%)
Relationship with other Directors/ Manager and other Key Managerial Personnel of the company	Brother of Mr. Chandraprakash Chopra	N.A.
Number of Meetings of the Board attended during the year 2022-23	6 Nos	7 Nos
Names of listed entities in which the person also holds the Directorships (excluding this Company)	N.A.	N.A.
Names of listed entities in which the person also holds Membership of Committees of Board.* (excluding this company)	N.A.	N.A.
Chairman / Directorship of other companies	N.A.	N.A.
Names of companies along with listed entities in which person has resigned in the past three years.	N.A.	N.A.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Jitendra Chopra is having a skill and capabilities in the field of Marketing and Management.	Mr. Arpit Shah is a Chartered Accountant and he is having a vast knowledge of Accounts, Finance and Taxations.
Justification for choosing the appointee for appointment as Independent Director	N.A.	Due to expertise in the field of Accounts, Taxations and Audit.

Registered Office:

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

Date: 11th July 2023
Place: Ahmedabad

By Order of the Board

Mr. Chandraprakash Chopra
Chairman & Managing Director
DIN: 00375421