

## NOTICE

**NOTICE** is hereby given that the 30<sup>th</sup> Annual General Meeting of CAMEX LIMITED will be held on Thursday, 19<sup>th</sup> September, 2019 at 10.00 a.m. at Hotel Cosmopolitan, Darshan Society Road, Nr. Stadium Circle, Navrangpura, Ahmedabad-380009 to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt:
  - (a) the audited standalone financial statement of the company for the Financial Year ended March 31, 2019, 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 March 31, 2019.
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. **Re-appointment of Mr. Chandraprakash Chopra (DIN: 00375421) as a Managing Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable LODR provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Rules made there under, as amended from time to time, **Mr. Chandraprakash Bhanwarlal Chopra** be and is hereby reappointed as a Managing Director of the Company for a period of 3 (three) years with effect from 1<sup>st</sup> April, 2019 on the terms mentioned herein under:

**Salary** : Rs. 3,00,000 Per Month (Rupees Three Lacs Only)

**Period** : Three Years (01/04/2019 to 31/03/2022)

**Perquisite** : Perquisites payable are as under

- (a) Contribution to provident fund, superannuation fund or annuity fund to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity payable at a rate not exceeding half a month’s Salary for each completed year of service.
- (c) Encashment of leave at the end of tenure.
- (d) Leave travel concession:- Return passage for self and family in accordance with the rules specified by the company.
- (e)
  - (1) the expenditure by the company on hiring unfurnished accommodation will be subject to ceiling of 60% of salary over and above 10% payable by him.
  - (2) If the accommodation is owned by the company, 10% of the salary of the Managing Director shall be deducted by the company.
  - (3) If no accommodation is provided by the company, the Managing Director shall be entitled to house rent subject to a ceiling mentioned in (e) of (1) above.

**Explanation:** The expenditure incurred by company on gas, electricity, water and furnishing shall be valued as per the Income-Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of the salary of the appointee.

**RESOLVED FURTHER THAT** notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Chandraprakash Chopra, as Managing Director of the Company, the remuneration payable to him shall be in accordance with limit prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute such documents as may be required for the purpose of implementation of this resolution.”

4. **Re-appointment of Mr. Jitendra Chopra (DIN: 00374945) as a Whole-Time Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Rules made there under, as amended from time to time, **Mr. Jitendra Bhanwarlal Chopra** be and is hereby reappointed as a Whole Time Director of the Company for a period of 3 (three) years with effect from 1<sup>st</sup> April, 2019 on the terms mentioned herein under:

**Salary** : Rs. 2,00,000 per month (Rupees Two Lacs Only)

**Period** : Three Years (01/04/2019 to 31/03/2022)

**Perquisite** : Perquisites payable are as under

- (a) Contribution to provident fund, superannuation fund or annuity fund to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity payable at a rate not exceeding half a month's Salary for each completed year of service.
- (c) Encashment of leave at the end of tenure.
- (d) Leave travel concession:- Return passage for self and family in accordance with the rules specified by the company.
- (e)
  - (1) the expenditure by the company on hiring unfurnished accommodation will be subject to ceiling of 60% of salary over and above 10% payable by him.
  - (2) If the accommodation is owned by the company, 10% of the salary of the Whole Time Director shall be deducted by the company.
  - (3) If no accommodation is provided by the company, the Whole Time Director shall be entitled to house rent subject to a ceiling mentioned in (e) of (1) above.

**Explanation:** The expenditure incurred by company on gas, electricity, water and furnishing shall be valued as per the Income-Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of the salary of the appointee.

**RESOLVED FURTHER THAT** notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Jitendra Chopra, as Whole-time Director of the Company, the remuneration payable to him shall be in accordance with limit prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute such documents as may be required for the purpose of implementation of this resolution."

**5. Re-appointment of Mr. Mahavirchand Chopra (DIN: 00398369) as a Whole-Time Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Rules made thereunder, as amended from time to time, **Mr. Mahavirchand Laxmichand Chopra** be and is hereby reappointed as a Whole Time Director of the Company for a period of 3 (three) years with effect from 1<sup>st</sup> April, 2019 on the terms mentioned herein under:

**Salary** : Rs. 1,50,000 per month (Rupees One Lac Fifty Thousand Only)

**Period** : Three Years (01/04/2019 to 31/03/2022)

**Perquisite** : Perquisites payable are as under

- (a) Contribution to provident fund, superannuation fund or annuity fund to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity payable at a rate not exceeding half a month's Salary for each completed year of service.
- (c) Encashment of leave at the end of tenure.
- (d) Leave travel concession:- Return passage for self and family in accordance with the rules specified by the company.
- (e)
  - (1) the expenditure by the company on hiring unfurnished accommodation will be subject to ceiling of 60% of salary over and above 10% payable by him.
  - (2) If the accommodation is owned by the company, 10% of the salary of the Whole Time Director shall be deducted by the company.
  - (3) If no accommodation is provided by the company, the Whole Time Director shall be entitled to house rent subject to a ceiling mentioned in (e) of (1) above.

**Explanation:** The expenditure incurred by company on gas, electricity, water and furnishing shall be valued as per the Income-Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of the salary of the appointee.

**RESOLVED FURTHER THAT** notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Mahavirchand Laxmichand Chopra, as Whole-time Director of the Company, the remuneration payable to him shall be in accordance with limit prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute such documents as may be required for the purpose of implementation of this resolution.”

**6. Providing unsecured loan to M/s. Camex Realty Private Limited:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other rules, regulations, notifications and circulars issued (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time) and the relevant provisions of the Memorandum and Articles of Association of the Company, and in furtherance to the existing loans given if any, the consent of the Members be and is hereby accorded to grant unsecured for an amount not exceeding Rs. 5 Crores to Camex Realty Private Limited on such terms and conditions as may be mutually agreed upon.

**RESOLVED FURTHER THAT** Mr. Chandraprakash Chopra, Managing Director of the Company be and is hereby authorized to decide from time to time, the terms and conditions including interest rate, execute necessary documents, papers, agreements, etc. for the aforesaid grant of loans to Camex Realty Pvt. Ltd. and to do all such acts, deeds and things as may be required in order to give effect to this resolution.”

**7. Approval of Related Party Transactions regarding Purchase and Sale with M/s. Camex Industries:**

**To consider and if thought fit to pass with or without modification(s) 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 Material Related Party Transactions entered by the Company as defined under section 188 of the Companies Act, 2013 with M/s. Camex Industries for purchase / sale of goods and materials not exceeding Rs. 15 Crores for the financial year 2019-20.

**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. Approval of Related Party Transaction with Camex Realty Pvt. Ltd.:**

**To consider and if thought fit to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 188(1)(d) 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) Regulations, 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, 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.”

## 9. Appointment Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (‘the Act’) read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof] and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mr. Sunil Kothari (DIN: 01749751), who was appointed as an Independent Director of the Company at 25th Annual General Meeting of the Company and holds office up to 4th July, 2019 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from 5<sup>th</sup> July, 2019 up to 4<sup>th</sup> July, 2024.”

### Registered Office:

Camex House, 2<sup>nd</sup> Floor  
Stadium Commerce Road,  
Navrangpura, Ahmedabad- 380 009

### By Order of the Board

Mr. Chandraprakash Chopra  
Chairman & Managing Director  
DIN: 00375421

Date: 8<sup>th</sup> August, 2019

Place: Ahmedabad

### NOTES:

- 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. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
- The Register of Members and Share Transfer Books of the Company will remain closed from 12<sup>th</sup> September, 2019 to 19<sup>th</sup> September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
- 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.
- Information regarding appointment/ re-appointment of Directors and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted are annexed hereto.
- The route map showing directions to reach the venue of AGM is annexed
- Particulars of the Directors Seeking Appointment / Reappointment at the ensuing Annual General Meeting pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Particulars	Mr. Chandraprakash Chopra	Mr. Jitendra Chopra	Mr. Mahavirchand Chopra	Mr. Sunil Kothari
Resume	He is in the business of manufacturing, Export and import of dyes and intermediates, pigments and specialty Chemicals since 1989. He is promoter of the company. He is B.com graduate. He has experience of 31 years in this business.	He is in the business of Textile and Leather dyestuffs, Auxiliaries, Dye intermediates, and pigment Dispersions since 1997. He is B.Com Graduate. He handles marketing department. He has experience of 23 years in this business.	He is in the business of Textile and Leather dyestuffs, Auxilia ries, Dye intermediates, And pigment Dispersions since 1996. He is B.SC Graduate. He handles manufacturing Plant of the company. He has experience of 24 years in this business.	He is a Fellow Member of ICAI since 1998. He is an expert in matters related Audit and Assurance, Corporate Advisory, Financial Advisory Services.
Expertise in Functional Area	Manufacturing, Marketing, technical, Accounts, Import and Exports	Marketing and Management	Manufacturing	Financial Advisory Services, Audit and Accounts.

Particulars	Mr. Chandraprakash Chopra	Mr. Jitendra Chopra	Mr. Mahavirchand Chopra	Mr. Sunil Kothari
Relationship between Directors inter-se	<ul style="list-style-type: none"> <li>Brother of Mr. Jitendra Chopra</li> <li>Brother-in-law of Mr. Mahavirchand Chopra</li> </ul>	<ul style="list-style-type: none"> <li>Brother of Mr. Chandraprakash Chopra</li> <li>Brother-in-law of Mr. Mahavirchand Chopra</li> </ul>	Brother-in-law of Mr. Chandraprakash Chopra And Jitendra Chopra	N.A.
Directorship in Other Listed Entities	Nil	Nil	Nil	Nil
Membership of Committees of the Board	Audit Committee	Stakeholder Relationship Committee	Stakeholder Relationship Committee	Audit Committee and Nomination and Remuneration Committee
Shareholding in the Company	1306730 (12.80%)	730300 (7.15%)	27695 (0.27%)	Nil

#### Notes For e-voting:

In compliance with the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of remote e-voting facility for business as set out in the Notice. Please note that the voting through electronic means is optional for shareholders. The members, whose names appear in the Register of members/list of Beneficial Owners as on Thursday, 12<sup>th</sup> September, 2019 i.e. cut-off date are entitled to vote on the resolutions set forth in this Notice. The voting through electronic means will commence on Monday, 16<sup>th</sup> September, 2019 at 9.00 AM and end on Wednesday, 18<sup>th</sup> September, 2019 at 5.00 PM. The members will not be able to cast their vote electronically envisaged herein above beyond the date and time mentioned above. The Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary (Membership No. F 2587) from M/s. Ravi Kapoor & Associates, to act as the scrutinizer for conducting the electronic voting process in a fair and transparent manner.

#### E-VOTING INSTRUCTION:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 16<sup>th</sup> September, 2019 at 9.00 a.m. end on Wednesday 18<sup>th</sup> September, 2019 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 i.e. Thursday, 12<sup>th</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
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"> <li>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 as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also use Mobile app - “m - Voting” for e voting. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, 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](mailto: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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

##### **ITEM NO 3.**

On recommendation made by Nomination and Remuneration Committee, the Board of Directors in it’s meeting held on 22<sup>nd</sup> May, 2019, approved the proposal to reappoint Mr. Chandraprakash Chopra (DIN: 00375421) as Managing Director for the period of three years subject to approval of shareholder of the Company and such other approval as may be required. Mr. Chandraprakash Chopra is B.Com graduate and having vast experience in the business of dyes and chemicals.

Section 198 read with Section II of Part II of Schedule V to the Companies Act, 2013 (‘Act’) and pursuant Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, inter alia, necessitates the Company to comply with the conditions stipulated there under including seeking approval from the shareholders by way of passing a special resolution for payment of remuneration by the Company for a period not exceeding three years, in any financial year, during the currency of the tenure of a managerial person, if it has no profits or its profits are inadequate.

**STATEMENT AS REQUIRED UNDER CLAUSE (B) OF SECTION II OF SCHEDULE V TO THE COMPANIES ACT, 2013**

**I GENERAL INFORMATION**

1. Nature of Industry :  
**Manufacturing and trading of Dyes & Chemicals**
2. Date or Expected Date of Commencement of Commercial Business :  
**Commercial production already started in 1990**
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **N.A.**
4. **Financial Performance Based On Given Indicators (As on 31.03.2019)**

(Amount in INR)

Particulars	₹ In Lacs
Turnover including other income	14051.50
Total Expenses	13642.03
Profit/Loss Before Tax	409.47
Profit/Loss After Tax	314.38
Dividend Rate	N.A.

5. Export Performance & Net Foreign exchange collaboration FOB Value of Exports: Rs. 2524.79 Lakhs
6. Foreign Investments or Collaboration if Any : **Camex HK Limited**

**II INFORMATION ABOUT THE APPOINTEES**

**1. Back Ground Details**

Mr. Chandraprakash Chopra was reappointed as Managing Director of the Company for a period of three years w.e.f 1<sup>st</sup>April 2019. Mr. Chandraprakash Chopra is B.com and having a vast experience of business and administration.

**2. Past Remuneration**

Mr. Chandraprakash Chopra was paid managerial remuneration of Rs. 36,00,000 p.a. (Remuneration includes Salary, Allowances and Perquisites) during the period From 01/04/2016 To 31/03/2019.

**3. Recognition or Awards**

Mr. Chandraprakash Chopra has experience of the more than 31 years in the business of the dyes and chemical. He is also associated with many industry associations and share his valuable knowledge.

**4. Job Profile**

Mr. Chandraprakash Chopra is having experience of more than 31 years in the dyes and chemicals. He is having full control of the operations of the Company. He has the expertise in the field of marketing, technical, accounts and etc.

**5. Remuneration Proposed**

Sr. No	Name of Director	Existing Remuneration	Proposed Remuneration
1	Mr.Chandraprakash Chopra	Rs. 3,00,000 P.M.	Rs. 3,00,000 P.M.

**6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):**

In view of inadequacy of profit in the financial year 2018-19, the appointees have opted for drawing much less remuneration compared to the remuneration being drawn by their counterparts in the Industry though the appointees are entitled to receive remuneration at par with their counterparts in the industry by virtue of his profile of the position and person.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:**

There is pecuniary relationship with the Company or relationship with managerial personnel.

**III OTHER INFORMATION**

**1. Reason for Inadequate Profit**

Profit was inadequate during the year because of Commodity Price Fluctuation and Dollar Price Fluctuation.

**2. Steps taken or proposed to be taken for Improvement**

Company has already implemented its expansion plan of Unit-II. This will improve the profitability of the company.

**3. Expected increase in productivity and profits in measurable terms**

Company has plan to commence new business activities regarding rubber and its related products. Booming market of these businesses will offer huge turnover and profits to the company in upcoming years.

Pursuant to provisions of Section 196 and 197 read with Schedule V of the Companies Act, 2013 the approval of the members is required to be obtained for his re-appointment. The board recommends the resolution for approval of members.

None of the directors (except Mr. Chandraprakash Chopra, Mr. Mahavir Chopra and Mr. Jitendra Chopra) and their relatives are directly or indirectly concerned or interested in above 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.**

On recommendation made by Nomination and Remuneration Committee, the Board of Directors at their meeting held on 22<sup>nd</sup> May, 2019, approved the proposal to reappoint Mr. Jitendra Chopra (DIN: 00374945) as Whole-Time Director for the period of three years subject to approval of shareholder of the Company and such approval as may be required. Mr. Jitendra Chopra is B.Com graduate and having vast experience in the business of dyes and chemicals. He handles marketing department and management of the whole company.

Section 198 read with Section II of Part II of Schedule V to the Companies Act, 2013 ('Act') and pursuant Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, inter alia, necessitates the Company to comply with the conditions stipulated there under including seeking approval from the shareholders by way of a special resolution for payment of remuneration by the Company for a period not exceeding three years, in any financial year, during the currency of the tenure of a managerial person, if it has no profits or its profits are inadequate.

**STATEMENT AS REQUIRED UNDER CLAUSE (B) OF SECTION II OF SCHEDULE V TO THE COMPANIES ACT, 2013**

**I GENERAL INFORMATION**

**1. Nature of Industry :**

**Manufacturing and trading of Dyes & Chemicals**

**2. Date or Expected Date of Commencement of Commercial Business :**

**Commercial production already started in 1990**

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.**

**4. Financial Performance Based On Given Indicators (As on 31.03.2019)**

(Amount in INR)

Particulars	₹ In Lacs
Turnover including other income	14051.50
Total Expenses	13642.03
Profit/Loss Before Tax	409.47
Profit/Loss After Tax	314.38
Dividend Rate	N.A.

**5. Export Performance & Net Foreign exchange collaboration FOB Value of Exports: Rs. 2524.79 Lakhs**

**6. Foreign Investments or Collaboration if Any : Camex HK Limited**



## II INFORMATION ABOUT THE APPOINTEES

### 1. Back Ground Details

Mr. Jitendra Chopra was reappointed as Whole-time Director of the Company for a period of three years w.e.f 1st April 2019. Mr. Jitendra Chopra is B.com and have vast experience of marketing, management and administration.

### 2. Past Remuneration

Mr. Jitendra Chopra was paid managerial remuneration of Rs. 24,00,000 p.a. (Remuneration includes Salary, Allowances and Perquisites) during the period From 01/04/2016 To 31/03/2019.

### 3. Recognition or Awards

Mr. Jitendra Chopra has experience of the more than 23 years in the business of the dyes and chemical. He is also associated with many industry associations and share his valuable knowledge.

### 4. Job Profile

Mr. Jitendra Chopra is having experience of more than 23 years in the dyes and chemicals. He is having full control of the operations of the Company. He has the expertise in the field of marketing and management.

### 5. Remuneration Proposed

Sr. No	Name of Director	Existing Remuneration	Proposed Remuneration
1	Mr. Jitendra Chopra	Rs. 2,00,000 P.M.	Rs. 2,00,000 P.M.

### 6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

In view of inadequacy of profit in the financial year 2018-19, the appointees have opted for drawing much less remuneration compared to the remuneration being drawn by their counterparts in the Industry though the appointees are entitled to receive remuneration at par with their counterparts in the industry by virtue of his profile of the position and person.

### 7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

There is pecuniary relationship with the Company or relationship with managerial personnel.

## III OTHER INFORMATION

### 1. Reason for Inadequate Profit

Profit was inadequate during the year because of Commodity Price Fluctuation and Dollar Price Fluctuation.

### 2. Steps taken or proposed to be taken for Improvement

Company has started to generate revenue from newly commenced business activity (diversify the business by accepting various object clause). This will improve the profitability of the company.

### 3. Expected increase in productivity and profits in measurable terms

Company has plan to commence new business activities regarding rubber and its related products. Booming market of these businesses will offer huge turnover and profits to the company in upcoming years.

Pursuant to provisions of Section 196 and 197 read with Schedule V of the Companies Act, 2013 the approval of the members is required to be obtained for his re-appointment. The board recommends the resolution for approval of members.

None of the directors (except Mr. Chandraprakash Chopra, Mr. Mahaveer Chopra and Mr. Jitendra 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.

On recommendation made by Nomination and Remuneration Committee, the Board of Directors at their meeting held on 22<sup>nd</sup> May, 2019, approved the proposal to reappoint Mr. Mahavirchand Chopra (DIN: 00398369) as Whole-time Director for the period of three years subject to approval of shareholder of the Company and such approval as may be required. Mr. Mahavirchand Chopra is B.SC graduate and having vast experience in the business of dyes and chemicals. He handles manufacturing plant of a company.

Section 198 read with Section II of Part II of Schedule V to the Companies Act, 2013 ('Act') and pursuant Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, inter alia, necessitates the Company to comply with the conditions stipulated there under including seeking approval from the shareholders by way of a special resolution for payment of remuneration by the Company for a period not exceeding three years, in any financial year, during the currency of the tenure of a managerial person, if it has no profits or its profits are inadequate.

#### STATEMENT AS REQUIRED UNDER CLAUSE (B) OF SECTION II OF SCHEDULE V TO THE COMPANIES ACT, 2013

##### I GENERAL INFORMATION

- Nature of Industry :  
**Manufacturing and trading of Dyes & Chemicals**
- Date or Expected Date of Commencement of Commercial Business :  
**Commercial production already started in 1990**
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **N.A.**
- Financial Performance Based On Given Indicators (As on 31.03.2019)**

(Amount in INR)

Particulars	₹ In Lacs
Turnover including other income	14051.50
Total Expenses	13642.03
Profit/Loss Before Tax	409.47
Profit/Loss After Tax	314.38
Dividend Rate	N.A.

- Export Performance & Net Foreign exchange collaboration FOB Value of Exports: Rs. 2524.79 Lakhs
- Foreign Investments or Collaboration if Any : **Camex HK Limited**

##### II INFORMATION ABOUT THE APPOINTEES

###### 1. Back Ground Details

Mr. Mahavirchand Chopra was reappointed as Whole-time Director of the Company for a period of three years w.e.f 1st April 2019. Mr. Mahavirchand Chopra is B.SC graduate and having vast experience in the business of dyes and chemicals. He handles manufacturing plant of a company.

###### 2. Past Remuneration

Past Remuneration of Mr. Mahavirchand Chopra (From 01/04/2016 To 31/03/2019) was Rs.12,00,000 p.a. (Remuneration includes Salary, Allowances and Perquisites).

###### 3. Recognition or Awards

Mr. Mahavirchand Chopra has experience of the more than 24 years in the business of the dyes and chemical. He is also associated with many industry associations and share his valuable knowledge.

###### 4. Job Profile

Mr. Mahavirchand Chopra is having experience of more than 24 years in the dyes and chemicals. He handles manufacturing Plant of the company.

###### 5. Remuneration Proposed

Sr. No	Name of Director	Existing Remuneration	Proposed Remuneration
1	Mr. Mahavirchand Chopra	Rs. 1,00,000 P.M.	Rs. 1,50,000 P.M.

###### 6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

In view of inadequacy of profit in the financial year 2018-19, the appointees have opted for drawing much less remuneration compared to the remuneration being drawn by their counterparts in the Industry though the appointees are entitled to receive remuneration at par with their counterparts in the industry by virtue of his profile of the position and person.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:**

There is pecuniary relationship with the Company or relationship with managerial personnel.

**III OTHER INFORMATION**

**1. Reason for Inadequate Profit**

Profit was inadequate during the year because of Commodity Price Fluctuation and Dollar Price Fluctuation.

**2. Steps taken or proposed to be taken for Improvement**

Company has started to generate revenue from newly commenced business activity (diversify the business by accepting various object clause). This will improve the profitability of the company.

**3. Expected increase in productivity and profits in measurable terms**

Company has plan to commence new business activities regarding rubber and its related products. Booming market of these businesses will offer huge turnover and profits to the company in upcoming years.

Pursuant to provisions of Section 196 and 197 read with Schedule V of the Companies Act, 2013 the approval of the members is required to be obtained for his re-appointment. The board recommends the resolution for approval of members.

None of the directors (except Mr. Mahavirchand Chopra, Mr. Chandraprakash Chopra and Mr. Jitendra Chopra) and their relatives are directly or indirectly concerned or interested in above 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 6**

Camex Realty Private Limited (CRPL) is a Company in which Mr. Chandraprakash Chopra, Managing Director of the Company is a Director and Shareholder and Mr. Jitendra Chopra, Director of the Company is a shareholder. The principal business activities of CRPL is real estate activities.

In pursuance to the provisions of Section 185 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 it is proposed to give unsecured loan to CRPL not exceeding Rs. 5 Crores on such terms and conditions as may be mutually agreed upon and the said approval was granted by the Board of Directors of the Company in it's meeting held on 8<sup>th</sup> August, 2019.

Full particulars of details of unsecured loan is mentioned as below:

1. Amount of unsecured loan to be given: Rs. 5,00,00,000/-
2. Purpose for which providing loan to be utilised by CRPL: Business Purpose
3. Other relevant facts: Not Applicable

CRPL is in need of short term funds for it's business purpose. The loan granted by the Company will be utilized by it for it's business purpose only.

In order to give unsecured loan to CRPL, approval of members is sought by passing special resolution. The Board recommends the resolution set out at Item no. 6 of notice of AGM to be passed as a special resolution by the members.

None of the Directors of the Company except Mr. **Chandraprakash Chopra**, Mr. **Jitendra Chopra** and their relatives are concerned and interested in this resolution. None of the Key Managerial Personnel and their relatives are any way concerned or interested in this resolution.

**ITEM NO. 7 & 8**

Pursuant to provisions of Section 188(1)(a) of the Companies Act, 2013 read with rules made thereunder and in terms of Regulations 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 consent of the members by way of ordinary resolution is required for approval of material related party transactions entered / proposed to be entered in to by the Company with it's related parties.

Your Company has some related party transactions with M/s. Camex Industries and with M/s. Camex Realty Pvt. Ltd. which is likely to increase during the financial year 2019-20 and will be considered as Material Related Party Transactions . The Audit Committee and Board of Directors of the Company at it's meeting held on 22<sup>ND</sup> May, 2019 has accorded it's approval for the said related party transactions and for which your approval is required u/s 188 of the Companies Act, 2013 and also under the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015. The details of the proposed material related party transactions are given below:

Sr. No.	Name of Related Party	Name of the director or KMP and their relatives who are related, if any	Nature of relationship	Nature of transactions	Proposed / Amount of Transaction
1.	Camex Industries	<ul style="list-style-type: none"> <li>Mr. Chandraprakash Chopra, Managing Director of Camex Limited</li> </ul>	Mr. Rahul Chopra is a Proprietor of Camex Industries who is a son of Mr. Chandraprakash Chopra	Purchase and Sale of Finished Goods	To the extent of Rs. 15 Crores
2.	Camex Reality Pvt. Ltd.	<ul style="list-style-type: none"> <li>Mr. Chandraprakash Chopra</li> <li>Mr. Jitendra Chopra</li> </ul>	Mr. Chandraprakash Chopra is a Director and Member in Camex Reality Pvt. Ltd., and Mr. Jitendra Chopra is Member in Camex Reality Pvt. Ltd.	Accepting unsecured loan (Inter Corporate Loan) and Corporate Guarantee	Rs. 15 Crores

As per the SEBI Listing regulations, related parties of the Company shall abstain from voting on the said resolutions.

Accordingly, approval of members is sought by passing an ordinary resolutions.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in Item No.7 & Item No. 8 to the accompanying Notice as an ordinary resolutions.

None of the Directors (Except Mr. Chandraprakash Chopra and Mr. Jitendra Chopra) and their relatives are directly / indirectly interested in the above resolution. None of the Key Managerial Personnel and their relatives of Key Managerial Personnel is directly/ indirectly interested in the above resolutions.

#### ITEM NO. 9

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Sunil Kothari as an Independent Director, not liable to retire by rotation, for a second term of five years from 5th July, 2019 to 4th July, 2024 subject to approval of Members.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given their background, experience and contribution, the continued association of Independent Directors would be beneficial to the Company and it is desirable to continue to avail services from above mentioned Independent Directors.

The Company has received a declaration from above mentioned Independent Director to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, they had confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Independent Director has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited. Further, Above mentioned Independent Director is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given their consent to act as Director.

In the opinion of the Board, they fulfill the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Directors and are independent of the management of the Company.

A copy of the draft letter for re-appointment of the Independent Directors setting out the terms and conditions of their re-appointment are available for inspection by the Members at the Registered Office of the Company during the business hours (except on Saturdays and Sundays) and will also be kept available at the venue of the AGM till the conclusion of the AGM.

#### Registered Office:

Camex House, 2<sup>nd</sup> Floor  
Stadium Commerce Road,  
Navrangpura, Ahmedabad- 380 009

#### By Order of the Board

Mr. Chandraprakash Chopra  
Chairman & Managing Director  
DIN: 00375421

Date: 8<sup>th</sup> August, 2019

Place: Ahmedabad