

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of CAMEX LIMITED will be held on Monday, September 28, 2020 at 1.00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), 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, 2020, including Balance Sheet, Statement of Profit & Loss Account and Cash flow statement for the period ended on March 31, 2020, together with the Auditors’ and Directors’ Report thereon; and
 - (b) the audited consolidated financial statement of the Company for the Financial year ended March 31, 2020, including Balance Sheet, Statement of Profit & Loss Account and Cash flow statement for the period ended on March 31, 2020.
2. To appoint a director in place of Mr. Chandraprakash Chopra (DIN: 00375421), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. **Appointment of Mrs. Indra Singhvi (DIN: 07054136) as an 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, Mrs. Indra Balveermal Singhvi (DIN:07054136), who was appointed as an Independent Director of the Company at 26th Annual General Meeting of the Company and holds office up to January 11, 2020 and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160 of the Act from a member proposing her candidature for office of Director, 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 January 12, 2020 up to January 11, 2025.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution.”

4. **To alter main object clause of Memorandum of Association 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 Section 13 of the Companies Act, 2013 and other applicable provisions, if any, and the rules made there under, consent of the Members be and is hereby given to alter the Clause III (A) i.e. main object clause of Memorandum of Association of the Company by way of inserting new object clause no. 8 after clause no. 7

7. To carry on the business of manufacturing, trading, buying, selling, importing, exporting and dealing in textiles, cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fibre materials, yarn, cloth, linen, rayon and other goods or merchandise whether textile felted, netted or looped.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution.”

Registered Office:

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

Date: August 29, 2020
Place: Ahmedabad

By Order of the Board

Mr. Chandraprakash Chopra
Chairman & Managing Director
DIN: 00375421

NOTES:

1. In view of the situation arising due to COVID-19 global pandemic, 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 and Circular No. 20/2020 dated May 05, 2020. The 31st 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.
2. The Pursuant to the provisions of Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 21, 2020 to Monday, September 28, 2020 (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 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 MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
6. In terms of Section 152 of the Companies Act, 2013, Mr. Chandraprakash Chopra (DIN: 00375421) Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The details of Director seeking appointment/ re-appointment as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs (MCA) is annexed hereto.
7. Shareholders seeking any information with regard to Notice are requested to write to the Company atleast 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. The balance lying in the unpaid dividend account of the Company in respect of dividend declared for the financial year 2012-13 will be transferred to the Investor Education and Protection Fund of the Central Government. Shareholders who have not encashed their dividend warrants pertaining to the said year may approach the Company or its R & T Agent for obtaining payments thereof by September, 2020.
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 /Authorisation etc. authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act to the Scrutiniser by E-mail at registered E-mail address: ravi@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 dated April 8, 2020, April 13, 2020 and May 05, 2020 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 atleast 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. Monday, September 21, 2020 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. Monday, September 21, 2020 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. Monday, September 21, 2020.
- x. The Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary (Membership No. F2587) from M/s. Ravi Kapoor & Associates), to act as the Scrutinizer for conducting the remote e-voting process on the date of the AGM, in a fair and transparent manner.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Friday, September 25, 2020 at 9.00 a.m. and ends on Sunday, September 27, 2020 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 Monday, September 21, 2020 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 at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on "Shareholders" module.
- v. 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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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.
- viii. If you are a first time user follow the steps given below:

For Shareholders 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / communicated by mail indicated in the PAN field.
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 as mentioned in instruction (v).

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. 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.
- xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Camex Limited> on which you choose to vote.
- xiii. 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.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. 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.
- xix. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Process for those shareholders whose email addresses are not registered:

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. 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 atleast 7(seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@camexltd.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Relevancy of question and order of speakers at the meeting will be decided by Chairman.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. 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.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians:

- 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 favour 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 if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager 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 or 1800225533.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**ITEM NO. 3**

Based on recommendation of Nomination and Remuneration Committee and upon receipt of notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Indra Singhvi for the office of Independent Director of the Company, the Board of Directors proposes the re-appointment of Mrs. Indra Singhvi as Independent Director, not liable to retire by rotation, for a second term of five years from January 12, 2020 up to January 11, 2025 subject to approval of the Shareholders.

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

The Company has received a declaration from above mentioned Independent Director to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder 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, she had confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge their duties.

Independent Director has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 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 her consent to act as Director.

In the opinion of the Board, she fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Directors and independent to the management of the Company.

A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of her re-appointment are available for inspection by the Shareholders through electronic mode till the conclusion of the AGM.

None of the Directors, except Mrs. Indra Singhvi or the Key Managerial persons of your company and their relatives are directly or indirectly concerned or interested financially or otherwise in this resolution.

The Board of Directors recommend the special resolution for your approval.

ITEM NO. 4

The Board of Directors of the Company has decided in its meeting held on August 29, 2020 to diversify the business activities of the Company for dealing in Textile Business. Since the said activities are not covered in the main object of the Memorandum of Association of the Company therefore in pursuance to provisions of Section 13 of the Companies Act, 2013 it is required to alter the main object clause of Memorandum of Association of the Company by passing a special resolution by the members of the Company in the Annual General Meeting.

The alteration in the Object Clause of the memorandum of association as set out in the resolution is to facilitate diversification. This will enable the Company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company. This will also enlarge the area of operations of the Company.

None of the Directors or the Key Managerial persons of your company and their relatives are concerned or interested financially or otherwise in this resolution.

The Board of Directors recommend the special resolution for your approval.

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: August 29, 2020

Place: Ahmedabad

Particulars of the Directors Seeking Appointment / Reappointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on general meeting issued by the Institute of Company Secretaries of India.

Particulars	Mr. Chandraprakash Chopra	Mrs. Indra Singhvi
DIN	00375421	07054136
Date of Birth	30/09/1961	15/12/1957
Age	59 Years	62 Years
Nationality	Indian	Indian
Qualification	Bachelor of Commerce	Bachelor of Arts
Resume	He is in the business of manufacturing, Export and import of dyes and intermediates, pigments and specialty Chemicals since 1989. He is the promoter of the company. He is Bachelor of Commerce graduate. He has experience of 31 years in this business.	She is Bachelor of Arts. She has wide experience of more than 10 years in Finance and Administrative Work.
Expertise in Functional Area	Manufacturing, Marketing, technical, Accounts, Exports and Imports	Finance and Administration
Date of Appointment	13/10/1992	12/01/2015
Relationship between Directors inter-se and Key Managerial Personnel of the Company	<ul style="list-style-type: none"> • Brother of Mr. Jitendra Chopra • Brother-in-law of Mr. Mahavirchand Chopra 	NA
Directorship in Other Listed Entities	No	No
Name of other Companies in which he/she holds Directorship	1. Camex Wellness Limited 2. Camex Reality Private Limited	NA
Membership of Committees of the Board	Audit Committee and Stakeholder Relationship Committee	Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee
Chairman / Member of the Committees of the Board of other Company(ies)	Nil	NA
Shareholding in the Company	730300 equity shares (7.15%)	Nil
Terms of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	He is appointed as a Managing Director of the Company for a period of 3 (three) years with effect from April 1, 2019. He drawn last salary amounting Rs. 36,00,000 for the financial year 2019-20.	NA
Number of Board Meeting attended	5 (Five)	5 (Five)