

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of CAMEX LIMITED will be held on Thursday September 21, 2017 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 receive, consider, approve and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) Profit & Loss Account and Cash flow statement for the period ended on March 31, 2017 and the Balance Sheet as on the said date together with the Auditors' and Directors' Report thereon.
2. To appoint a director in place of Mr. Chandraprakash Chopra (DIN:00375421), who retires by rotation and being eligible, offers himself for reappointment.
3. Appointment of Auditor

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s P M Nahata & Co., Chartered Accountants, Ahmedabad (Registration No. 127484W) be and is hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting for the financial year 2021-22, (Subject to ratification of appointment at every AGM) at such remuneration as shall be fixed by the Board of Directors of the Company and Auditor."

SPECIAL BUSINESS:

4. Approval of Related Party Transaction 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 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 2017-18.

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

5. Approval of Related Party Transaction with Camex Reality 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 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.”

Registered Office:

Camex House, 2nd Floor
 Stadium Commerce Road,
 Navrangpura, Ahmedabad- 380 009
 CIN: L24230GJ1989PLC013041
Date : 9th August, 2017
 Place : Ahmedabad

By Order of the Board

Mr. Chandraprakash Chopra
 Chairman & Managing Director
 (DIN: 00375421)

NOTES:

1. 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.
2. The Register of Members and Share Transfer Books of the Company will remain closed from September 14, 2017 to September 21, 2017 (both days inclusive) for the purpose of Annual General Meeting.
3. 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.
4. 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.
5. The route map showing directions to reach the venue of AGM is annexed
6. Particulars of the Directors Seeking Appointment / Reappointment at the ensuing Annual General Meeting pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Sr. No.	Particulars	Name of Director and his details (Mr. Chandraprakash Chopra) (DIN: 00375421)
1.	Brief resume of the director	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 B.com graduate. He has experience of 29 years in this business.
2.	Nature of his expertise in specific functional areas;	Manufacturing, Marketing, technical, Accounts, Export and Import
3.	Disclosure of relationships between directors inter-se;	<ul style="list-style-type: none"> • Brother of Mr. Jitendra Chopra • Brother-in-law of Mr. Mahavirchand Chopra
4.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;	NO
5.	Shareholding of Executive Director	11,34,230

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, September 14, 2017 i.e. cutoff date are entitled to vote on the resolutions set forth in this Notice. The voting through electronic means will commence on September 18, 2017 at 09.00 a.m. and end on September 20, 2017 at 05.00 p.m. 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 September 18, 2017 at 09.00 a.m. and end on September 20, 2017 at 05.00 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 Thursday, September 14, 2017 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.
- (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 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"> • Members 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 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 (iv).

- (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. m-Voting app is available on IOS, Android & Windows based Mobile. 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 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.
 - 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.
- (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, under help section or write an email to helpdesk.evoting@cdslindia.com

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

ITEM 4& 5

Pursuant to provisions of Section 188 of the Companies Act, 2013 read with rules made thereunder and in terms of applicable provisions 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 Reality Pvt. Ltd. and with M/s. Camex Industries which is likely to increase during the financial year 2017-18 and will be considered as Material Related Party Transactions . The Audit Committee and Board of Directors of the Company at it’s meeting held earlier 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 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"> Mr. Chandraprakash Chopra, Managing Director Mrs. Jayshree Chopra, Mr. Rahul Chopra, Mrs. Preksha Chopra and Ms. Nikita Chopra are relatives of Managing Director 	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 p.a.
2.	Camex Reality Pvt. Ltd.	<ul style="list-style-type: none"> Mr. Chandraprakash Chopra, Managing Director Mr. Jitendra Chopra, Mr. Mahavir Chopra, Mrs. Jayshree Chopra, Mr. Rahul Chopra, Mrs. Preksha Chopra and Ms. Nikita Chopra are relatives of Managing Director 	Company having common Director	Accepting unsecured loan (Inter Corporate Loan) and Corporate Guarantee	Rs. 10 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.4 & Item No. 5 to the accompanying Notice as an ordinary resolutions.

None of the Directors (Except mentioned above), relatives of Directors (Except mentioned above) and Key Managerial Personnel and their relatives of the Company is directly/ indirectly interested in the above resolutions.

Registered Office:

Camex House, 2nd Floor
 Stadium Commerce Road,
 Navrangpura, Ahmedabad- 380 009
 CIN: L24230GJ1989PLC013041

Date : 9th August, 2017

Place : Ahmedabad

By Order of the Board

Mr. Chandraprakash Chopra
 Chairman & Managing Director
 (DIN: 00375421)