

## NOTICE

**NOTICE** is hereby given that the 27<sup>th</sup> Annual General Meeting of CAMEX LIMITED will be held on Tuesday, 20<sup>th</sup> September, 2016 at 10.00 a.m. at Hotel Cosmopolitan, Darshan Society Road, Near 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, 2016, together with the Auditors' and Directors' Report thereon.
2. To appoint a director in place of Mr. Jitendra Chopra (Din: 00374945) who retires by rotation and being eligible, offers himself for reappointment.
3. Appointment of Auditor

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the appointment of Surana Maloo & Co, Ahmedabad (Firm Registration No.112171W), as Auditors of the Company be and is hereby ratified from conclusion of this meeting till the conclusion of annual general meeting for the financial year 2016-17 on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit."

### **SPECIAL BUSINESS:**

4. **Appointment of Mr. Pritesh Devendra Jain (DIN: 07493469) as an Independent Director:**

**To consider and if thought fit to pass the following Resolution, as an Ordinary Resolution.**

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Pritesh Devendra Jain (DIN: 07493469 ), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the period of five years with effect from 30<sup>th</sup> May, 2016."

5. **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 an Ordinary 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. Chandraprakash Bhanwarlal Chopra (DIN: 00375421)** 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, 2016 on the terms Remunerated as under:

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

**Period:** Three Years (01/04/2016 to 31/03/2019)

**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) Children's education allowance in case of children studying in or outside India, an allowance limited to a maximum of ₹12000/- per month per child or actual expenses incurred, whichever is less. Such allowance is admissible up to a maximum of two children.
- (e) Holiday passage for children studying outside city limits of residence of appointee or outside India, return holiday passage once in a year by economy class to children from the place of their study to the place of residence of the appointee.
- (f) Leave travel concession:- Return passage for self and family in accordance with the rules specified by the company.

- (g) (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 (g) of (1) above.

**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 (DIN: 00375421), 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.”

#### 6. 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 an Ordinary 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. Jitendra Bhanwarlal Chopra (DIN: 00374945)** 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, 2016 on the terms Remunerated as under:

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

**Period:** Three Years (01/04/2016 to 31/03/2019)

**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) Children’s education allowance in case of children studying in or outside India, an allowance limited to a maximum of ₹12000/- per month per child or actual expenses incurred, whichever is less. Such allowance is admissible up to a maximum of two children.
- (e) Holiday passage for children studying outside city limits of residence of appointee or outside India, return holiday passage once in a year by economy class to children from the place of their study to the place of residence of the appointee.
- (f) Leave travel concession:- Return passage for self and family in accordance with the rules specified by the company.
- (g) (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 (g) of (1) above.

**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 (DIN: 00374945), 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.”

**7. 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 an Ordinary 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 (DIN: 00398369)** 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, 2016 on the terms Remunerated as under:

**Salary:** ₹ 1,00,000 per month (Rupees One Lacs Only)

**Period:** Three Years (01/04/2016 to 31/03/2019)

**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) Children’s education allowance in case of children studying in or outside India, an allowance limited to a maximum of ₹12000/- per month per child or actual expenses incurred, whichever is less. Such allowance is admissible up to a maximum of two children.
- (e) Holiday passage for children studying outside city limits of residence of appointee or outside India, return holiday passage once in a year by economy class to children from the place of their study to the place of residence of the appointee.
- (f) Leave travel concession:- Return passage for self and family in accordance with the rules specified by the company.
- (g) (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 (g) of (1) above.

**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 (DIN: 00398369), 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.”

**Registered Office:**  
 Camex House, 2<sup>nd</sup> Floor  
 Stadium Commerce Road,  
 Navrangpura,  
 Ahmedabad- 380 009  
**Date: 30<sup>th</sup> May, 2016**

**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 13<sup>th</sup> September, 2016 to 19<sup>th</sup> September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
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. 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.

**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. Pritesh Jain
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 B.com graduate. He has experience of 28 years in this business.	He is in the business of Textile and Leather dyes stuffs, Auxiliaries, Dye-intermediates, and pigment Dispersions since 1997. He is B.Com Graduate. He handles marketing department. He has experience of 20 years in this business.	He is in the business of Textile and Leather dyes stuffs, Auxiliaries, Dye-intermediates, and pigment Dispersions since 1996. He is B.SC Graduate. He handles manufacturing Plant of the company. He has experience of 21 years in this business.	He is a Chartered Accountant. He is expert in Accounts and Audit. He has experience of 5 years.
Expertise in functional areas	Manufacturing, Marketing, technical, Accounts, Export and Import	Marketing	Manufacturing	Accounts and Audit
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. Jitendra Chopra</li> <li>• Brother-in-law of Mr. Mahavirchand Chopra</li> </ul>	Brother-in-law of Mr. Mahavirchand Chopra and Mr. Jitendra Chopra	Independent Director
Directorship in other Listed entities	NO	NO	NO	NO
Membership of Committees of the Board	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Stakeholder Relationship Committee</li> </ul>	<ul style="list-style-type: none"> <li>• Nomination &amp; Remuneration Committee</li> </ul>	<ul style="list-style-type: none"> <li>• Stakeholder Relationship Committee</li> </ul>	_____
Shareholding of non-executive directors	N.A.	N.A.	N.A.	0

### 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 Tuesday, September 13, 2016 i.e. cutoff date are entitled to vote on the resolutions set forth in this Notice.

The voting through electronic means will commence on 17<sup>th</sup> September, 2016 at 9.00 am and will end on 19<sup>th</sup> September, 2016 at 5.00 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 17<sup>th</sup> September, 2016 at 9.00 A.M. and ends on 19<sup>th</sup> September, 2016 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 13<sup>th</sup> September, 2016, Tuesday, 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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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 Address sticker indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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 (Camex Limited) 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 cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (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 Corporate.
  - 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 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](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.

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).

The results declared alongwith the Scrutinizer's report shall be placed on the Company's web site [www.camexltd.com](http://www.camexltd.com) and on the web site of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com) within three days of passing of the resolutions and shall also be communicated to the stock exchange where shares of the Company are listed.

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

#### ITEM NO 4.

Pursuant to the provision of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, it is mandatory for the company to requisite number of independent director in the Board of Company. After due diligence, and on recommendation of Nomination and Remuneration Committee, the board of directors have decided to appoint Mr. Pritesh Jain (DIN No. 07493469) as Non-Executive Independent director of the company for the period of five year w.e.f. 30-05-2016.

Pursuant to section 149 (13) of the Companies Act 2013, Mr. Pritesh Jain an Independent Director of the Company need not to be retired by rotation.

The Board recommends the resolution in relation to appointment of Mr. Pritesh Jain as an Independent Director, for the approval by the shareholders of the Company

Mr. Pritesh Jain does not hold any equity shares in the company.

None of the directors (except Mr. Pritesh Jain), Key Managerial Personnel of the Company and their relatives is directly/ indirectly interested or concerned in the above resolution.

#### ITEM NO 5.

Mr. Chandraprakash Chopra (00375421) was reappointed as Managing Director of the Company for a period of three years w.e.f 1<sup>st</sup> April, 2016. Since then there has been a considerable increase in the duties and responsibilities. On recommendation made by nomination and remuneration committee and the board of directors at their meeting held on 2<sup>nd</sup> April 2016, approved the proposal to reappoint him as Managing Director for the period of three years

subject to 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'), inter alia, necessitates the Company to comply with the conditions stipulated there under including seeking approval from the shareholders by way of an ordinary resolution for payment of remuneration by the Company for a period not exceeding three years, if in any financial year, during the currency of the tenure of a managerial person, 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 31.03.2016)**

Particulars	₹ In Lacs
Turnover including other income	10183.59
Total Expenses	10045.18
Profit/Loss Before Tax	138.41
Profit/Loss After Tax	92.16
Earnings Per Share	0.90
Dividend Rate	-

5. Export Performance & Net Foreign exchange collaboration FOB Value of Exports: ₹ **23,19,98,130**
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 2016. Since then there has been a considerable increase in the duties and responsibilities. Mr. Chandraprakash Chopra is B.com and have vast experience of business and administration.

#### 2. Past Remuneration

Past Remuneration of Mr. Chandraprakash Chopra was ₹24,00,000 p.a. (Remuneration includes Salary, Allowances and Perquisites) and w.e.f. 1<sup>st</sup> April, 2014 Remuneration is ₹ 36,00,000/- p.a.

#### 3. Recognition or Awards

Mr. Chandraprakash Chopra has experience of more than 28 years in the business of the dyes and chemicals. 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 28 years in the dyes and chemicals. He is having full control on 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	₹ 3,00,000 p.m.	₹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 2015-16, 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 is taking steps for new market development. Company launches new products in the market. It will improve the profitability of the company.

3. Expected increase in productivity and profits in measurable terms

Company has come with the new project i.e Polythylene wax project. The company has achieved great success due to new project which will increase turnover and profits in coming quarters.

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 and Mr. Jitendra Chopra) Key Managerial Personnel of the Company and their relatives is directly/ indirectly interested or concerned in the above resolution.

**ITEM NO 6.**

Mr. Jitendra Chopra (00374945) was reappointed as Whole-time Director of the Company for a period of three years w.e.f 1<sup>st</sup> April, 2016. Since then there has been a considerable increase in the duties and responsibilities. On recommendation made by nomination and remuneration committee and the board of directors at their meeting held on 2<sup>nd</sup> April 2016, approved the proposal to reappoint him as Whole-time Director for the period of three years subject to approval as may be required. Mr. Jitendra 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'), interalia, necessitates the Company to comply with the conditions stipulated there under including seeking approval from the shareholders by way of a ordinary resolution for payment of remuneration by the Company for a period not exceeding three years, if in any financial year, during the currency of the tenure of a managerial person, 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 31.03.2016)**

Particulars	₹ In Lacs
Turnover including other income	10183.59
Total Expenses	10045.18
Profit/Loss Before Tax	138.41
Profit/Loss After Tax	92.16
Earnings Per Share	0.90
Dividend Rate	-



5. Export Performance & Net Foreign exchange collaboration FOB Value of Exports: ₹ 215,977,845/-
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 1<sup>st</sup> April 2016. Since then there has been a considerable increase in the duties and responsibilities. Mr. Jitendra Chopra is B.com and have vast experience of business and marketing.

### 2. Past Remuneration

Past remuneration of Mr. Jitendra Chopra (From 1<sup>st</sup> April, 2013 To 31<sup>st</sup> March, 2014) was ₹ 14,40,000 p.a. (Remuneration includes Salary, Allowances and Perquisites) and w.e.f. 1<sup>st</sup> April, 2014, Remuneration is ₹ 24,00,000 p.a.

### 3. Recognition or Awards

Mr. Jitendra Chopra has experience of the more than 20 years in the business of the dyes and chemicals. 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 20 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..

### 5. Remuneration Proposed

Sr. No.	Name of Director	Existing Remuneration	Proposed Remuneration
1.	Mr. Jitendra Chopra	₹ 2,00,000 P.M.	₹ 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 2015-16, 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 is taking steps for new market development. Company launches new products in the market. It will improve the profitability of the company.

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

Company has come with the new project i.e Polythylene wax project. The company has achieved great success due to new project which will increase turnover and profits in coming quarters.

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 and Mr. Jitendra Chopra) Key Managerial Personnel of the Company and their relatives is directly/ indirectly interested or concerned in the above resolution.

**ITEM NO 7.**

Mr. Mahavirchand Chopra (00398369) was reappointed as Whole-time Director of the Company for a period of three years w.e.f 1<sup>st</sup> April, 2016. Since then there has been a considerable increase in the duties and responsibilities. On recommendation made by nomination and remuneration committee and the board of directors at their meeting held on 2<sup>nd</sup> April 2016, approved the proposal to reappoint him as Whole-time Director for the period of three years subject to approval as may be required. Mr. Mahavirchand Chopra is B.SC 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'), interalia, necessitates the Company to comply with the conditions stipulated there under including seeking approval from the shareholders by way of a ordinary resolution for payment of remuneration by the Company for a period not exceeding three years, if in any financial year, during the currency of the tenure of a managerial person, 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 31.03.2016)**

Particulars	₹ In Lacs
Turnover including other income	10183.59
Total Expenses	10045.18
Profit/Loss Before Tax	138.41
Profit/Loss After Tax	92.16
Earnings Per Share	0.90
Dividend Rate	-

5. Export Performance & Net Foreign exchange collaboration FOB Value of Exports: **215,977,845**
6. 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 1<sup>st</sup> April 2016. Since then there has been a considerable increase in the duties and responsibilities. Mr. Mahavirchand Chopra is B.com and have vast experience of Manufacturing and administration.

**2. Past Remuneration**

Past Remuneration of Mr. Mahavirchand Chopra was ₹ 8,40,000 and w.e.f. 1<sup>st</sup> April, 2014, remuneration is ₹ 12,00,000/- p.a. (Remuneration includes Salary, Allowances and Perquisites)

**3. Recognition or Awards**

Mr. Mahavirchand Chopra is having experience of the more than 21 years in the business of the dyes and chemicals. 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 21 years in the dyes and chemicals. He is having full control of the operations of the plant. He has the expertise in the field of manufacturing, technical and etc.

### 5. Remuneration Proposed

Sr. No.	Name of Director	Existing Remuneration	Proposed Remuneration
1	Mr. Mahavirchand Chopra	₹ 1,00,000 P.M.	₹ 1,00,000 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 2015-16, 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

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

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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) Key Managerial Personnel of the Company and their relatives is directly/ indirectly interested or concerned in the above resolution.

#### Registered Office:

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

**Date: 30<sup>th</sup> May, 2016**

**By Order of the Board**

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