



Shree Aadinathay Namah

# CHEMEX CARE LIMITED

CIN: U24304GJ2017PLC099511 (UAN: GJ01B0086285)

**MANUFACTURING OF PERFUMES, DEODORANTS, DYESTUFF & TRADING OF ALL KINDS OF CHEMICALS**

**Registered Office:** 4th floor, 412 Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad -380015.

Mobile No.9429000479

Ph. No. 079-26730258

email: yccl@yashchemex.com

August 29, 2023

web: www.yasonschemexcare.com

To,  
The Manager- Listing Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, Plot No. C/1, Block-G, Bandra - Kurla Complex,  
Bandra (E), Mumbai - 400051

Scrip Code: YCCL

Dear Sir/Madam,

**Sub: Notice convening 06th Annual General Meeting (01st AGM- Post IPO) of the Company.**

We would like to inform you that the 06th Annual General Meeting ('AGM') of the Company will be held on Monday, September 25,2023 at 04:00 p.m. (IST) at the Registered Office of the Company, inter alia, to transact the businesses stated in the Notice convening 06th AGM.

Pursuant to Regulations 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we hereby submitting, Notice convening 06th AGM dated August 29,2023 which is part of Annual Report for the Financial Year 2022-23 as circulated to the members through electronic mode. The Notice is also uploaded on the Company's website and can be accessed at [www.yasonschemexcare.com](http://www.yasonschemexcare.com)

Brief details of 06th AGM are as below:

Particulars	Details
Day, Date and Time of 06th AGM	Monday, September 25,2023 at 4.00 p.m. (IST)
Cut-off date for e-voting	Monday, September 18,2023
Remote e-voting start day, date and time	Friday, September 22,2023 at 09.00 a.m. (IST)
Remote e-voting end day, date and time	Sunday September 24,2023 at 05.00 P.m. (IST)

**We request you to take the same on record.**

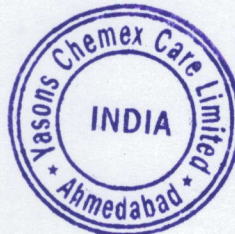
Yours faithfully,

For Yasons Chemex Care Limited

HIMALI  
MAHESHBHAI  
THAKKAR

Digitally signed by HIMALI  
MAHESHBHAI THAKKAR  
Date: 2023.08.29 15:41:19  
+05'30'

Himali M. Thakkar  
Company Secretary  
M. No: A47962



Encl: As above

Unit-1 : Shreeji Krupa, Ind. Est., Tajpur Road, Village Changodar, Taluka: Sanand, Ahmedabad-382213.

Unit-2 : A1/329, Phase-2, GIDC, Vatva, Ahmedabad-382445.



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NOTICE IS HEREBY GIVEN THAT THE 06TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY, 25TH DAY OF SEPTEMBER 2023 AT 04:00 P.M. (IST) AT 4TH FLOOR, 412 SIGMA ICON-1, 132FT RING ROAD, OPP. MEDILINK HOSPITAL, SATELLITE, AHMEDABAD-380015 TO TRANSACT THE FOLLOWING BUSINESSES:

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## **ORDINARY BUSINESS:**

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS' THEREON;
2. TO APPOINT A DIRECTOR IN PLACE OF MRS. DIMPLE PRITESH SHAH (DIN:06914755), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.

## **SPECIAL BUSINESS:**

3. TO APPOINT MS. SILVA KRIYANGBHAI SHAH (10283803) AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to applicable provisions of Section 149, 150, 152, read with Schedule IV and other applicable provision of the Companies Act, 2013 (“the Act”) and Rules framed there under and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors, Ms. Silva Kriyangbhai Shah (DIN: 10283803) who was appointed by the Board of Directors of the Company as an Additional Directors at their Board Meeting held on 21<sup>st</sup> August, 2023 to hold office as an Independent Director of the Company up to the date of ensuing Annual General Meeting of the Company and who is eligible for being re-appointed as an Independent Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 21<sup>st</sup> August, 2023 to 20<sup>th</sup> August, 2028 (both days inclusive), not liable to retire by rotation and on such terms as stated in the explanatory statement hereto.”



#### 4. TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION TO BE ENTERED WITH YASH CHEM:

In this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **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’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time, pursuant to the approval of the Audit Committee and the recommendation of the Board of Directors, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into transaction(s)/contract(s)/ arrangement(s)/ agreement(s) with Yash Chem for purchase/sale of goods and materials not exceeding Rs. 10 Crores for the financial year 2023-24 and such other terms and conditions as provided in the explanatory statement;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee(s) thereof) be and are hereby severally 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 amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

#### 5. TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION TO BE ENTERED WITH YASH CORPORATION:

In this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **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’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time, pursuant to the approval of the Audit Committee and the recommendation of the Board of Directors, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into transaction(s)/contract(s)/ arrangement(s)/ agreement(s) with Yash Corporation for purchase/sale of goods and materials not exceeding Rs. 12 Crores for the financial year 2023-24 and such other terms and conditions as determined by the Board;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee(s) thereof) be and are hereby severally 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 amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

**6. TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION TO BE ENTERED WITH M/S. RISHIT POLYSURF LLP:**

In this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **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') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time, pursuant to the approval of the Audit Committee and the recommendation of the Board of Directors, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into transaction(s)/contract(s)/ arrangement(s)/ agreement(s) with M/s. Rishit Polysurf LLP for purchase/sale of goods and materials not exceeding Rs. 10 Crores for the financial year 2023-24 and such other terms and conditions as determined by the Board;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee(s) thereof ) be and are hereby severally 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 amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

**7. TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION TO BE ENTERED WITH M/S. YASH CHEMEX LIMITED:**

In this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **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') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time, pursuant to the approval of the Audit Committee and the recommendation of the Board of Directors, the consent of the members of the

Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into transaction(s)/contract(s)/ arrangement(s)/ agreement(s) with M/s. Yash Chemex Limited for purchase/sale of goods and materials not exceeding Rs. 20 Crores for the financial year 2023-24 and such other terms and conditions as determined by the Board;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee(s) thereof) be and are hereby severally 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 amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

**8. TO APPROVE ADVANCE ANY LOANS INCLUDING LOAN REPRESENTED BY BOOK DEBTS OR TO GIVE GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN\_AVAILED BY ANY PERSON SPECIFIED UNDER SECTION 185(2) OF COMPANIES ACT, 2013**

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

“**RESOLVED THAT** pursuant to provisions of Section 185 (2) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Companies (Meeting of Board and its Powers) Rules, 2024 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) for advance any loan(s) in one or more tranches including loan represented by way of Book Debt (the “Loan”), and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by any person in whom any of the directors of the company is interested as defined under Section 185(2) of the Act provided that the aggregate amount of loan and guarantee given and security provided pursuant to this resolution shall not at any time exceed Rs. 50 Crores;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute direction may deem necessary or desirable and its decision shall be final and binding.”

**9. TO MAKE LOANS OR INVESTMENTS AND TO GIVE GUARANTEES OR TO PROVIDE SECURITY IN CONNECTION WITH A LOAN MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

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

**“RESOLVED THAT** pursuant to provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Based on the recommendation of the Board of Directors of the Company, the consent of the members of the Company be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” ) (i) to give any loans to any person or other body corporate, or (ii) give any guarantee or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of Company’s Paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is higher as the Board of Directors may think fit, provided that the total loans or investments made, guarantee given, securities provided and acquire any other security shall not any time exceed Rs. 50 Crores;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute direction may deem necessary or desirable and its decision shall be final and binding.”

**10. TO APPROVE RIVISION IN THE MANAGERIAL REMUNERATION PAYABLE TO MR. PRITESH YASHWANTLAL SHAH MANAGING DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT,** Pursuant to provisions of Section 197,198, Schedule-V as applicable and other applicable Provisions, if any , of the Companies Act,2013 read with rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment made thereof for the time being in force) based on the recommendation of Nomination and Remuneration Committee and the board of Directors and subject to such other requisite approvals, as may be required in this regard, the consent of the members of the Company be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in section II of Part II of Schedule V to the Companies Act,2013 to Mr. Pritesh Yashwantlal Shah (DIN: 00239665), Managing Director of the company with the same other terms and Conditions as fixed originally at the time of Appointment at the extra-Ordinary

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General meeting held on 20th December-2022 notwithstanding that with the increased remuneration with the approval of the members of the Company to the revision of remuneration with effect from the 1st April-2023 for a period of 1 years on the salary, allowance and Perquisites on the terms and conditions including remuneration as mentioned below:

**Details of the remuneration are.**

Mr. Priteshkumar Yashwantlal Shah: Rs.30,00,000/- per annum including Basic Salary, Commission Payable and apart from it if any other benefits like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the Company. Other perquisites and benefits as per the rules of the Company.

**Further Resolved that**, for the Purpose of giving effect to the above resolution the Board of Directors is authorized to do all such acts, deeds, matters and things as may be considered it to be necessary or desirable in this regard.”

**11. TO APPROVE REVISION IN THE MANAGERIAL REMUNERATION PAYABLE TO MRS. DIMPLE PRITESHKUMAR SHAH, WHOLE-TIME DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT**, Pursuant to provisions of Section 197,198, Schedule-V as applicable and other applicable Provisions, if any , of the Companies Act,2013 read with rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment made thereof for the time being in force) based on recommendation of Nomination and remuneration Committee and the board of Directors (including any statutory modification or re-enactment thereof for the time being in force) the consent of the members of the Company be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration limit as specified in section II of Part II of Schedule V to the Companies Act,2013 to Mrs. Dimple Priteshkumar Shah (DIN: 06914755) whole time Director of the Company with the same terms and Conditions as fixed originally at the time of Appointment at the extra-Ordinary General meeting held on 20th December-2022 notwithstanding that with the increased remuneration with the approval of the members of the Company to the revision of remuneration with effect from the 1st April-2023 for a period of 1 year on the salary, allowance and Perquisites on the terms and conditions including remuneration as mentioned below:



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## Details of the remuneration:

Mrs Dimple Priteshkumar Shah: Rs.1500000/- per annum includes Basic Salary, Commission Payable if any other benefits like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the Company. Other perquisites and benefits as per the rules of the Company.

**“Further Resolved that,** for the Purpose of giving effect to the above resolution the Board of Directors is authorized to do all such acts, deeds, matters and things as may be considered it to be necessary or desirable in this regard.

**Place: Ahmedabad**

**Date: 29th August,2023**

**By the Order of Board of Directors**

**Yasons Chemex Care Limited**

**Sd/-**

**Pritesh Y. Shah**

**Managing Director**

**DIN: 00239665**

## **Registered Office:**

4th Floor, 412 Sigma Icon-1, 132ft Ring Road,  
Opp. Medilink Hospital, Satellite,  
Ahmedabad-380015







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## NOTES:

1. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is enclosed hereto and forms part of the Notice.
2. The Register of Members and Share Transfer Books of the Company will remain close from Friday, 15<sup>th</sup> September, 2023 to Monday, 25<sup>th</sup> September, 2023 (both days inclusive) for the purpose of annual general meeting.
3. IN TERMS OF SECTION 105 OF THE COMPANIES ACT, 2013 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than ten (10) per cent of the total share capital of the Company. In case proxies proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder.
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed and stamped, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. In terms of Section 152 of the Companies Act, 2013, Mrs. Dimple Pritesh Shah (DIN: 06914755), Director of the Company, liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends her re-appointment.
7. Details of Directors seeking appointment / reappointment at the 6th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given as an Annexure to the Notice.
8. In line with MCA Circulars and SEBI Circulars, the Annual Report for the financial year 2022-23 along with Notice of 06th AGM of the Company inter-alia indicating the process and manner of e-voting are being sent only by electronic mode to those members whose email IDs are registered with the Company/Depository Participant(s) for communication. Members may note that the aforesaid documents may also be downloaded from the Company's website [www.yasonschemexcare.com](http://www.yasonschemexcare.com). and the website of National Stock Exchange of India Limited In line





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with MCA Circulars, the Company has enabled a process for the limited purpose of receiving the AGM Notice and Annual Report (including remote e-voting instructions) electronically.

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the financials and other communications electronically.
11. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by KFin Technologies Limited (Kfintech). The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
12. The Company has fixed Monday, 18<sup>th</sup> September, 2023 as Cut-off date (Record Date) for determining entitlement for remote e-voting as well as e-voting of shareholders holding shares in physical or dematerialized form. The voting period begins on 09.00 Hrs. of Friday, 22<sup>nd</sup> September, 2023 and ends on 17.00 Hrs. of Sunday, 24<sup>th</sup> September, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 18<sup>th</sup> September, 2023 may cast their vote electronically. The e-Voting module shall be disabled by Kfintech for voting thereafter
13. Members' voting rights shall be in proportion to his/her share of paid-up equity share capital of the Company. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
14. This notice is being sent to all the members at their registered e-mail IDs, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 28th August, 2023. The Notice is also posted on the website of the Company i.e. [www.yasonschemexcare.com](http://www.yasonschemexcare.com)
15. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company registered office at least 5 days before the Annual General Meeting so that the same can be suitably replied to.





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16. Members who have registered their e-mail id for the receipt of documents in electronic mode are being sent AGM Notice by e-mail. Members who have received AGM Notice by e-mail and wish to vote physically can do the same by remaining present in the meeting.
17. The members who did not exercise their vote by E-Voting shall have an option to cast their vote on poll that will be conducted at the AGM Venue. Further there shall not be any voting through Show of Hands.
18. The Company has appointed M/s. TNT & Associates Company Secretaries (Membership Number: FCS 3844, COP No: 3123) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
19. The Scrutinizer shall, immediately after the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three (3) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall counter-sign the same.
20. The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.yasonschemexcare.com](http://www.yasonschemexcare.com) and on the website of KFin Technologies Limited immediately after the result is declared by the Chairperson and communicated to National Stock Exchange of India Limited.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32 Financial District Nanakramguda Serilingampally Mandal, Hyderabad – 500032.
22. Electronic copy of the Notice of the 06th Annual General Meeting of the Company, inter alia, indicating the process of e-voting along as stated herein with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/DP(s) for communication purposes unless any member has requested for a physical copy of the same. Members to whom hard copy of Annual Reports have been provided are requested to bring their copies of the Annual Report to the Meeting. The copies of Annual Reports shall not be made available at the venue of the Meeting.
23. Members may also note that the Notice of the 06th Annual General Meeting and the Annual Report for F.Y. 2022-23 will also be available on the Company's website [www.yasonschemexcare.com](http://www.yasonschemexcare.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. For any communication related to this AGM or otherwise, the Members may also send requests to the Company's investor email: [cs@yasonschemexcare.com](mailto:cs@yasonschemexcare.com).
24. SEBI has mandated the submission of Permanent Account number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN details to their Depository Participants.





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## INSTRUCTIONS FOR REMOTE E-VOTING

1. Use the following URL for e-voting from KFintech website: <https://evoting.kfintech.com>.
2. Members of the Company holding shares either in physical form or in dematerialized form, as on 18th September, 2023, the cutoff date, may cast their vote electronically.
3. Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your user ID. However, if you are already registered with KFintech for e-voting, use your existing User ID and password for casting your votes.
4. After entering the details appropriately, click on LOGIN.
5. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVEN i.e., Yasons Chemex Care Limited.
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR/AGAINST' as the case may be or partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
9. Members holding multiple folios / Demat account shall choose the voting process separately for each folio / Demat account.
10. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
11. The Portal will be open for voting from 9.00 a.m. on 22nd September, 2023 and closes at 5.00 p.m. on 24th September, 2023.



12. Members of the Company who have purchased their shares after the dispatch of the Notice but before the cutoff date (18th September, 2023) may contact KFinTech at Tel No. 1800 309 4001 (toll free) to obtain login id and password or send a request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com> or contact KFinTech at Tel No. 1800 309 4001 (toll free)

Procedure to login through websites of Depositories NSDL CDSL Users already registered for IDeAS facility of NSDL i. Click on URL: <https://eservices.nsd.com> ii. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. iii. Enter your User ID and Password for accessing IDeAS. iv. On successful authentication, click on “Access to e-Voting”. v. Click on Company name or e-voting service provider for casting the vote during the remote e-voting period. Users already registered for Easi/Easiest facility of CDSL i. Click on URL: <https://web.cdslindia.com/myeasi/home/> login or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi. ii. Enter your User ID and Password for accessing Easi/ Easiest. iii. Click on Company name or e-voting service provider for casting the vote during the remote e-voting period. 2. Users not registered for IDeAS facility of NSDL i. To register, click on URL: <https://eservices.nsd.com> ii. Select “Register Online for IDeAS”. iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. iv. After successful registration, please follow steps given under Sr.No.1 above to cast your vote.

2. Users not registered for Easi/Easiest facility of CDSL i. To register, click on URL: <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>

ii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.

iii. After successful registration, please follow steps given under Sr.No.1 above to cast your vote.

3. Users may directly access the e-voting module of NSDL as per the following procedure:

i. Click on URL: <https://www.evoting.nsd.com/>

ii. Click on the icon “Login” available under “Shareholder/ Member” section.

iii. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password/OTP and Verification code as shown on the screen.

iv. On successful authentication, you will enter the e-voting module of NSDL.

v. Click on Company name or e-voting service provider and you will be re-directed to KFinTech website for casting the vote during the remote e-voting period.



# Annual Report 2022-23

3. Users may directly access the e-voting module of CDSL as per the following procedure:

- i. Click on URL: [www.cdslindia.com](http://www.cdslindia.com)
- ii. Provide demat account number and PAN.
- iii. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account.
- iv. On successful authentication, you will enter the e-voting module of CDSL.
- v. Click on Company name or e-voting service provider and you will be re-directed to KFintech website for casting the vote during the remote e-voting period.

Procedure to login through their demat accounts/website of Depository Participant Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts/websites of Depository Participants registered with NSDL/CDSL. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against the name of Company or select e-Voting service provider “KFintech” and you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication. Members who are unable to retrieve User ID/Password are advised to use “Forgot User ID”/” Forgot Password” options available on the websites of Depositories/Depository Participants. Contact details in case of technical issue on NSDL website Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.1800 1020 990 and 1800 22 44 30.

Contact details in case of technical issue on CDSL website Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 or 022-23058542-43

**Place: Ahmedabad**

**Date: 29th August,2023**

**by the Order of Board of Directors**

**Yasons Chemex Care Limited**

**Sd/-**

**Pritesh Y. Shah**

**Managing Director**

**DIN: 00239665**

**Registered Office:**

4th Floor, 412 Sigma Icon-1, 132ft Ring Road,  
Opp. Medilink Hospital, Satellite,  
Ahmedabad.





# Annual Report 2022-23

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING.

### Item no. 3

Ms. Silva Shah (DIN: 10283803) was appointed as an Additional Independent Director of the Company by the Board w.e.f 21<sup>st</sup> August, 2023. She is a qualified Chartered Accountant and Company Secretary with bachelor's degree in commerce having extensive experience in the field of Audit, Income Tax, GST and RERA.

Pursuant to the provisions of Section 152 (2) of the Companies Act, 2013 every director of the Company has to be appointed in the General Meeting of the Company. Therefore, approval of the shareholders is sought for regularisation of the appointment of Ms. Silva Shah as an Independent Director on the same terms and conditions as determined by the Board.

Ms. Silva Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. As an Independent Director, he is entitled to get sitting fee for Board Meetings and Board Level Committee Meetings attended by him.

Except Ms. Silva Shah, being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 2 as Ordinary Resolution. Details of Ms. Silva Shah has been provided in the Annexure attached to this Notice.

### Item No. 4,5, 6 & 7

Pursuant to provisions of Section 188 of the Companies Act, 2013 read with rules made thereunder, consent of the members by way of Ordinary resolution is required for approval of Related Party Transactions entered / proposed to be entered by the Company with its related parties.

Your Company has some related party transactions and in future may enter into such transactions with M/s. Yash Corporation and with M/s. Yash Chem which is likely to increase during the financial year 2023-24 and will be considered as Material Related Party Transactions. Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held earlier has accorded its approval for the said related party transactions and for which your approval members are required u/s 188 of the Companies Act, 2013. The details of the proposed material related party transactions are given below.



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Sr. No	Name of Related Party	Name of Director or KMP and their Relatives who are related, If any	Nature of relationship	Nature of transactions, Material terms, Particulars of contract or arrangement	Proposed/ Amount of Transaction
1	YASH CHEM	Mr. Pritesh Y. Shah, Director Mrs. Dimple P. Shah are relatives of Director	Mr. Pritesh Y. Shah is a Proprietor of Yash Chem	Purchase and Sales of chemicals, dyes and intermediates. Materials and others.	To the extent of Rs. 10 Crores p.a.
2	Yash Corporation	Mr. Pritesh Y. Shah is Karta of Pritesh Y. Shah-HUF Mrs. Dimple P. Shah is relative of Director	Pritesh Y. Shah-HUF is a Proprietor of Yash Corporation	Purchase, Sale and Supply of Goods, Services and Materials	To the extent of Rs. 12 Crores p.a.
3	Rishit Polysurf LLP	Mr. Yashwantlal C. Shah is relative of directors.	Yasons Chemex Care Limited is designated partner of this LLP.	Purchase, Sale and Supply of Goods, Services and Materials.	To the extent of Rs.10 Crores p.a.
4	YASH CHEMEX LIMITED	Mr. Pritesh Y. Shah, Managing Director  Mrs. Dimple P. Shah is relative of Managing Director	Company having Common Director	Purchase and Sales of chemicals	To the extent of Rs. 20 Crores p.a.





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In accordance with the Section 188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

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

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in Item No. 4, 5, 6 & 7 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.

## **Item No. 8:**

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013 ("the Act"), the Company was unable to extend financial assistance by way of advancing any loan, guarantee or security to other entities. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of passing special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. Details as required under Section 185(2) of the Act the aggregate amount of loan and guarantee given and security provided pursuant to this resolution shall not at any time exceed Rs. 50 Crores.

Hence, in order to enable the Company to advance loan to Subsidiaries/ Joint Ventures /Associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by way of passing Special Resolution.

The Board of Directors recommends the resolution as set out in Item No. 8 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

Except Mr. Priteshbhai Yashwantlal Shah & Mrs. Dimpleben Priteshkumar Shah along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution at Item No. 8 of the Notice.



## **Item No.9:**

The Company makes investments in and gives loans to the subsidiary companies as and when needed. The Company also provides corporate guarantees to the banks/financial institutions for the financial assistance provided by them against loan taken by the subsidiary companies. The purpose of granting such loans/investments to be made / guarantees given or securities to be provided by the Company to the subsidiary Company is mainly to meet the financial requirement. The Board recommend to increase the fund limit upto Rs. 50 Crores for the purpose of Section 186 of the Companies Act,2013.

The consent and approval of the Shareholders is therefore, sought in accordance with the provisions of Section 186 of the Companies Act, 2013 for the said limits. As per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary.

The Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend to pass the resolution as special resolution. Directors their relatives and Key Managerial Personnel and who are members of the Company, may be deemed to be concerned or interested in this Resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Except Mr. Priteshbhai Yashwantlal Shah & Mrs. Dimpleben Priteshkumar Shah along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution at Item No. 9 of the Notice.

## **Item No. 10:**

The Members of the Company at the At General Meeting held on 20th December, 2022 had appointed Mr. Pritesh Yashwantlal Shah as the Managing Director of the Company effective from 20th December,2022 for a period of five years up to 19th December,2027. Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.



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Based on the recommendations of the Nomination & Remuneration Committee, the board of Directors of the Company at their meeting held on 05th April,2023, proposed to increase in Remuneration payable to Mr. Pritesh Yashwantlal Shah (DIN:0239665) up to Rs.30,00,000 p.a. w.e.f. 1<sup>st</sup> April,2023 for a period of 1 year. The managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act, 2013.

Details as required under part II of Schedule V are as follows

## 1. General Information

- i. **Nature of industry:** Manufacturer of Dyes and Intermediates
- ii. **Date or expected date of commencement of commercial production:** The Company carries on Chemical business since its incorporation.
- iii. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- iv. **Financial performance based on given indicators:** Financial Performance of the Company for the year ended 31st March, 2023.

Financial Performance	Amount (In Lakhs)
Revenue from operations	3,677.27
Other income	423.37
Total expenditure	3,679.24
Net profit before tax	421.39
Profit after tax (after deducting comprehensive income)	342.77

- v. **Foreign investments or collaborations, if any:** The share capital of the Company is entirely held by domestic Indian Bodies Corporate and Individuals.

## 2. Information about the appointee:

I. **Background details:** Mr. Pritesh Yashwantlal Shah is a Managing Director of Company. He holds a Bachelor degree in Chemistry. He has knowledge and Experience in Chemical field.

II. **Past Remuneration:** Rs. 5 Lakhs p.a.

III. **Recognition or awards:** None



**IV. Job Profile and her suitability:**

Mr. Pritesh Yashwantlal Shah, being a Managing Director, considering his vast experience and deep knowledge of the business in which Company operates and also contribution made by him towards growth of the Company, the remuneration proposed commensurate with his job profile and is justified.

**V. Remuneration Proposed:** Considering the involvement and efforts made by Mr. Pritesh Yashwantlal Shah, Managing Director of the Company, the Board is proposed to revision of his remuneration and increase from Rs. 5 Lakhs to Rs. 30 Lakhs per annum. Subject to the approval of members of the Company as mentioned in the resolution number 10 of the Notice.

**VI. 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 with respect to the country of his origin):** Not applicable.

**VII. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Mr. Pritesh Yashwantlal Shah is Managing Director of the Company. He has no other pecuniary relationship with the Company except to the extent of his remuneration in the Company. He is Husband of Mrs. Dimple P. Shah, Whole Time Director of the Company.

**3. Other information:**

**I. Reasons of loss or inadequate profits:** The Company is engaged in the business of manufacturing and selling various types of Chemicals, Dyes and Intermediates etc. During the Year 2022-23, the Company made Profit after Tax of Rs.342.77 Lakhs. However, the amount of proposed remuneration is exceeding the limit specified in the section and therefore the profit of the Company is inadequate.

**II. Steps taken or proposed to be taken for improvement:** The Company has increased its revenue significantly which will help it to achieve in increased profits. The Company has started Focusing on the large size business and started to put an Effort on place appropriate working capital mechanism and on all other economic measures ae being adopted to maintain profitability.

**III. Expected increase in productivity and profits in measurable terms:** Your company is making all Continuous Efforts to expand marketing and economy in operations.

Except Mr. Priteshbhai Yashwantlal Shah & Mrs. Dimpleben Priteshkumar Shah along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution at Item No. 10 of the Notice.



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## Item No. 11:

The Members of the Company at the At General Meeting held on 20th December, 2022 had appointed Mrs. Dimple Pritesh Shah as the Whole time Director of the Company effective from 20th December,2022 for a period of five years up to 19<sup>th</sup> December,2027 Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

Based on the recommendations of the Nomination & Remuneration Committee, the board of Directors of the Company at their meeting held on 05th April,2023, proposed to increase in Remuneration payable to Mrs. Dimple Pritesh Shah (DIN: 06914755) up to Rs.15,00,000 p.a. w.e.f. 1st April,2023 for a period of 1 year. The managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act, 2013.

Details as required under part II of Schedule V are as follows.

### 1. General Information

- I. **Nature of industry:** Manufacturer of Dyes and Intermediates
- II. **Date or expected date of commencement of commercial production:** The Company carries on Chemical business since its incorporation.
- III. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- IV. **Financial performance based on given indicators:** Financial Performance of the Company for the year ended 31st March, 2023.

<b>Financial Performance</b>	<b>Amount (In Lakhs)</b>
Revenue from operations	3,677.27
Other income	423.37
Total expenditure	3,679.24
Net profit before tax	421.39
Profit after tax (after deducting comprehensive income)	342.77

- V. **Foreign investments or collaborations, if any:** The share capital of the Company is entirely held by domestic Indian Bodies Corporate and Individuals.



## 2. Information about the appointee:

- i. **Background details:** Mrs. Dimple P. Shah is a Whole-time Director of Company. She holds a Bachelor degree in commerce. She has knowledge and Experience in marketing and management field.
- ii. **Past Remuneration:** Rs. 4 Lakhs p.a.
- iii. **Recognition or awards:** None
- iv. **Job Profile and her suitability:** Mrs. Dimple P. Shah, being a Whole-time director, considering her vast experience and deep knowledge of the business in which Company operates and also contribution made by her towards growth of the Company, the remuneration proposed commensurate with her job profile and is justified.
- v. **Remuneration Proposed:** Considering the involvement and efforts made by Mrs. Dimple P. Shah, whole time directors of the Company, the Board is proposed to revision of her remuneration and increase from Rs. 4 Lakhs to Rs. 15 Lakhs per annum. Subject to the approval of members of the Company as mentioned in the resolution number 11 of the Notice.
- vi. **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 with respect to the country of his origin):** Not applicable
- vii. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Mrs. Dimple P. Shah is Director of the Company. She has no other pecuniary relationship with the Company except to the extent of her remuneration in the Company. She is wife of Mr. Pritesh Y. Shah, Managing Director of the Company.

## 3. Other information:

- i. **Reasons of loss or inadequate profits:** The Company is engaged in the business of manufacturing and selling various types of Chemicals, Dyes and Intermediates etc. During the Year 2022-23, the Company made Profit after Tax of Rs.342.77 Lakhs. However, the amount of proposed remuneration is exceeding the limit specified in the section and therefore the profit of the Company is inadequate.
- ii. **Steps taken or proposed to be taken for improvement:** The Company has increased its revenue significantly which will help it to achieve in increased profits. The Company has started Focusing on the large size business and started to put an Effort on place appropriate working capital mechanism and on all other economic measures ae being adopted to maintain profitability.
- iii. **Expected increase in productivity and profits in measurable terms:** Your company is making all Continuous Efforts to expand marketing and economy in operations.

Except Mr. Priteshbhai Yashwantlal Shah & Mrs. Dimpleben Priteshkumar Shah along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution at Item No. 11 of the Notice.

## Annexure -A

**Additional Information of Directors recommended for appointment/re-appointment in terms of Secretarial Standards on General Meeting (SS-2) and regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:**

Name of Director	Mrs. Dimple Pritesh Shah	Ms. Silva Kriyangbhai Shah
Age	46 years	35 years
Qualification	B. Com	Chartered Accountant and Company Secretary with Bachelor's degree.
Expertise in specific functional areas	Management and Marketing Field	She has more than Five Years Experience in the fields of Income Tax, Audit, GST and RERA ETC and she holds an Expertise in area of Risk and Fraud Detection, GST, RERA, Statutory Audit, Fraud Detection, Cyber Security, Startup advisory etc.
Date of first appointment on the Board	01/01/2018	21/08/2023
Terms and conditions of appointment/Re-Appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Appointment as Executive Director whose term of office is liable to retire by rotation	Non-executive, Independent Director of the Company for a period of 5 years commencing from 21st August, 2023 to 20th August, 2028. She is not liable to retire by rotation.
Details of last drawn remuneration	Four Lakhs p.a.	Nil
Directorship held in other Companies	Yash Chemex Limited	Nil
Chairmanship/Membership in committee of other Boards	N.A.	Nil
Shareholding in the Company including shareholders as a beneficial owner	Nil	Nil

## Annual Report 2022-23

Number of Meetings of the Board attended during the financial year 2022-23	14 (Fourteen)	Nil
Relationship with other Directors, Manager and other KPM of the Company	She is a wife of Mr. Pritesh Shah who is Managing Director of the Company.	The proposed director has no relationship with other Director and KMP.
Justification for choosing the appointees for appointment as Independent Directors	N.A.	Considering the present composition of the Board, the Company need a person in the board who has expertise in field of commerce. Considering the qualification and expertise of Ms. Silva Shah, she is suitable candidate for appointment as Independent Director.
A Brief resume of the Director	Mrs. Dimple P. Shah is a Whole-time Director of Company. She holds a Bachelor degree in commerce. She has knowledge and Experience in marketing and management field.	She is a qualified Chartered Accountant and Company Secretary with bachelor's degree in Commerce having extensive experience in the field of Audit, Income Tax, GST and RERA. She is a Partner at "S Silva & Associates" – a Boutique CA Firm which was founded in 2019. She is involved in crucial advisory and consultancy in the field of GST to Corporates.
The skills and capabilities required for the role and manner in which the proposed person meets such requirements.	N.A.	A person who has expertise in field of commerce



**ATTENDANCE SLIP**

6<sup>th</sup> Annual General Meeting- 25<sup>th</sup> September 2023

Reg. Folio/ID No: \_\_\_\_\_

Name: \_\_\_\_\_

I, certify that I am a registered member/ proxy of registered member of the Company.

I, hereby record my presence at the 6<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 25<sup>th</sup> September 2023, at the registered office of the Company at 4<sup>th</sup> Floor, 412 Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad-380015 at 04:00 p.m.

\_\_\_\_\_  
If signed by Proxy, his name

Signature

Should be written here in BLOCK letters,

\_\_\_\_\_  
Member's/ Proxy's

NOTE: Member/ Proxy holders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.

**YASONS CHEMEX CARE LIMITED**

**Registered office:** 4<sup>th</sup> Floor, 412 Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad-380015.

CIN: U24304GJ2017PLC099511 (T):079-26730258

Website: [www.yasonschemexcare.com](http://www.yasonschemexcare.com) Email id: [yccl@yaschemex.com](mailto:yccl@yaschemex.com)

**PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of Member(s):			
Registered Address:			
Email id:			
Folio No./ Client id:		DP ID:	

I/We being a member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

1	Name			
	Address			
	Email id:		Signature	

Or failing him

2	Name			
	Address			
	Email id:		Signature	

Or failing him:

3	Name			
	Address			
	Email id:		Signature	

As my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, 25<sup>th</sup> day of September, 2023 at the registered office of the Company 4<sup>th</sup> Floor, 412 Sigma Icon-1, 132ft Ring Road, Opp. Medilink Hospital, Satellite, Ahmedabad-380015 at 04:00 pm and at any adjournment thereof in respect of the such resolutions as are indicated below

Resolution No.	Resolution	Vote	
		For	Against
1.	To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March, 2023, the reports of the Board of Directors and Auditors thereon.		
2.	To Appoint a Director In place of Mrs. Dimple Pritesh Shah (Din:06914755), who retires by rotation and being eligible, offers herself for Re-Appointment.		
3.	To Appoint Ms. Silva Kriyangbhai Shah (10283803) As Independent Director of the Company.		
4.	To Consider and Approve the Related Party Transaction to be entered with Yash Chem.		
5.	To Consider and Approve the Related Party Transaction to Be entered with Yash Corporation.		
6	To Consider and Approve the Related Party Transaction to be entered with M/s. Rishit Polysurf LLP.		
7.	To Consider and Approve the Related Party Transaction to be entered with M/s. Yash Chemex Limited.		
8	Approval of Advance any Loans Including Loan represented by Book Debts or to give Guarantee or providing security in connection with Loan availed by any person Specified Under Section 185 Of Companies Act, 2013.		
9	To make Loans or Investments and to give Guarantees or to provide security in connection with a Loan made under Section 186 of the Companies Act, 2013.		
10	To Approve revision in the managerial remuneration payable to Mr. Pritesh Yashwantlal Shah, Managing Director of the Company.		
11	To Approve revision in the Managerial Remuneration payable to Mrs. Dimple Pritesh Kumar Shah, Whole-Time Director of The Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

Affix a Fifteen paise revenue stamp
-------------------------------------------

\_\_\_\_\_  
Signature of member(s)

**Note:**

**1.** The Proxy form, in order to be effective, should be completed, duly signed, and stamped and must be deposited at the Registered Office of the Company not less than 48 hours before the time for commencement of the aforesaid meeting.

**2.** A proxy need not be a member of the Company.

**3.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.

**4.\*** This is only optional. Please indicate your option by putting an 'X' in the appropriate column against the resolutions indicated. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

