

Notice of Annual General Meeting

Notice is hereby given that the Thirty third Annual General Meeting of the Members of Yasho Industries Limited will be held on Monday, 12th August, 2019 at 11:00 a.m. at Office No.101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400058, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vinod Harilal Jhaveri (DIN-01655692), who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS

3. Ratification of remuneration of Cost Auditor

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

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, and the Rules thereof, (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment and remuneration of the Cost Auditors, M/s. Kishore Bhatia & Associates., for auditing the Cost Accounts of the Company in respect of the products, as may be applicable, for the year ending March 31, 2020, as approved by the Board of Directors on the recommendation of the Audit Committee and as set out in the Explanatory Statement in respect of this item of business, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

4. Approval of managerial remuneration payable to Mr. Parag V. Jhaveri, Managing Director

To consider and, if thought fit, to pass, with or without modification(s), the following Resolutions as a Special Resolution:-

RESOLVED THAT in accordance with the provisions of Section 197 and read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules,

2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the such other Statutory / Regulatory approvals as may be required, the consent of the Members of the Company be and is hereby accorded for the revision of remuneration of Mr Parag Vinod Jhaveri- Managing Director, for a period of 3 years, upon such terms & conditions as are set out hereunder:

Salary & Perquisite : Not Exceeding ₹ 2.50 Crores per annum

Commission : 0.25% of net sales or ₹ 50 Lakhs whichever is lower.

(with the authority to the Board (which include the committee of the Board) to interchange the above heads in accordance with the overall limits of remuneration subject to approval by the members)

RESOLVED FURTHER THAT even if in any financial year the company has no profits or if profits are inadequate, Mr Parag Vinod Jhaveri be entitled to receive the same remuneration, perquisites and benefits subject to compliance with the applicable provisions of schedule V of the Act and to the extent necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such actions and steps, including delegation of authority as may be necessary and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

5. Approval of managerial remuneration payable to Mr. Yayesh V. Jhaveri, Whole-Time Director

To consider and, if thought fit, to pass, with or without modification(s), the following Resolutions as a Special Resolution:-

RESOLVED THAT in accordance with the provisions of Section 197 and read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the such other Statutory / Regulatory approvals as may be required, the consent of the Members of the Company be and is hereby accorded for the revision of remuneration of Mr



Yayesh Vinod Jhaveri- Whole-Time Director, for a period of 3 years, upon such terms & conditions as are set out hereunder:

Salary & Perquisite : Not Exceeding ₹ 2.50 Crores per annum

Commission : 0.25% of net sales or ₹ 50 Lakhs whichever is lower.

(with the authority to the Board (which include the committee of the Board) to interchange the above heads in accordance with the overall limits of remuneration subject to approval by the members)

RESOLVED FURTHER THAT even if in any financial year the company has no profits or if profits are inadequate, Mr Yayesh Vinod Jhaveri be entitled to receive the same remuneration, perquisites and benefits subject to compliance with the applicable provisions of schedule V of the Act and to the extent necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such actions and steps, including delegation of authority as may be necessary and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

6. Approval of managerial remuneration payable to Mr. Vinod H Jhaveri, Whole-Time Director

To consider and, if thought fit, to pass, with or without modification(s), the following Resolutions as a Special Resolution:-

RESOLVED THAT in accordance with the provisions of Section 197 and read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the such other Statutory / Regulatory approvals as may be required, the consent of

the Members of the Company be and is hereby accorded for the revision of remuneration of Mr Vinod Jhaveri- Whole-Time Director, for a period of 3 years, upon such terms & conditions as are set out hereunder:

Salary & Perquisite : Not Exceeding ₹ 2.50 Crores per annum

Commission : 0.25% of net sales or ₹ 50 Lakhs whichever is lower.

(with the authority to the Board (which include the committee of the Board) to interchange the above heads in accordance with the overall limits of remuneration subject to approval by the members)

RESOLVED FURTHER THAT even if in any financial year the company has no profits or if profits are inadequate, Mr Vinod Jhaveri be entitled to receive the same remuneration, perquisites and benefits subject to compliance with the applicable provisions of schedule V of the Act and to the extent necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such actions and steps, including delegation of authority as may be necessary and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

By Order of the Board,

Vinod Harilal Jhaveri
Whole-Time Director

Registered Office:
Office No.101/102 Peninsula Heights,
CD Barfiwala Marg, Juhu Lane,
Andheri (West), Mumbai - 400058
Email – info@yashoindustries.com

Date: 11th July, 2019
Place: Mumbai

Notes:

I. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE THEREAT INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE MEETING. A PROXY / PROXIES SO APPOINTED SHALL HAVE NO RIGHT TO SPEAK AT THE MEETING.

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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.

- II. The Statement pursuant to Section 102(1) of the Companies Act 2013 in respect of the items of Special Business is annexed hereto.
- III. The information as required to be provided in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("Listing Regulation") regarding the Directors who are proposed to be re-appointed is annexed.
- IV. The Notice of the 33rd AGM and instructions for e-voting, along with the Attendance slip and Proxy form, is being sent by electronic mode to all Members whose email addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
- V. Members may also note that the Notice of the 33rd AGM and the Annual Report 2018-19 will be available on the Company's website, www.yashoindustries.com
- VI. SEBI has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from April 1, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from April 1, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares,

Members who are holding shares in physical form are hereby requested to dematerialise their holdings.

- VII. Members holding shares in demat mode are requested to notify any change in address, Bank Details, ECS Credit request to their respective depository participants and make sure that such changes are recorded by them.
- VIII. The Register of Members and Share Transfer Books of the Company will remain closed from 06th August, 2019 to 12th August, 2019 (both days inclusive) Duly executed and stamped transfer deeds, along with the relative Share Certificates, should be submitted to the Company's Registrar & Share Transfer Agents before the closure of the Register of Members for registration of transfers.
- IX. Members/proxy holders and authorised representatives are requested to bring to the Meeting, the duly filled in attendance slip(s) enclosed herewith along with their copy of Annual Report. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the Board Resolution authorising representative to attend and vote on its behalf at the Meeting.
- X. Queries on accounts, if any, should reach the Registered Office of the Company at least seven days before the meeting.
- XI. Pursuant to provisions to section 101 read with other applicable provisions of The Companies Act, 2013, we propose to send all the documents to be sent to Shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. in electronic form, to their e-mail address.

Members holding shares in physical form are requested to intimate / update their email address to / with Big share Services Pvt. Ltd. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059. Those holding shares in demat mode are requested to intimate / update their email address to / with their depository participants. We request your whole-hearted support to this initiative by co-operating the Company in implementing this.
- XII. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities



market transaction and off-market/private transaction including, transfer of shares held in physical form, deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders, transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares and transposition of shares - when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

XIII. VOTING THROUGH ELECTRONIC MEANS - INSTRUCTIONS:

- a. Pursuant to the provisions of 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be considered at the ensuing AGM by electronic means i.e. "remote e-voting". The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by CDSL. Members holding shares in physical or dematerialised form, as on the cut-off date, being August 05, 2019 to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice.
- b. In terms of the Companies (Management and Administration) Rules, 2014 with respect to the voting through electronic means, the Company is also offering the facility for voting by way of Physical Ballot at the AGM. The Members attending the Meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through Ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but shall not be entitled to vote at the AGM. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being August 05, 2019
- c. The Company has appointed Mr. Dhrumil Shah, of M/s Dhrumil M. Shah & Co., Practicing Company Secretaries (FCS No. 8021), as the Scrutinizer for conducting the Remote e-voting and the voting process at the AGM

in a fair and transparent manner and he has communicated his willingness to be appointed as such and will be available for same.

- d. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- e. The members who have cast their vote by Remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
- f. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Agency to provide e-voting facility.
- g. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. being August 05, 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to vote.
- h. The Scrutinizer, after scrutinizing the votes cast at the meeting, through remote e-voting and ballot, will not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or any of the person as authorized by him. The results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company www.yashoindustries.com and on the website of CDSL viz. www.evotingindia.com the results shall simultaneously be communicated to the Stock Exchange.
- i. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 12, 2019.

In case of members receiving e-mail:

- i. The voting period starts on Friday 09th August, 2019 on open of at 10:00 a.m. and ends on the close at 05:00 p.m. Sunday, 11th August, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 05.08.2019 may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter

- II. Log on to the e-voting website www.evotingindia.com
- III. Click on "Shareholders" tab.
- IV. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- V. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VIII. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the serial number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the serial number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- IX. After entering these details appropriately, click on "SUBMIT" tab.
- X. Members holding shares in physical form will then reach directly 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.
- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- XIII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XV. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XVI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVII. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVIII. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.



- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

form, as on the cut-off date (record date) of 05.08.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

By Order of the Board,

Vinod Harilal Jhaveri
Whole-Time Director

In case of members receiving the physical copy:

- A. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- B. The voting period begins Friday 09th August, 2019 on open of at 10:00 a.m. and ends on the close at 05:00 p.m. Sunday, 11th August, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized

Registered Office:
Office No.101/102 Peninsula Heights,
CD Barfiwala Marg, Juhu Lane,
Andheri (West), Mumbai - 400058
Email – info@yashoindustries.com

Date: 11th July, 2019
Place: Mumbai

PARTICULARS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING:

Name of Director	Mr. Vinod Harilal Jhaveri
Type	Chief Financial Officer & Whole Time Director
Date of Birth	27/02/1939
Date of Appointment	09/08/2007
Brief Resume	Bachelor in Commerce
No. of Equity Shares held in the Company	2665300
Expertise in Specific Functional area	Lead a various team of Accounts and Finance
Directorships held in other Companies (as on 31-03-2019)	Nil
Particulars of Committee Chairmanship / Membership held in other Companies	Nil
Relationship with other directors/KMPs	Father of Mr. Parag Jhaveri and Mr. Yayesh Jhaveri.

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

Item No. 3

The Board of Directors, on the recommendation of the Audit Committee has approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants, as Cost Auditors of the Company, subject to approval(s) as may be necessary, for auditing the cost accounts of the Company relating to any products as may be applicable for the financial year 2019-20 at a remuneration of ₹ 1,75,000/- (Rupees One Lakhs Seventy Five Thousand

only) plus applicable taxes. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders of the Company. The Board recommends the resolution set out at Item No. 3 for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

Item No. 4, 5 and 6

To approve revision of remuneration of Mr. Parag Jhaveri, Mr. Yayesh Jhaveri and Mr. Vinod Jhaveri

I. General Information:

Sr No.	Particulars	Disclosures															
1	Nature of Industry	Chemical Industry															
2	Date of commencement of commercial production	In the year of 1985															
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 (Amt in Lakhs.)	<table border="1"> <thead> <tr> <th>Particulars</th> <th>2018-19</th> <th>2017-18</th> </tr> </thead> <tbody> <tr> <td>Sales</td> <td>34,005.85</td> <td>24,980.44</td> </tr> <tr> <td>Profit /(Loss) after tax</td> <td>1,189.04</td> <td>797.13</td> </tr> <tr> <td>Equity capital</td> <td>1,089.92</td> <td>1,089.92</td> </tr> <tr> <td>Reserves and surplus</td> <td>3,490.40</td> <td>2,297.13</td> </tr> </tbody> </table>	Particulars	2018-19	2017-18	Sales	34,005.85	24,980.44	Profit /(Loss) after tax	1,189.04	797.13	Equity capital	1,089.92	1,089.92	Reserves and surplus	3,490.40	2,297.13
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Profit /(Loss) after tax	1,189.04	797.13															
Equity capital	1,089.92	1,089.92															
Reserves and surplus	3,490.40	2,297.13															
5	Foreign investments or collaborators, if any	N.A.															

II. Information about the appointee:

Mr. Parag Jhaveri,		
1	Background details	Mr. Parag Jhaveri, aged 53 years is Master of Science in Chemistry from Mumbai University. The Company is lead by him & under his guidance the Company is growing significantly. Mr. Parag Jhaveri has over 3 decades of vast experience in chemical industry and on the backdrop of working with Company he has been able to maintain robust growth and lead a various group of Sales, Finance, R & D and marketing.
2	Past remuneration	₹ 78 Lakhs
3	Recognition or awards	N.A.
4	Job profile and his suitability	Mr. Parag Jhaveri is the Co-founder & Promoter of the Company has a vast experience in the Chemical business. The Board of Directors is of the opinion that Mr. Parag Jhaveri's experience will be of immense use to the Company to achieve growth in future. He shall be responsible for the overall management affairs of the Company
5	Remuneration proposed	As per the details provided in the Special Resolution
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Looking into his experience and expertise in the Industry, the Board of Directors of the Company appointed Mr. Parag Jhaveri as Managing Director of the Company. The remuneration paid to him is reasonable considering the prevailing emoluments in the industry for senior management with similar qualifications and experience
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:	Mr. Parag Jhaveri is son of Mr. Vinod H. Jhaveri and Brother of Mr. Yayesh V. Jhaveri except stated herein Mr. Parag V. Jhaveri has no other relationship with the Company.

Mr. Vinod Jhaveri		
1	Background details	Mr. Vinod Jhaveri, aged 80 years, is one of the founding promoters of the company. He has completed his graduation in B. Com. from Gujarat University in the year 1959. He has been the main guiding force behind the growth and business strategy of the Company. He currently plays a crucial role in the Accounts & Finance. Since incorporation he has been instrumental in the consistent growth of Company's performance and implement a robust overall framework for the organization as a whole.
2	Past remuneration	₹ 78 Lakhs
3	Recognition or awards	N.A.
4	Job profile and his suitability	Mr. Vinod Jhaveri is the Co-founder & Promoter of the Company has a vast experience in the Chemical business. The Board of Directors is of the opinion that Mr. Vinod Jhaveri's experience will be of immense use to the Company to achieve growth in future. He shall be responsible for the overall management affairs of the Company
5	Remuneration proposed	As per the details provided in the Special Resolution
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Looking into his experience and expertise in the Industry, the Board of Directors of the Company appointed Mr. Vinod Jhaveri as whole time Director of the Company. The remuneration paid to him is reasonable considering the prevailing emoluments in the industry for senior management with similar qualifications and experience
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:	Mr. Vinod Jhaveri is father of Mr. Parag V. Jhaveri and Mr. Yayesh V. Jhaveri except stated herein Mr. Vinod Jhaveri has no other relationship with the Company.

Mr. Yayesh Jhaveri		
1	Background details	Mr. Yayesh Jhaveri, aged 48 years, is Bachelor of Commerce from Mumbai University. He has been playing a key role in production since 1997 and also stated Unit 2 under his supervision. He has also overseen growth of Company in the area of Sales, Purchase & Logistics. On the backdrop of working with Company he has been able to maintain robust growth considerably and lead a various teams of Production, Purchase & Sales.
2	Past remuneration	₹ 78 Lakhs
3	Recognition or awards	N.A.
4	Job profile and his suitability	Mr. Yayesh Jhaveri is the Co-founder & Promoter of the Company has a vast experience in the Chemical business. The Board of Directors is of the opinion that Mr. Yayesh Jhaveri's experience will be of immense use to the Company to achieve growth in future. He shall be responsible for the overall management affairs of the Company
5	Remuneration proposed	As per the details provided in the Special Resolution
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Looking into his experience and expertise in the Industry, the Board of Directors of the Company appointed Mr. Yayesh Jhaveri as whole time Director of the Company. The remuneration paid to him is reasonable considering the prevailing emoluments in the industry for senior management with similar qualifications and experience
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:	Mr. Yayesh Jhaveri is son of Mr. Vinod H. Jhaveri and Brother of Mr. Parag V. Jhaveri except stated herein Mr. Yayesh V. Jhaveri has no other relationship with the Company.

III. Other information:

Sr No.	Particulars	Disclosures
1	Reasons for inadequate profits	The Management of the Company is in process of expanding the business of the Company, for that reason management focus more on expanding the business rather than Profitability. Once the business of the Company will be in growth stage the profitability of the Company will certainly increased.
2	steps taken or proposed to be taken for improvement	Your Directors are taking their best efforts for growth of the business and improve its top line and bottom-line.
3	Expected increase in productivity and profits in measurable terms	The Company is expected to have improved sales and profitability figures in the next financial years.

IV. Disclosures:

Sr. No.	Particulars	Disclosure
1	Remuneration package	As mentioned in the Special Resolution

Except for the Director(s) and Key Management Personnel of the Company and their relatives(to the extent of their shareholding interest in the Company),none of the other person is concerned or interested, financially or otherwise in this resolution.

By Order of the Board,

Vinod Harilal Jhaveri
Whole-Time Director

Registered Office:
Office No.101/102 Peninsula Heights,
CD Barfiwala Marg, Juhu Lane,
Andheri (West), Mumbai - 400058
Email – info@yashoindustries.com

Date: 11th July, 2019
Place: Mumbai

ROUTE MAP:



Form No. MGT-11
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 the company	
Registered Office	

Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	
Address:	
E-mail Id:	

Signature, or failing him

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 33rdAnnual General Meeting of the company, to be held on the 12th day of August, 2019 at 11: 00 a.m. at Office No.101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West)Mumbai -400058 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(s)	Vote	
		For	Against
Ordinary Business			
1	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 st March, 2019		
2	Appointment of a Director in place of those retiring by rotation		
Special Business			
3	Ratification of remuneration of Cost Auditor		
4	Approval of revision of remuneration of Mr. Parag Jhaveri		
5	Approval of revision of remuneration of Mr. Yayesh Jhaveri		
6	Approval of revision of remuneration of Mr. Vinod Jhaveri		

Signed this ____day of ____2019

Signature of Shareholder Signature of Proxy holder Signature of shareholder across Revenue stamp

Affix
Revenue
Stamps

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

ATTENDANCE SLIP

33rd Annual General Meeting on Monday, the 12th day of August, 2019 at 11:00 a.m. at Office No.101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West)Mumbai -400058

Full name of the members attending _____
(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence on 12th day of August, 2019 at 11:00 a.m. at Office No.101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West)Mumbai -400058.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) A Proxy need not be a member of the Company.
- 3) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 4) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.