

Notice of Annual General Meeting

Notice is hereby given that the 35th Annual General Meeting of the Members of Yasho Industries Limited will be held on Tuesday, July 20, 2021 at 11:00 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To consider, approve and declare a final dividend of ₹ 0.50/- per Equity share for the year ended March 31, 2021.
3. To appoint a Director in place of Mr. Vinod Jhaveri (DIN: 01655692), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. 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 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 framed thereunder (the "Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountant (FRN: 00294), who was appointed by the Board of Directors of the Company as an Cost Auditors to conduct the audit of the Cost Records of the Company for the financial year ending March 31, 2022, amounting to ₹ 2,00,000/- (Rupees Two Lakhs Only) plus applicable taxes, travel and Out of Pocket Expenses incurred in connection with the cost audit as approved by the Board of Directors on the recommendation of the Audit Committee be and is hereby ratified.

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

5. To consider and approve re-appointment and Fixation of remuneration of Mr. Parag Jhaveri, as a Managing Director & CEO of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Parag Vinod Jhaveri (DIN 01257685), as a Managing Director and CEO of the Company for a period of 5 (five) years and fixation of remuneration for the period of 3 (three) years with effect from February 20, 2021 on terms and conditions as mentioned below:

Salary & Perquisites	:	Not Exceeding ₹ 2.50 Crores per annum
Commission	:	0.25% of net sales or ₹ 50 Lacs whichever is lower

(with the authority to the Board of Directors (which terms shall be deemed to include any "committee" thereof) to alter, amend, vary and modify the terms and conditions of the said revision of Remuneration payable from time to time, as it deems fit, subject to the approval of members)

RESOLVED FURTHER THAT even in the event of loss or inadequacy of profits in any financial year(s), during the period of 3 (three) years commencing from February 20, 2021, Mr. Parag Vinod Jhaveri be paid his remuneration by way of salary, allowances and perquisites subject to compliance with the applicable provisions of schedule V of the Act and to the extent necessary.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary forms/ returns with the Ministry of Corporate Affairs, Stock Exchanges, or such other statutory authorities and to comply with compliance requirements in this regard"

6. To consider and approve re-appointment and fixation of remuneration of Mr. Yayesh Jhaveri as a Whole-time Director of the Company.

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



"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the re-appointment of Mr. Yayesh Vinod Jhaveri (DIN 01257668) as a Whole-time Director of the Company for a period of 5 (five) years and fixation of remuneration for the period of 3 (three) years with effect from February 20, 2021 on terms and conditions as mentioned below:

Salary & Perquisites	:	Not Exceeding ₹ 2.50 Crores per annum
Commission	:	0.25% of net sales or ₹ 50 Lacs whichever is lower

(with the authority to the Board of Directors (which terms shall be deemed to include any "committee" thereof) to alter, amend, vary and modify the terms and conditions of the said revision of Remuneration payable from time to time, as it deems fit, subject to the approval of members)

RESOLVED FURTHER THAT even in the event of loss or inadequacy of profits in any financial year(s), during the period of 3 (three) years commencing from February 20, 2021, Mr. Yayesh Vinod Jhaveri, be paid his remuneration by way of salary, allowances and perquisites subject to compliance with the applicable provisions of schedule V of the Act and to the extent necessary.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary forms/returns with the Ministry of Corporate Affairs, Stock Exchanges, or such other statutory authorities and to comply with compliance requirements in this regard"

7. To consider and approve re-appointment and fixation of remuneration of Mr. Vinod Jhaveri, as an Executive Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment &

Qualification of Directors) Rules, 2014, Schedule V of the Act and all other applicable provisions, if any, consent of the members be and is hereby accorded for the re-appointment of Mr. Vinod Jhaveri (DIN 01655692) as an Executive Director of the Company for a period of 5 (five) years and fixation of remuneration for the period of 3 (three) years with effect from February 20, 2021 on terms and conditions as mentioned below:

Salary & Perquisites	:	Not Exceeding ₹ 2.50 Crores per annum
Commission	:	0.25% of net sales or ₹ 50 Lacs whichever is lower

(with the authority to the Board of Directors (which terms shall be deemed to include any "committee" thereof) to alter, amend, vary and modify the terms and conditions of the said revision of Remuneration payable from time to time, as it deems fit, subject to the approval of members).

RESOLVED FURTHER THAT even in the event of loss or inadequacy of profits in any financial year(s), during the period of 3 (three) years commencing from February 20, 2021, Mr. Vinod Jhaveri be paid his remuneration by way of salary, allowances and perquisites subject to compliance with the applicable provisions of schedule V of the Act and to the extent necessary.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary forms/returns with the Ministry of Corporate Affairs, Stock Exchanges, or such other statutory authorities and to comply with compliance requirements in this regard".

By Order of the Board,
Parag Vinod Jhaveri
 Managing Director and CEO
 DIN: 01257685

Registered Office:

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

Date: May 12, 2021
 Place: Mumbai

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://www.yashoindustries.com/uploads/7/9/4/9/7949862/notice_of_35th_agm.pdf. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Members whose e-mail addresses are not registered with Registrar & Share Transfer Agent (RTA) and the Depositories, are required to provide their email IDs and other necessary details as per below format to the Company or RTA, on or before 5:00 p.m. on July 13, 2020 pursuant to which, any Member may receive on the e-mail ID provided by the Member this Notice and the procedure for remote e-voting:

Name of First Shareholder
Name of Second Shareholder (In case joint shareholder)
Permanent Account No. (PAN)
Beneficiary Id/Client Id
No. Share held
Email Id
Mobile No
Address

Note: Kindly provide aforesaid details through email at cs@yashoindustries.com / investor@bigshareonline.com
9. An Explanatory Statement, pursuant to Section 102(1) of the Act, relating to Special Business set out under Item Nos. 4, 5, 6 & 7, of the accompanying Notice are annexed hereto. A statement providing additional details of the Directors along with their brief profile who are seeking re-appointment as set out at Item Nos. 3, 5, 6 & 7 of the Notice dated May 12, 2021 is annexed herewith as required under Regulation



36 of the Listing Regulations, as amended and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').

10. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, July 14, 2021 to Tuesday, July 20, 2021, both days inclusive.
11. The results declared along with the scrutiniser's report will be placed on the website of the Company i.e. www.yashoindustries.com under Investors section and on the website of NSDL i.e. <https://evoting.nsdl.com>. The results shall also be communicated to the Stock Exchanges

12. DIVIDEND RELATED INFORMATION

1. Final Dividend on Equity shares as recommended by the Board of Directors for the year ended March 31, 2021, if approved at the AGM, will be payable, to those Members of the Company who hold shares:
 - i. In dematerialised ('demat') mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Wednesday, March 31, 2021.
 - ii. In physical mode, if their names appear in the Company's Register of Members or its Registrar and Transfer Agents on Tuesday, July 13, 2021.
2. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.

Members are requested to register / update their complete bank details:

- i. with their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s); and
- ii. with the Company by emailing at cs@yashoindustries.com if shares are held in physical mode, by submitting:
 - a) scanned copy of the signed request letter which shall contain Member's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details),
 - b) self-attested copy of the PAN card, and
 - c) cancelled cheque leaf

3. Tax Deductible at Source / Withholding tax:

- a) As per the Income Tax Act, 1961 ("IT Act"), as amended by the Finance Act, 2020, dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the applicable rates at the time of making the payment of the Dividend, if declared at the AGM.

Form 15G/15H/10F are available on the website of our RTA, Bigshare Services Private Limited. The same can be downloaded from Bigshare Services Private Limited's website <https://www.bigshareonline.com>. The above-mentioned documents (duly completed and signed) are required to be uploaded at <https://www.bigshareonline.com>. The Company has shared links of this forms as well as link for uploading the documents/forms via SMS with those Shareholders holding shares of the Company as on Monday, May 31, 2021 and having their Mobile Number registered with the Company. Shareholders can also send their duly signed tax declarations or communications/queries to company's RTA at their email id tds@bigshareonline.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **July 16, 2021 at 09:00 A.M.** and ends on **July 19, 2021 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **July 13, 2021**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **July 13, 2021**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.



Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Help desk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL help desk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL help desk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Dhruvil.Shah@dhruvilshah.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Sarita Mote) at evoting@nsdl.co.in



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@yashoindustries.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@yashoindustries.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company email id. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting by mentioning their name, demat account number/folio number, email id, mobile number at Company Secretary email Id . These queries will be replied by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. July 13, 2021 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for

remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. July 13, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system.

By Order of the Board,
Parag Vinod Jhaveri
Managing Director and CEO
DIN: 01257685

Registered Office:

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

Date: May 12, 2021

Place: Mumbai



Additional Information of Directors being appointed/re-appointed as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in order of the items mentioned in the Notice

Particulars of the Directors seeking re-appointment in the Annual General Meeting:

Name of Director	Mr. Parag Vinod Jhaveri
Type	Managing Director and CEO
Date of Birth	16 th September, 1966
Date of Appointment	2 nd May, 1990
Brief Resume	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..
No. of Equity Shares held in the Company	960000
Expertise in Specific Functional area	He shall be responsible for the overall management affairs of the Company
Directorships held in other Companies (as on 31-03-2020)	Nil
Particulars of Committee Chairmanship / Membership held in other Companies	Nil
Relationship with other directors/KMPs	<ul style="list-style-type: none"> Mr. Vinod Jhaveri is Father of Mr. Parag Jhaveri. Mr. Yayesh Jhaveri is Brother of Mr. Parag Jhaveri

Name of Director	Mr. Yayesh Vinod Jhaveri
Type	Whole Time Director & CFO
Date of Birth	13 th April, 1971
Date of Appointment	04 th April, 1997
Brief Resume	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.
No. of Equity Shares held in the Company	1050000
Expertise in Specific Functional area	He currently plays a crucial role in the accounts and finance function.
Directorships held in other Companies (as on 31-03-2020)	Nil
Particulars of Committee Chairmanship / Membership held in other Companies	Nil
Relationship with other directors/KMPs	<ul style="list-style-type: none"> Mr. Parag Jhaveri is Brother of Mr. Yayesh Jhaveri Mr. Vinod Jhaveri is Father of Mr. Yayesh Jhaveri

Name of Director	Mr. Vinod Harilal Jhaveri
Type	Chairman & Executive Director
Date of Birth	27 th February, 1939
Date of Appointment	09 th August, 2007
Brief Resume	Commerce Graduate from Gujarat University. He remains the main guiding force behind the growth and business strategy of our Company.
No. of Equity Shares held in the Company	33,45,300
Expertise in Specific Functional area	He shall be responsible for the overall management affairs of the Company.
Directorships held in other Companies (as on 31-03-2020)	Nil
Particulars of Committee Chairmanship / Membership held in other Companies	Nil
Relationship with other directors/KMPs	<ul style="list-style-type: none"> Mr. Parag Jhaveri is son of Mr. Vinod Jhaveri Mr. Yayesh Jhaveri is son of Mr. Vinod Jhaveri

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

Item No. 4: Ordinary Resolution

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 2021-22 at a remuneration of 2,00,000/- (Rupees Two Lakhs only) plus applicable taxes, travel and Out of Pocket Expenses. 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. 4 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. 4.

Item No 5, 6 and 7: Special Resolution**5. To approve revision of remuneration of Mr. Parag Jhaveri.**

Mr. Parag Jhaveri, was re- appointed and designated as Managing Director & CEO of the Company by the Board at its Meeting held on February 9, 2021 for a period of 5 (Five) years i.e. from February 20, 2021.

Further, considering the contribution of Mr. Parag Jhaveri and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on February 9, 2021 approved the revision in the remuneration of Mr. Parag Jhaveri for a period of 3 (Three) years effective from February 20, 2021 on terms and conditions enumerated in the Resolutions

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the reappointment and fixation of remuneration of Mr. Parag Jhaveri as decided by the Board is required to be approved by the Members at their meeting.

6. To approve revision of remuneration of Mr. Yayesh Jhaveri

Mr. Yayesh Jhaveri, was re- appointed and designated as Whole Time Director & CFO of the Company by the Board at its Meeting held on February 9, 2021 for a period of 5 (Five) years i.e. from February 20, 2021.

Further, considering the contribution of Mr. Yayesh Jhaveri and the progress made by the Company under his guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on February 9, 2021 approved the revision in the remuneration of Mr. Yayesh Jhaveri for a period of 3 (Three) years effective from February 20, 2021 on terms and conditions enumerated in the Resolutions.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the re-appointment and fixation of remuneration of Mr. Yayesh Jhaveri as decided by the Board is required to be approved by the Members at their meeting.

7. To approve re-appointment Mr. Vinod Jhaveri

Mr. Vinod Jhaveri, was re- appointed and designated as Executive Director of the Company by the Board at its Meeting held on February 9, 2021 for a period of 5 (Five) years i.e. from February 20, 2021.

Further, considering the contribution of Mr. Vinod Jhaveri and the progress made by the Company under his guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on February 9, 2021 approved the revision in the remuneration of Mr. Vinod Jhaveri for a period of 3 (Three) years effective from February 20, 2021 on terms and conditions enumerated in the Resolutions.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the reappointment and fixation of remuneration of Mr. Vinod Jhaveri as decided by the Board is required to be approved by the Members at their meeting.

**I. GENERAL INFORMATION:**

Sr. No	Particular	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> <tr> <th>Particulars</th><th>2020-21</th><th>2019-20</th></tr> <tr> <td>Sales</td><td>35,943.60</td><td>29,706.30</td></tr> <tr> <td>Profit /(Loss) after tax</td><td>2,147.74</td><td>1,204.46</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>6,803.16</td><td>4661.40</td></tr> </table>	Particulars	2020-21	2019-20	Sales	35,943.60	29,706.30	Profit /(Loss) after tax	2,147.74	1,204.46	Equity capital	1,089.92	1,089.92	Reserves and surplus	6,803.16	4661.40
Particulars	2020-21	2019-20															
Sales	35,943.60	29,706.30															
Profit /(Loss) after tax	2,147.74	1,204.46															
Equity capital	1,089.92	1,089.92															
Reserves and surplus	6,803.16	4661.40															
5	Foreign investments or collaborators, if any	N.A.															

Information about the appointee:

4 Mr. Parag Jhaveri	
1 Background Details	Mr. Parag Jhaveri, aged 55 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	Amount paid ₹ 130 lacs (approved Remuneration – ₹ 3 Crores)
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 Proposed Remuneration	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 and Promoter shareholder of the Company except stated herein Mr. Parag V. Jhaveri has no other relationship with the Company.

5 Mr. Yayesh Jhaveri		
1	Background Details	Mr. Yayesh Jhaveri, aged 50 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	Amount paid ₹ 130 lacs (approved Remuneration ₹ 3 Crores)
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	Proposed Remuneration	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 and Promoter Shareholder of the Company except stated herein Mr. Yayesh V. Jhaveri has no other relationship with the Company.
6 Mr. Vinod Jhaveri		
1	Background Details	Mr. Vinod Jhaveri, aged 82 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	Amount Paid ₹ 110.50 lacs (Approved Remuneration ₹ 3 Crores)
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	Proposed Remuneration	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 and Promoter Shareholder of the Company except stated herein Mr. Vinod Jhaveri has no other relationship with the Company.



Pursuant to the applicable provision of the Companies Act, 2013, and the relevant rules made thereunder, consent of members is being sought by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than mentioned above is in any way concerned or interested, financial or otherwise, in the said Resolutions.

The Board of Directors recommends the Special Resolution set out at Item No. 5, 6 and 7 of the Notice for approval by the Members

By Order of the Board,
Parag Vinod Jhaveri
Managing Director and CEO
DIN: 01257685

Registered Office:

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

Date: May 12, 2021

Place: Mumbai