

Notice of Annual General Meeting

Notice is hereby given that the 36th Annual General Meeting of the Members of Yasho Industries Limited ('the Company') will be held on Tuesday, July 12, 2022 at 04:00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of ₹ 0.50/- per Equity share for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mr. Yayesh Jhaveri (DIN: 01257668), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Ratification of Remuneration to Cost Auditor**
To consider and if thought fit, to pass the following resolution with or without modifications 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) and as approved by the Board of Directors of the Company, remuneration of ₹ 2,30,000/- (Rupees Two Lakhs Thirty Thousand Only) (plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) to be paid to M/s. Kishore Bhatia & Associates, Cost Accountant (Firm Registration Number: 00294), appointed by the Board of Directors of the Company as an Cost Auditors on the recommendation of the Audit Committee to conduct the audit of the Cost Records of the Company for the financial year ending March 31, 2023, 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 such acts and to take all such steps as may be deemed necessary,

proper or expedient to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

5. **Approval of remuneration by way of commission to Mr. Anurag Surana, Independent Director of the Company for the financial year ended March 31, 2022.**

To consider and, if thought fit, pass the following resolution with or without modifications as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198, other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to availability of net profits at the end of each financial year and subject to the total remuneration payable to Directors who are neither Managing Directors nor Whole-time Directors not exceeding in the aggregate 1% (one percent) of the net profits of the Company computed in the manner stipulated in Section 198 of the Act, and pursuant to the recommendation of the Nomination and Remuneration Committee, the approval of members of the Company be and is hereby accorded to the Board of Directors to pay remuneration by way of commission not exceeding ₹ 6,00,000/- (Rupees Six Lakhs only) to Mr. Anurag Surana, Non-Executive Independent Director of the Company for the financial year ending on March 31, 2022.

RESOLVED FURTHER THAT the above payment of commission is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and/or other meetings being paid to Mr. Anurag Surana Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.

6. **Approval of remuneration by way of commission to Mr. Anurag Surana, Independent Director of the Company for the financial year ended March 31, 2023.**

To consider and, if thought fit, pass the following resolution with or without modifications as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198, other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to availability of net profits at the end of each financial year and subject to the total remuneration payable to Directors who are neither Managing Directors nor Whole-time Directors not exceeding in the aggregate 1% (one percent) of the net profits of the Company computed in the manner stipulated in Section 198 of the Act, and pursuant to the recommendation of the Nomination and Remuneration Committee, the approval of members of the Company be and is hereby accorded to the Board of Directors to pay remuneration by way of commission not exceeding ₹ 12,00,000/- (Rupees Twelve Lakhs only) to Mr. Anurag Surana, Non-Executive Independent Director of the Company for the financial year ending on March 31, 2023.

RESOLVED FURTHER THAT the above payment of commission is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and/or other meetings being paid to Mr. Anurag Surana, Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.

7. **Approval of remuneration by way of commission to Mr. Ullal Ravindra Bhat, Independent Director of the Company for the financial year ended March 31, 2023.**

To consider and, if thought fit, pass the following resolution with or without modifications as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198, other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to availability of net profits at the end of each financial year and subject to the total remuneration payable to Directors who are neither Managing Directors nor Whole-time Directors not exceeding in the aggregate 1% (one percent) of the net profits of the Company computed in the manner stipulated in Section 198 of the Act, and pursuant to the recommendation of the Nomination and Remuneration Committee, the approval of members of the Company be and is hereby accorded to the Board of Directors to pay remuneration by way of commission not exceeding ₹ 18,00,000/- (Rupees Eighteen Lakhs only) to Mr. Ullal Ravindra Bhat, Non-Executive Independent Director of the Company for the financial year ending on March 31, 2023.

RESOLVED FURTHER THAT the above payment of commission is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and/or other meetings being paid to Mr. Ullal Ravindra Bhat, Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.

8. **Approval of remuneration by way of commission to Dr. Prakash Bhate, Independent Director of the Company for the financial year ended March 31, 2023.**

To consider and, if thought fit, pass the following resolution with or without modifications as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198, other applicable provisions, if any, of the Companies Act, 2013 and the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to availability of net profits at the end of each financial year and subject to the total remuneration payable to Directors who are neither Managing Directors nor Whole-time Directors not exceeding in the aggregate 1% (one percent) of the net profits of the Company computed in the manner stipulated in Section 198 of the Act, and pursuant to the recommendation of the Nomination and Remuneration Committee, the approval of members of the Company be and is hereby accorded to the Board of Directors to pay remuneration by way of commission not exceeding ₹ 6,00,000/- (Rupees Six Lakhs only) to Dr. Prakash Bhate, Non-Executive Independent Director of the Company for the financial year ending on March 31, 2023.

RESOLVED FURTHER THAT the above payment of commission is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and/or other meetings being paid to Dr. Prakash Bhate, Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.

9. Increasing the borrowing limit under Section 180 (1) (c) from ₹ 500 Crores to ₹ 750 Crores.

To consider and, if thought fit, pass the following resolution with or without modifications as a Special Resolution:

RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company in Extraordinary General Meeting dated February 20, 2018, and pursuant to the provisions of Section 180(1)(c) read with section 179(3) (including any amendment thereto or re-enactment thereof) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the approval of members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to

include any committee thereof) to borrow any sum or sums of money (including non-fund based banking facilities) from time to time not exceeding ₹ 7,50,00,00,000 (Rupees Seven hundred Fifty Crores only) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company, its free reserves, (that is to say, reserves not set apart for any specific purpose) and securities premium.

RESOLVED FURTHER THAT the Board be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money but not exceeding ₹ 7,50,00,00,000 (Rupees Seven hundred Fifty Crores only) (including the money already borrowed by the Company) in Indian Rupees or equivalent thereof in any foreign currency(ies) in aggregate (including the monies already borrowed by the Company) and on such terms and conditions as the Board may deem fit, by way of loans or in any other form whatsoever from, or issue of Bonds and/or Debentures or other Securities whether Convertible into Equity/Preference Shares and/or Securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe to Equity/Preference Shares (hereinafter referred to as "Securities"), to Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) and / or to any official(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Registrar of Companies and regulatory authorities and to settle any question, doubt or difficulty which may arise in regard to the offers or allotment and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution as they may in their absolute discretion deem necessary or desirable in connection with such issue or any matters incidental thereto without being required to seek any further consent

or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

10. Creation of security on the properties of the company, both present and future, in favour of lenders:

To consider and, if thought fit, pass the following resolution with or without modifications as a Special Resolution:

RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company in Extraordinary General Meeting dated February 20, 2018, and pursuant to provision of Section 180 (1) (a) and other applicable provisions and rules, if any of the Companies Act, 2013, and the Articles of Association of the Company, the approval of members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to sell, lease or otherwise dispose of whole or substantially the whole of undertaking of the company or to create charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the financial institutions, insurance companies, banks or credit agencies, incorporated or constituted in India or abroad, machinery suppliers and/or other persons or institutions (together “the Lenders”) for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency)/ financial assistance including non fund based financial assistance or financial indebtedness availed by the Company from time to time, (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the “Financial Indebtedness”) in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness on such terms and conditions as may be agreed between the Company and any Lender(s), provided that the maximum extent of the Financial Indebtedness secured by the assets of the Company does not exceed ₹ 7,50,00,00,000 (Rupees Seven hundred Fifty Crores only) at any time as approved under Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari

passu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) and / or to any official(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Registrar of Companies and regulatory authorities and to settle any question, doubt or difficulty which may arise in regard to the offers or allotment and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution as they may in their absolute discretion deem necessary or desirable in connection with such issue or any matters incidental thereto without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

11. Appointment of Mrs. Sudha Pravin Navandar (DIN: 02804964) as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendations of the Nomination and Remuneration Committee, Mrs. Sudha Navandar who was appointed as an Additional Director of the Company by the Board of Directors and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from June 6, 2022 to June 5, 2027.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further

delegate to any other Officer(s) or Authorized Representative(s) including Company Secretary of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

12. **Approval of remuneration by way of commission to Mrs. Sudha Pravin Navandar, Independent Director of the Company for the financial year ended March 31, 2023.**

To consider and, if thought fit, pass the following resolution with or without modifications as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198, other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to availability of net profits at the end of each financial year and subject to the total remuneration payable to Directors who are neither Managing Directors nor Whole-time Directors not exceeding in the aggregate 1% (one percent) of the net profits of the Company computed in the manner stipulated in Section 198 of the Act, and pursuant to the recommendation of the Nomination and Remuneration Committee, the approval of members of the Company be and is hereby accorded to the Board of Directors to pay remuneration by way of commission not exceeding INR 6,00,000/- (Rupees Six Lakhs only) to Mrs. Sudha Pravin Navandar, Non-Executive Independent Director of the Company for the financial year ending on March 31, 2023.

RESOLVED FURTHER THAT the above payment of commission is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and/or other meetings being paid to Mrs. Sudha Pravin Navandar, Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.

13. **Alteration of Memorandum of Association of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 4, 13, 15 and all other applicable provisions,

if any, of the Companies Act, 2013 ("**Act**") read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government / Stock exchange(s)/appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association ("**MOA**") of the Company as under:

- A. Addition and insertion of following new sub-clauses from 25 to 31 in Clause III (B) of MOA and the existing part to be renumbered accordingly and shall read as under:
3. The draw, accept and make and to endorse, discount, and negotiate bills of exchange, hundies, promissory notes and other negotiable instruments connected with the business of the company.
4. To receive on deposit with or without allowance of interest to advance and lend moneys upon such securities or without any securities thereof as may be thought proper and to invest such of the Company's moneys in such manner as may from time to time be determined.
5. To do research in organic and/or inorganic chemistry and all types and kinds of chemical and chemical products or any of the items pertaining to the business of the company or any allied items or any other items which may seem beneficial and in the interest of the company acquire and/or exploit and/or sell patent right, in respect thereof.
6. To enter into any partnership or arrangement for sharing profits, union of interests, co-operation or Joint-adventure or amalgamation reciprocal concession or otherwise with any person, companies or firms having objects similar to those of the company and calculated to benefit the company and to carry on or conduct or liquidate or wind up any such business, purchased or otherwise acquired.
7. To take over the management wholly or co-jointly or otherwise, of establishment, organisations or concerns dealing in any way whatsoever with the raw materials required by the company and/or in any of the activities of the company as well as of research institutions or organisations connected with the activities of the Company.
8. To pay all the costs, charges and expenses of and incidental to the promotion, formation and

- establishment of the company or its Branches and the issue of its capital, including any underwritings or other commission, broker's fees, lawyer's charges and to remunerate in cash or in any other manner any person or persons for services rendered or to be rendered in introducing any person or business to the Company or in placing or assisting to place or guaranteeing the subscription of, any shares, debentures, debenture-stock or any other securities of the Company, or for any other reason which the Company may think proper.
9. To provide for and furnish to any members of the Company or to any subscribers or to purchasers, or possessors of coupons or tickets issued by the Company any chattels, conveniences, advantages, benefits or special privileges which may seem expedient and either gratuitously or otherwise.
 10. To sell or dispose of or transfer the business of the Company or any part thereof for such consideration as the Company may deem proper and in particular for shares, debentures or securities of any other Company.
 11. To promote or aid in promotion of any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company.
 12. To carry on any of the business mentioned herein' and for that purpose and also for any of the purposes mentioned herein to open branches, offices and/or appoint agents at any place and/or to establish independent separate manufacturing units or factories for any of the products of the Company at any place.
 13. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or for any other purpose whatsoever conducive to the interest of the Company.
 14. To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependants or connections of such persons by building or contribution to the building of house, dwellings or chawls or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trust and by providing of trust and by providing, or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendances, and other assistance as the Company shall think fit, and to subscribe and contribute or otherwise to assist or to guarantee money to charitable, benevolent religious, scientific; national or other institutions or objects, which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
 15. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchasers and exhibition of work of art or interest by publication of books and periodicals, and by granting prizes, rewards and donations.
 16. To aid pecuniarily or otherwise any association body or movement having for its objects the solutions, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry of trade.
 17. To remunerate the servants of the Company and others out of and in proportion to the profits of the Company or otherwise as may be thought fit.
 18. To distribute any of the property of the Company amongst the members in specie or in kind, subject to provision of Companies Act in the event of winding-up.
 19. To lend money to such customers of and persons having dealings with the Company as may be expedient. Provided that the Company' shall not carry on the business of banking as defined by the Banking Companies Act.
 20. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as the Company may think conducive to the attainment of the above objects or any of them.
 21. To subscribe or contribute to any charitable benevolent or useful object or a public character, the support of which will in opinion of the Directors tend to increase the repute or popularity of the Company amongst its employees or public.
 22. To procure the recognition of the Company in any state or place, and to establish and maintain local registers and branch places of business in any part thereof.
 23. To train or pay for the training in India or abroad of any members or any of the Company's employee or any other candidate in the interest and for the furtherance of the Company's business.

24. To sell, improve, alter, manage, develop, exchange, lease, mortgage, enfranchise, dispose it, turn to account or otherwise deal with or any part of the land, properties, assets and rights and generally the resources and undertakings of the Company in such manner and on such terms as the Directors may think fit.
25. To borrow or raise or secure the payments of money or to receive money on deposit at interest for any of the purpose of the Company and at such time and from time to time and in such manner as may be thought fit and in particular by the issue of debenture or debenture-stocks convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or for any such debentures or debenture-stocks so issued to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charger or lien to secure and guarantee the performance by the Company or any other person or company as the case may. be provided that the Company shall not carry on banking business as defined in the Banking Regulations Act, 1949,
26. To provide Corporate Guarantee including Counter Guarantee by the Company to any party/person including Banks, Financial Institutions or Finance Companies for securing credit facilities obtained by any person including individuals, firms, bodies corporate including subsidiary companies, trusts, association of persons or any organization with or without any security thereof, in any form pursuant to provisions of Section 185 and Section 186 of the Companies Act, 2013.
27. Subject to the provisions of the Companies Act, to amalgamate, or to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation joint adventure, or reciprocal concession with any person or persons or company or companies carrying on or engaged in or about to carry on or engage in, or being authorized to carry on or engage in, any business transaction which this company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit this company.
28. To subscribe or guarantee money for national, charitable, religious, educational, benevolent or other institutions, societies, clubs, funds, association, public, general or useful objects or for any exhibition but not intended to serve any political cause or purpose.
29. In the event of winding up, to distribute all or any of the property of the company amongst the members in pieces or kind or any proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any).
30. To insure all or any of the properties, undertaking, guarantee or obligations of the Company of every nature and kind in manner whatsoever.
31. To apply for and take out, purchase or otherwise acquire by way of license or otherwise, any patents, patent rights or inventions, trademark rights copyrights or secret processes technical aid or know-how, which may be useful for the Company's objects and to grant licenses to use the same.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) (including any Committee thereof) and / or to any official(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Registrar of Companies and regulatory authorities and to settle any question, doubt or difficulty which may arise in regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution as they may in their absolute discretion deem necessary or desirable in connection with such alteration or any matters incidental thereto without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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@yashoindusties.com

Date: April 30, 2022.

Place: Mumbai

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA"), has vide its Circular Nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19", Circular No. 20/2020 dated May 05, 2020, in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), Circular No. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of AGM through VC or OVAM and Circular No. 02/2022 dated May 05, 2022 in relation to "Clarification on holding of AGM through VC or OVAM (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - COVID-19 pandemic", Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic" and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred as "SEBI Circular") have permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 ('the Act'), relating to special business set out under Item Nos. 4, 5, 6, 7, 8, 9, 10 and 11, 12 of the accompanying Notice are annexed hereto.
3. The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to dhruvil@dmsah.in with a copy marked to investor@bigshareonline.com and info@yashoindustries.com
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, July 06, 2022 to Tuesday, July 12, 2022, both days inclusive.
6. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of July 05, 2022. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
7. 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.
8. The attendance of the Members at the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. 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 Listing Regulations, 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.

10. 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/>. The Notice can also be accessed from the websites of the Stock Exchange 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.

11. 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 05, 2022 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 info@yashoindustries.com / investor@bigshareonline.com

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPID-CLID in case the shares are held by them in electronic form through email at info@yashoindustries.com / investor@bigshareonline.com

13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form.

14. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before cut-off date through email on info@yashoindustries.com. The same will be replied by the Company suitably.

15. The Board has appointed M/s Dhrumil M. Shah, Practicing Company Secretary, as the Scrutinizer (hereinafter referred to as "the Scrutinizer") to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.

16. The results declared along with the scrutinizer'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.

17. DIVIDEND RELATED INFORMATION

1. Final Dividend on Equity shares as recommended by the Board of Directors for the year ended March 31, 2022, if approved at the AGM, will be payable, to those Members of the Company who hold shares:

- 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 Tuesday, July 05, 2022.
- In physical mode, if their names appear in the Company's Register of Members or its Registrar and Transfer Agents on Tuesday, July 05, 2022.

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 despatched 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:

- 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
- with the Company by emailing at info@yashoindustries.com if shares are held in physical mode, by submitting:
 - 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),
 - self-attested copy of the PAN card, and
 - 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>. Shareholders can send their duly signed tax declarations or communications/queries to company's RTA at their email id tds@bigshareonline.com

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

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules 2014 as

amended from time to time and Regulation 44 of the Listing Regulations and in terms of SEBI vide Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice.

The remote e-voting period begins on July, 08, 2022 at 09:00 A.M. and ends on July, 11, 2022 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 05, 2022, 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 05, 2022.

The details of the process and manner for remote e-voting are explained herein below:

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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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

Type of shareholders	Login Method
	<p>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 hold 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 company name or e-Voting service provider i.e. 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> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk 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 helpdesk 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 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 M/s Dhrumil M. Shah & Co at dhrumil@dmshah.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 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.

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 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 at info@yashoindustries.com. 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 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 05, 2022 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 05, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system."

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

ITEM NO.4

Ratification of Remuneration to Cost Auditor

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 ₹ 2,30,000/- (Rupees Two Lakhs Thirty Thousand 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, 7, 8 and 12

Approval of remuneration by way of commission to the Independent Directors of the Company

Pursuant to Section 149(9), an Independent Director is entitled to receive (a) sitting fee for Board/Committee meetings as may be prescribed under second proviso in Section 197(5); (b) reimbursement of expenses for attending the Board/Committee meetings; (c) profit related commission as may be approved by the members. Hence the Company may pay profit related commission to the Independent Directors with prior approval of the members.

At present, except for the sitting fees paid to the Independent Directors for attending the meetings of the Board and Committees thereof, the Company does not pay any remuneration to the Independent Directors. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to approval of the members, approved to pay profit linked commission to the Independent Directors of the Company within the permissible limits under the Companies Act,

2013 as mentioned above and subject to such commission in aggregate does not exceed one per cent of the net profits of the Company for each Financial Year.

In accordance with Regulations 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors (except sitting fees) requires approval of members of the Company.

In view of the above, the resolution at Item No. 5, 6, 7, 8 and 12 of the notice is placed before the members for their approval as a Special Resolution.

Except the Independent Directors of the Company none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 5, 6, 7, 8 and 12.

The Board recommends the Special resolution set out at Item No. 5, 6, 7, 8 and 12 of the Notice for approval of the Members.

ITEM NO.9

Increasing the borrowing limit under Section 180 (1) (c) from ₹ 500 Crores to ₹ 750 Crores

Pursuant to Section 180 (1) (c) of the Companies Act, 2013, the Company cannot except with the consent of the shareholders in General Meeting, borrow moneys, apart from temporary loans obtained from Company's bankers in the ordinary course of business, in excess of the aggregate paid up capital, free reserves and securities premium account of the Company, that is to say reserves not set apart for any specific purpose.

In view of the growing business activities, it has become necessary to borrow funds to meet Company's Capital Expenditure and working capital requirements in line with increase in Company's business activities.

The consent of the members by passing special resolution under section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 is, therefore, sought to enable Board of Directors to borrow moneys as and when required, up to a limit of ₹ 7,50,00,00,000 (Rupees Seven Hundred and Fifty Crores only) (apart from temporary loans obtained from Company's bankers in the ordinary course of business).

Hence the proposed resolution is recommended for consideration of and approval by the shareholders of the Company and recommends the resolution as set out in Item No. 9 of the accompanying notice to be passed by the members by way of Special Resolution.

None of the Directors/Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the said resolution.

ITEM NO. 10

Creation of security on the properties of the company, both present and future, in favour of lenders

Pursuant to Section 180 (1) (a) of the Companies Act, 2013 the Board of Directors of the Company needs consent of the Shareholders by passing special resolution at the General meeting to mortgage, hypothecate, lease or create any charges on the present or future properties/assets of the Company. In view of growing business requirement, it is proposed to authorize Board of Directors to create charge on the properties of the Company to secure present and future borrowings subject to limit approved under Section 180 (1) (c) of the Companies Act, 2013.

Hence the proposed resolution is recommended for consideration of and approval by the shareholders of the Company and recommends the resolution as set out in Item No. 10 of the accompanying notice to be passed by the members by way of Special Resolution.

None of the Directors/Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the said resolution.

ITEM NO. 11

Appointment of Mrs. Sudha Pravin Navandar (DIN: 02804964) as Non-Executive Independent Director of the Company.

Based on recommendation of the Nomination & Remuneration Committee, the Board of Directors had approved appointment of Mrs. Sudha Navandar as an Additional Director of the company in the category of Non-Executive Independent Director subject to approval of the members for a period of 5 (Five) consecutive years with effect from June 6, 2022 to June 5, 2027. Her office shall not be liable to retire by rotation.

The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mrs. Sudha Navandar for the office of Independent Director of the Company.

Mrs. Sudha Navandar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and the Company has also received declaration from Mrs. Sudha Navandar that she meets the criteria of independence as stipulated under Section 149(6) and Schedule IV of the Act read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Regulations) Regulations, 2015 ("Listing Regulations").

Mrs. Sudha Navandar is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority as per the circular of the BSE Limited and the National Stock Exchange of India Limited relating to the "Enforcement of SEBI Orders regarding appointment of Directors" by the listed companies dated June 20, 2018.

In terms of Regulation 25(8) of the Listing Regulations, Mrs. Sudha Navandar has confirmed that she is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence.

Pursuant to Regulation 17 of the Listing Regulations, as amended, the listed entity is required to take approval of shareholders for appointment of a person on the Board of Directors in the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, which is effective from January 01, 2022. Considering this, the Board hereby recommends appointment of Mrs. Sudha Navandar as an Independent Director to the members of the Company.

In the opinion of the Board, Mrs. Sudha Navandar fulfils the conditions as specified in the Act and the Rules framed thereunder and the Listing Regulations for appointment as an Independent Director.

As on date of this Notice, Mrs. Sudha Navandar does not hold by herself or for any other person on a beneficial basis, any Equity Shares in the Company.

Mrs. Sudha Navandar is not inter-se related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company.

Relevant details relating to the appointment of Mrs. Sudha Navandar as required by the Act, the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed to this Notice.

Having regard to the qualifications, experience and knowledge of Mrs. Sudha Navandar, the Board is of the view that her association would be of immense benefit and value to the Company and, therefore, in accordance with the provisions of Section 149 read with Schedule IV to the Act, the Board now seeks to confirm her appointment as an Independent Director and recommends the Resolution to be passed as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mrs. Sudha Navandar is in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 11 of the Notice.

ITEM NO. 13

Alteration of Memorandum of Association of the Company.

The Board intends to alter the existing Memorandum of Association of the Company in order to include incidental objects clause for operational and administrative convenience. Pursuant to the provisions of the

Companies Act, 2013 and the rules made thereunder, as applicable, any amendment in incidental to main object clause of the Memorandum of Association requires approval of the members of the company by way of special resolution.

The draft Copy of the Memorandum of Association of the Company is available for inspection on any working day during Business Hours till the date of AGM.

The Board recommends the resolution stated at Item No. 13 for approval of the members of the Company.

None of the Directors, Key Managerial Personnel, of the Company or the relatives of the aforementioned persons

are interested in the said resolution except to the extent of their shareholding interest in the Company.

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@yashoindusties.com

Date: April 30, 2022.

Place: Mumbai

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI Listing Regulations]

Name of the Director	Mr. Yayesh Jhaveri	Mrs. Sudha Navandar																																																												
DIN	01257668	02804964																																																												
Date of Birth	13 th April, 1971	02 nd November, 1966																																																												
Age	51	55																																																												
Date of first appointment on the Board	04 th April, 1997	06 th June, 2022																																																												
Qualifications	Bachelor in Commerce	Chartered Accountant in 1989, Certified Public Accountant (CPA), USA, in 2007, Insolvency Professional, 2017 DISA																																																												
Experience and Expertise	Lead a various teams of Production, Purchase & Sales of Yasho Industries Limited	Mrs. Sudha Pravin Navandar is a qualified Chartered Accountant registered with the Institute of Chartered Accountants of India and also cleared her Certified Public Accountant, USA. She has done post qualification course on Information System Audit (DISA) and is also an insolvency professional.																																																												
Number of Meetings of the Board attended during the year	7 out of 7 meetings held in the FY 2021-22	Not Applicable																																																												
List of Directorship of other Board	Nil	<p>She is currently a partner in M/s. Pravin R. Navandar & Co. Chartered Accountants, with main focuses on corporate advisory services, income leakage, and IBC matters. She is also designated partner of Saksham Insolvency Resolution LLP.</p> <p>She is also an independent director on the board of Route Mobile Limited, Anand Rathi Financial Services Limited, Anand Rathi Wealth Limited, Tribhovandas Bhimji Zaveri Ltd, Kolte-Patil Developers Limited, Kshitij Capital Advisors Private Limited and Kolte-Patil Integrated Townships Limited</p>																																																												
List of Membership / Chairmanship of Committees of other Board	Nil	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Company</th> <th>Particulars of Committees</th> <th>As Chairman/ Member</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Anand Rathi Wealth Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>2</td> <td>Anand Rathi Wealth Limited</td> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> <tr> <td>3</td> <td>Anand Rathi Wealth Limited</td> <td>Risk Management Committee</td> <td>Member</td> </tr> <tr> <td>4</td> <td>Route Mobile Limited</td> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>5</td> <td>Route Mobile Limited</td> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>6</td> <td>Route Mobile Limited</td> <td>Risk Management Committee</td> <td>Member</td> </tr> <tr> <td>7</td> <td>Kolte-Patil Developers Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>8</td> <td>Kolte-Patil Developers Limited</td> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>9</td> <td>Kolte-Patil Developers Limited</td> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> <tr> <td>10</td> <td>Kolte-Patil Integrated Townships Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>11</td> <td>Kolte-Patil Integrated Townships Limited</td> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>12</td> <td>Kolte-Patil Integrated Townships Limited</td> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> <tr> <td>13</td> <td>Tribhovandas Bhimji Zaveri Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>14</td> <td>Tribhovandas Bhimji Zaveri Limited</td> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> </tbody> </table>	Sr. No.	Name of the Company	Particulars of Committees	As Chairman/ Member	1	Anand Rathi Wealth Limited	Audit Committee	Member	2	Anand Rathi Wealth Limited	Corporate Social Responsibility Committee	Member	3	Anand Rathi Wealth Limited	Risk Management Committee	Member	4	Route Mobile Limited	Audit Committee	Chairperson	5	Route Mobile Limited	Nomination and Remuneration Committee	Member	6	Route Mobile Limited	Risk Management Committee	Member	7	Kolte-Patil Developers Limited	Audit Committee	Member	8	Kolte-Patil Developers Limited	Nomination and Remuneration Committee	Member	9	Kolte-Patil Developers Limited	Stakeholders Relationship Committee	Member	10	Kolte-Patil Integrated Townships Limited	Audit Committee	Member	11	Kolte-Patil Integrated Townships Limited	Nomination and Remuneration Committee	Member	12	Kolte-Patil Integrated Townships Limited	Corporate Social Responsibility Committee	Member	13	Tribhovandas Bhimji Zaveri Limited	Audit Committee	Member	14	Tribhovandas Bhimji Zaveri Limited	Nomination and Remuneration Committee	Member
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Name of the Director	Mr. Yayesh Jhaveri	Mrs. Sudha Navandar
Shareholding in Yasho Industries Limited	10,77,500 Equity Shares of 10/- each.	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Mr. Vinod Jhaveri is the father of Yayesh Jhaveri. Mr. Parag Jhaveri is the brother of Mr. Yayesh Jhaveri	Nil
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn	Mr. Yayesh Jhaveri was appointed as a whole time Director at the Annual General Meeting held on 20 th July, 2021. During the year 2021-22 Mr. Yayesh Jhaveri has drawn remuneration of ₹ 188.30 Lakhs.	Five (5) years, which is subject to the approval of members in ensuing 36th Annual General Meeting
Justification for choosing the appointees for appointment as Independent Directors	Not Applicable	Considering the experience of Mrs. Sudha Navandar in the field of corporate advisory, leakage, and IBC matters. It is felt that the Company would continue to be benefited by her rich experience