



Notice of Annual General Meeting

Notice is hereby given that the **37th Annual General Meeting** of the Members of Yasho Industries Limited ("the Company") will be held on, **July 13, 2023** at 04:30 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, 2023 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, 2023 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, 2023.

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 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 ₹ 2,75,000/- (Rupees Two Lakhs Seventy Five Thousand Only) plus applicable taxes, travel and Out of Pocket Expenses to be paid to Mr. Kaushal Joshi, Cost Accountant (Registration No. 40592), appointed by the Board of Directors of the Company as a 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, 2024, which is 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. Payment of remuneration to Mr. Vinod Jhaveri, Executive Director of the Company for a period of 2 (Two) years of his present tenure

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

"RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, 203, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "**the Act**") including any statutory amendments, modifications or re-enactment thereof and such other requisite approvals, as may be required in this regard, the consent of the members be and is hereby accorded for the payment of remuneration without obtaining the approval of the Central Government to Mr. Vinod Jhaveri, Executive Director of the Company for a period of 2 (Two) years with effect from February 20, 2024 of his present tenure on terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company is set out as under:

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

RESOLVED FURTHER THAT except for the aforesaid revision in terms of remuneration, all other terms and conditions of his appointment as Executive Director of the Company of the Company, as approved by the resolution passed at the General Meeting of the Company held on July 20, 2021, shall remain unchanged.

RESOLVED FURTHER THAT even in the event of loss or inadequacy of profits in any financial year(s), during the period of 2 (Two) years commencing from February 20, 2024, 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 the Board of Directors/ Nomination and Remuneration Committee of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment (including authority, from time to time, to determine the amount of salary, the type and amount of perquisites, bonus and other benefits payable to Mr. Vinod Jhaveri, in such manner as may be agreed to between the Company and Mr. Vinod Jhaveri, within the limits approved by the Members and to the extent the Board may consider appropriate.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

6. Payment of remuneration to Mr. Parag Jhaveri, Managing Director of the Company for a period of 2 (Two) years of his present tenure

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

"RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, 203, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as **"the Act"**) including any statutory amendments, modifications or re-enactment thereof and such other requisite approvals, as may be required in this regard, the consent of the members be and is hereby accorded for the payment of remuneration without obtaining the approval of the Central Government to Mr. Parag Jhaveri, Managing Director of the Company for a period of 2 (Two) years with effect from February 20, 2024 of his present tenure on terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company is set out as under:

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

RESOLVED FURTHER THAT except for the aforesaid revision in terms of remuneration, all other terms and conditions of his appointment as Executive Director of the Company of the Company, as approved by the resolution passed at the General Meeting of the Company held on July 20, 2021, shall remain unchanged.

RESOLVED FURTHER THAT even in the event of loss or inadequacy of profits in any financial year(s), during the period of 2 (Two) years commencing from February 20, 2024, Mr. Parag 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 the Board of Directors/ Nomination and Remuneration Committee of the

Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment (including authority, from time to time, to determine the amount of salary, the type and amount of perquisites, bonus and other benefits payable to Mr. Parag Jhaveri, in such manner as may be agreed to between the Company and Mr. Parag Jhaveri, within the limits approved by the Members and to the extent the Board may consider appropriate.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

7. Payment of remuneration to Mr. Yayesh Jhaveri, Whole-Time Director of the Company for a period of 2 (Two) years of his present tenure

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

"RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, 203, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as **"the Act"**) including any statutory amendments, modifications or re-enactment thereof and such other requisite approvals, as may be required in this regard, the consent of the members be and is hereby accorded for the payment of remuneration without obtaining the approval of the Central Government to Mr. Yayesh Jhaveri, Whole-Time Director of the Company for a period of 2 (Two) years with effect from February 20, 2024 of his present tenure on terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company is set out as under:

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

RESOLVED FURTHER THAT except for the aforesaid revision in terms of remuneration, all other terms and conditions of his appointment as Executive Director of the Company of the Company, as approved by the resolution passed at the General Meeting of the Company held on July 20, 2021, shall remain unchanged.



RESOLVED FURTHER THAT even in the event of loss or inadequacy of profits in any financial year(s), during the period of 2 (Two) years commencing from February 20, 2024, Mr. Yayesh 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 the Board of Directors/ Nomination and Remuneration Committee of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment (including authority, from time to time, to determine the amount of salary, the type and amount of perquisites, bonus and other benefits payable to Mr. Yayesh Jhaveri, in such manner as may be agreed to between the Company and Mr. Yayesh Jhaveri, within the limits approved by the Members and to the extent the Board may consider appropriate.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

8. Payment of commission to Non-Executive Directors of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force, and in accordance with provisions of the Articles of Association of the Company, pursuant to the recommendations of Nomination Committee and the Board of Directors of the Company and subject to such other approvals as may be required in this regard, the approval of the members of the Company be and

is hereby accorded to pay remuneration by way of commission to Non-Executive Directors notwithstanding the profits / absence of profits / inadequacy of profits in the Company up to one percent (1%) of the net profits of the Company computed in the manner stipulated in Section 198 during the relevant financial year in a manner that the aggregate commission payable to all the Non - Executive Directors (including Independent Directors) shall not exceed ₹ **60,00,000/- (Rupees Sixty Lakhs Only)** in any financial year in accordance with the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (the ‘Act’) and such commission be paid to the said Non-Executive Directors of the Company in such amounts or proportions and in such manner as may be determined by the Board of Directors of the Company for a period of four (4) Financial Years i.e. 2022-23, 2023-24, 2024-25 and 2025-26 or such other time period as may be permitted under the Act.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board of Directors or any duly constituted committee of the Board, 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.”

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 02, 2023

Place: Mumbai

NOTES:

1. The Ministry of Corporate Affairs ("**MCA**") has vide its General Circular No. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 5, 2020; 02/2021 dated January 13, 2021; 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India ("**SEBI**") Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (hereinafter referred to as "**Circulars**"), and in compliance with the provisions of the Companies Act, 2013 ("**Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("**Listing Regulations**") permitted the holding of the AGM through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without the physical presence of the members at a common venue.
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the AGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("**ICSI**") read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. In compliance with provisions of the Act read with rules / circulars issued thereunder and the provisions of Listing Regulations read with circulars issued thereunder, the Company is providing to the shareholders the facility to exercise their right to vote at the 37th AGM by electronic means, i.e., remote e-voting and e-voting during the AGM ("**e-voting**").
4. The attendance of the shareholders attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates / Institutional shareholders are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
6. Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of Special Business stating material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.
7. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from July 07, 2023 to July 13, 2023 (both days inclusive).
8. During the AGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at info@yashoindustries.com before 5.00 p.m. (IST) on Thursday, July 6, 2023.
9. The relevant details of Directors retiring by rotation / seeking re-appointment at the AGM, as required under 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.
10. Institutional / Corporate Members (i.e., other than individuals/ HUF, NRI etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body Resolution /Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to Section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutiniser by email through its registered email address to dhrumil@dmsah.in with a copy marked to investor@bigshareonline.com and info@yashoindustries.com Such Corporate Members are requested to refer 'General Guidelines for Members provided in this notice, for more information.
11. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
12. 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.



13. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the Circulars, the Company is providing the 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 a remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
14. The Notice convening the AGM has been uploaded on the website of the Company at www.yashoindustries.com and may also be accessed from the relevant section of the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com
15. Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of **Thursday, July 06, 2023** (cut-off date not earlier than 7 days before the AGM), may cast their vote by remote e-Voting. The remote e-voting period commences on **Sunday, July 09, 2023, at 9:00 a.m. (IST) and ends on Wednesday, July 12, 2023, at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of **Thursday, July 06, 2023**. Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM i.e., **Thursday, July 13, 2023**. The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website www.yashoindustries.com
16. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through remote e-Voting.
17. A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., **Thursday, July 06, 2023**, shall be entitled to avail of the facility of remote e-voting before the AGM as well as e-Voting during the AGM. Any person holding shares in physical form and non- individual shareholders, who acquire shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e., **Thursday, July 06, 2023**, may obtain the User ID and password by sending a request along with the requisite documents as mentioned in para 18 below, at evoting@nsdl.co.in. 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. In the case of Individual Shareholders holding securities in Demat mode and 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., **Thursday, July 06, 2023**, may follow steps mentioned under Step 1 (A) i.e "Login method for remote e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode.
18. **Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing Demat account number / Folio number and scanned copy of the Share Certificate (front and back) or client master, or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).**

The Individual Shareholders holding securities in Demat mode are requested to follow steps mentioned below in Step 1 (A) i.e "Login method for remote e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode. In terms of the SEBI circular dated December 9, 2020, on the 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 to access the e-Voting facility.
19. 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 **Thursday, July 06, 2023** 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

20. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("**DP**") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed **Form No. ISR-1**, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

21. Members wishing to claim dividends that remain unclaimed for the financial year 2020-21 and 2021-22 are requested to correspond with the RTA at investor@bigshareonline.com, or with the Company Secretary, at the Company's registered office or may write at info@yashoindustries.com. Members are requested to note that dividends which remains unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund ("**IEPF**") established by the Central Government. Shares on which dividend remains unclaimed for seven consecutive years shall also be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules. It may be noted that, no claim shall lie against the Company in respect of individual amounts of dividends remaining unclaimed and unpaid for a period of seven years from the date it became first due and duly transferred to IEPF Fund for payment and the concern shareholder could approach IEPF Authority to release of any such unclaimed dividend.

The Ministry of Corporate Affairs ("**MCA**"), Government of India, through its Circular No. 17/2012 dated July 23, 2012 has directed companies to upload on the company's website information regarding unpaid and unclaimed dividend. Pursuant to the said IEPF Rules, the Company has uploaded the details of unpaid and unclaimed dividend on its website at <https://www.yashoindustries.com/public-notice.html>.

22. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate

share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to and processed at the office of the RTA at Bigshare Services Pvt Ltd.

SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or its RTA, for assistance in this regard. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed **Form ISR- 4** to RTA.

23. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting **Form No. SH- 13**. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in **Form No. SH-14**. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit **Form No. ISR-3**. The said forms can be downloaded from the RTA's website at <https://www.bigshareonline.com/Resources.aspx> Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
24. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. **Form No. ISR-1** for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in **Form No. ISR-1** to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

25. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such



folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.

26. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
27. M/s Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries has been appointed as the Scrutinizer by the Board for providing a facility to the Members of the Company to scrutinize the remote e-voting process before the AGM as well as remote e-Voting during the AGM fairly and transparently.
28. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed, NSDL, and RTA, and will also be displayed on the Company's website at www.yashoindustries.com
29. Members are encouraged to submit their questions in advance concerning the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number, and mobile number, to reach the Company's email address at info@yashoindustries.com before 5.00 p.m. (IST) on **Thursday, July 06, 2023**. Queries that remain unanswered at the AGM will be appropriately responded to by the Company at the earliest, post the conclusion of the AGM.
30. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at info@yashoindustries.com before 5.00 p.m. (IST) on **Thursday, July 06, 2023**. Only those Members who have pre-registered themselves as a speaker on the dedicated email id info@yashoindustries.com will be allowed to express their views/ask questions during the AGM.

When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly,

all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

31. **Dividend Related Information**

The Board of Directors have recommended a Final Dividend of ₹ 0.50/- (5%) per equity share of face value of ₹ 10/- each for the Financial Year ended March 31, 2023 subject to approval of the Members at the ensuing AGM. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made after **Thursday, July 13, 2023** as under:

To all members of the Company holding shares either in physical form or in electronic form as of the cut-off date of **Thursday, July 06, 2023**.

Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend Warrants / Demand Drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details.

To avoid loss of Dividend Warrants/Demand Drafts in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House ("**NACH**").

Dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 ("the **IT Act**"). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company/TSR Consultants Private Limited, Registrar and Transfer Agent ('**RTA**') by sending documents through email. The detailed process and forms are available on the website of the Company at https://www.yashoindustries.com/uploads/7/9/4/9/7949862/tds_on_dividend_information.pdf.

A communication providing information and detailed instructions with respect to tax on the dividend for the financial year ended March 31, 2022 is being sent separately to the Members whose email addresses are registered with the Company/DPs.

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 **Sunday, July 09, 2023, at 9:00 a.m. (IST) and ends on Wednesday, July 12, 2023, at 5:00 p.m. (IST)**. 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 06, 2023**, 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 06, 2023**.

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.nsd.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.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 toll free no. 1800 22 55 33

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?

- 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, 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. LLP at dhrumil@dmsah.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

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" 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, speakers 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.

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 Mr. Kaushal Joshi, Cost Accountant (Registration No. 40592), as Cost Auditors of the Company, for auditing the cost accounts of the Company relating to any products as may be applicable for the financial year 2023-24 at a remuneration of ₹ ₹ 2,75,000/- (Rupees Two Lakhs Seventy Five 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.

The consent of the members is sought by way of an Ordinary Resolution for ratification of the remuneration payable to Mr. Kaushal Joshi as Cost Auditors of the Company for the Financial Year ending on March 31, 2024.

Accordingly, the Board recommends the resolution as set out at Item No. 04 of the Notice in relation to ratification of the remuneration payable to Mr. Kaushal Joshi as Cost Auditors of the Company for the Financial Year ending on March 31, 2024, by way of an Ordinary resolution.

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

Payment of remuneration to Mr. Vinod Jhaveri, Executive Director of the Company for a period of 2 (Two) years of his present tenure

At the 35th Annual General Meeting of the Company held on July 20, 2021, the members have approved the re-appointment of Mr. Vinod Jhaveri, as an Executive Director of the Company for a period of 5 years and fixation of remuneration for a period of 3 years with effect from February 20, 2021, on such terms and conditions in as set out in the explanatory statement relating to the said resolution, with a liberty to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee constituted by the Board of Directors) to alter or vary the said terms and conditions as the Board may deem fit and is acceptable to Mr. Vinod Jhaveri.

In regard to the same, the Board of Directors has approved the payment of remuneration payable to Mr. Vinod Jhaveri for a period of 2 (Two) years of his present tenure i.e., with effect from February 20, 2024 as provided in the resolution.

Further, pursuant to the provisions of Section 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions

of remuneration shall be placed for the approval of the members in the Annual General Meeting.

The above remuneration will be reviewed by the Nomination & Remuneration Committee and approved by the Board annually in line with the Company's policies.

In the event of inadequacy of profits or no profits, the Company will pay the above remuneration as minimum remuneration to Mr. Vinod Jhaveri subject to limits laid down under Section 197, Schedule V and all other applicable provisions of the Act, as amended from time to time.

The necessary information/disclosure in compliance with Schedule V and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Vinod Jhaveri has been provided in a separate section of this Notice.

Accordingly, the Board recommends the resolution as set out at Item No. 05 of the Notice in relation to the remuneration to Mr. Vinod Jhaveri as an Executive Director, for the approval by the members of the Company, by way of a Special resolution.

Except Mr. Vinod Jhaveri and his relatives no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 05 of the notice.

ITEM NO.6

Payment of remuneration to Mr. Parag Jhaveri, Managing Director & CEO of the Company for a period of 2 (Two) years of his present tenure

At the 35th Annual General Meeting of the Company held on July 20, 2021, the members have approved the re-appointment of Mr. Parag Jhaveri, as an Managing Director & CEO of the Company for a period of 5 years and fixation of remuneration for a period of 3 years with effect from February 20, 2021, on such terms and conditions in as set out in the explanatory statement relating to the said resolution, with a liberty to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee constituted by the Board of Directors) to alter or vary the said terms and conditions as the Board may deem fit and is acceptable to Mr. Parag Jhaveri.

In regard to the same, the Board of Directors has approved the payment of remuneration payable to Mr. Parag Jhaveri for a period of 2 (Two) years of his present tenure i.e., with effect from February 20, 2024 as provided in the resolution.

Further, pursuant to the provisions of Section 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the members in the Annual General Meeting.

The above remuneration will be reviewed by the Nomination & Remuneration Committee and approved by the Board annually in line with the Company's policies.

In the event of inadequacy of profits or no profits, the Company will pay the above remuneration as minimum



remuneration to Mr. Parag Jhaveri subject to limits laid down under Section 197, Schedule V and all other applicable provisions of the Act, as amended from time to time.

The necessary information/disclosure in compliance with Schedule V and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Parag Jhaveri has been provided in a separate section of this Notice.

Accordingly, the Board recommends the resolution as set out at Item No. 06 of the Notice in relation to the remuneration to Mr. Parag Jhaveri as an Executive Director, for the approval by the members of the Company, by way of a Special resolution.

Except Mr. Parag Jhaveri and his relatives no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 06 of the notice.

ITEM NO.7

Payment of remuneration to Mr. Yayesh Jhaveri, Wholetime Director of the Company for a period of 2 (Two) years of his present tenure

At the 35th Annual General Meeting of the Company held on July 20, 2021, the members have approved the re-appointment of Mr. Yayesh Jhaveri, as an Wholetime Director of the Company for a period of 5 years and fixation of remuneration for a period of 3 years with effect from February 20, 2021, on such terms and conditions in as set out in the explanatory statement relating to the said resolution, with a liberty to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee constituted by the Board of Directors) to alter or vary the said terms and conditions as the Board may deem fit and is acceptable to Mr. Yayesh Jhaveri.

In regard to the same, the Board of Directors has approved the payment of remuneration payable to Mr. Yayesh Jhaveri for a period of 2 (Two) years of his present tenure i.e., with effect from February 20, 2024 as provided in the resolution.

Further, pursuant to the provisions of Section 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the members in the Annual General Meeting.

The above remuneration will be reviewed by the Nomination & Remuneration Committee and approved by the Board annually in line with the Company's policies.

In the event of inadequacy of profits or no profits, the Company will pay the above remuneration as minimum remuneration to Mr. Yayesh Jhaveri subject to limits laid down under Section 197, Schedule V and all other applicable provisions of the Act, as amended from time to time.

The necessary information/disclosure in compliance with Schedule V and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Yayesh Jhaveri has been provided in a separate section of this Notice.

Accordingly, the Board recommends the resolution as set out at Item No. 07 of the Notice in relation to the remuneration to Mr. Yayesh Jhaveri as an Executive Director, for the approval by the members of the Company, by way of a Special resolution.

Except Mr. Yayesh Jhaveri and his relatives no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 07 of the notice.

ITEM NO.8

Payment of commission to Non-Executive 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 Company for a period of four (4) Financial Years i.e., 2022-23, 2023-24, 2024-25 and 2025-26 or such other time period as may be permitted under the Act.

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 for a period of four (4) Financial Years i.e. 2022-23, 2023-24, 2024-25 and 2025-26.

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. 8 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. 8. The Board recommends the special resolution set out at Item No. 8 of the Notice for approval of the Members.

By Order of the Board,
Parag Vinod Jhaveri
Managing Director & 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 02, 2023

Place: Mumbai

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India for Mr. Vinod Jhaveri, Mr. Parag Jhaveri and Mr. Yayesh Jhaveri are as under:-

Name of Director	Mr. Vinod Jhaveri	Mr. Parag Jhaveri	Mr. Yayesh Jhaveri
DIN	01655692	01257685	01257668
Date of birth and Age	February 27, 1939 (84 Years)	September 16, 1966 (56 Years)	April 13, 1971 (52 Years)
Date of first appointment on the Board	August 09, 2007	May 02, 1990	April 04, 1997
Resume / Experience and Expertise in specific functional areas	He is the Co-founder & Promoter of the Company and 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.	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. He has over Three Decades of experience in Chemical Industry.	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. He has nearby Three Decades of experience in Chemical Industry.
Qualifications	Bachelor in Commerce	Master of Science degree in Chemistry	Bachelor in Commerce
Terms and conditions of appointment/ re appointment	As prescribed in the resolution dated July 20, 2021 along with above enumerated resolution	As prescribed in the resolution dated July 20, 2021 along with above enumerated resolution	As prescribed in the resolution dated July 20, 2021 along with above enumerated resolution
Remuneration last drawn	₹ 24,921,250/-	₹ 27,434,803/-	₹ 27,392,463/-
Remuneration proposed to be paid	As per the details provided in the Special Resolution	As per the details provided in the Special Resolution	As per the details provided in the Special Resolution
Number of Shares held in the Company as on March 31, 2023	3370300 Shares	987500 Shares	1077500 Shares
Relationship between Directors inter se / Relationship with other Directors and other Key Managerial Personnel (KMP) of the Company	Mr. Vinod Jhaveri is father of Mr. Parag Vinod Jhaveri and Mr. Yayesh Vinod. Jhaveri and Promoter Shareholder of the Company except stated herein Mr. Vinod Jhaveri has no other relationship with the Company.	Mr. Parag Jhaveri is son of Mr. Vinod Harilal Jhaveri and Brother of Mr. Yayesh Vinod Jhaveri and Promoter shareholder of the Company except stated herein Mr. Parag Vinod Jhaveri has no other relationship with the Company.	Mr. Yayesh Jhaveri is son of Mr. Vinod Harilal Jhaveri and Brother of Mr. Parag Vinod Jhaveri and Promoter Shareholder of the Company except stated herein Mr. Yayesh Vinod Jhaveri has no other relationship with the Company.
Number of Meetings of the Board attended during the FY 2022-23	4 (Four)	4 (Four)	4 (Four)
List of other Directorships as on March 31, 2023	Nil	Nil	Nil
Listed companies from which Director has resigned in the past 3 years	Nil	Nil	Nil



Details required to be given pursuant to Schedule V to the Companies Act, 2013 are given hereunder:

I GENERAL INFORMATION

1. Nature of Industry	Chemical Industry
2. Date or expected 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	NA
4. Financial performance based on given indicators	As mentioned under financials
5. Foreign Investment or collaborations, if any	None

II INFORMATION ABOUT THE APPOINTEE(S)

	Mr. Vinod Jhaveri	Mr. Parag Jhaveri	Mr. Yayesh Jhaveri
1. Background Details	He is the Co-founder & Promoter of the Company and 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.	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. He has over Three Decades of experience in Chemical Industry.	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. He has nearby Three Decades of experience in Chemical Industry.
2. Past Remuneration	24,921,250/-	27,434,803/-	27,392,463/-
3. Recognition or awards	NIL	NIL	NIL
4. Job profile and his suitability	Bachelor in Commerce	Master of Science degree in Chemistry	Bachelor in Commerce
5. Remuneration proposed	As per the details provided in the Special Resolution	As per the details provided in the Special Resolution	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 (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid us commensurate with the remuneration packages paid to similar senior level counterparts in other Companies in the industry.	Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid us commensurate with the remuneration packages paid to similar senior level counterparts in other Companies in the industry.	Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid us commensurate with the remuneration packages paid to similar senior level counterparts in other Companies in the industry.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Mr. Vinod Jhaveri is father of Mr. Parag Vinod Jhaveri and Mr. Yayesh Vinod Jhaveri and Promoter Shareholder of the Company except stated herein Mr. Vinod Jhaveri has no other relationship with the Company.	Mr. Parag Jhaveri is son of Mr. Vinod Harilal Jhaveri and Brother of Mr. Yayesh Vinod Jhaveri and Promoter shareholder of the Company except stated herein Mr. Parag Vinod Jhaveri has no other relationship with the Company.	Mr. Yayesh Jhaveri is son of Mr. Vinod Harilal Jhaveri and Brother of Mr. Parag Vinod Jhaveri and Promoter Shareholder of the Company except stated herein Mr. Yayesh Vinod Jhaveri has no other relationship with the Company.

III OTHER INFORMATION

1. Reasons of loss or inadequate profits	Not Applicable as the Company has posted a positive net profit for the year ended March 31, 2023.
2. Steps taken or proposed to be taken for improvement	Not applicable as the Company has adequate profit.
3. Expected increase in productivity and profits in measurable terms.	<p>The strong traction witnessed in our exports market is noteworthy and to capitalize further, exports will be a high priority going forward. Our focus on industrial chemicals has been paying off, and we believe that this sector holds great potential for our business. We will continue to invest in research and development to develop high-quality products that cater to our customers demands.</p> <p>Our greenfield project at Pakhajan is on track and is expected to commence production in Q4 FY24. This project is an essential part of our growth strategy, and we are confident that it will create significant value for our stakeholders.</p> <p>Overall, we are optimistic about our business trajectory and we are excited about the future prospects of our company.</p> <p>We remain committed to creating long-term value for our stakeholders and look forward to continued growth in the coming years.</p>

IV Disclosures

1. all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	The details of remuneration have been mentioned in respective resolutions
2. details of fixed component and performance linked incentives along with the performance criteria;	
3. service contracts, notice period, severance fees	
4. stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable	There is no stock option scheme available in the Company