NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended]

E-VOTING STARTS ON	E-VOTING ENDS ON
Sunday, September 13, 2026, at 9:00 a.m. (IST)	Monday, October 12, 2026, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the **Act**') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, ('**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('**SS-2**'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('**MCA**') for conducting postal ballot process through remote e-voting vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and September 22, 2025, read with other applicable circulars issued from time to time (collectively referred to as '**MCA Circulars**') and Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 and other applicable circulars issued by SEBI from time to time, the Resolution as set out hereunder is proposed for approval of the Members of **Yasho Industries Limited** ('the **Company**'), through postal ballot by way of remote e-voting process only.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice ('**Notice**') is being sent by the Company only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the Bigshare Services Private Limited ('**Bigshare'**) for the purpose of providing remote e-voting facility to its members.

Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than 5:00 p.m. (IST) on Monday, October 12, 2026. The remote e-voting facility will be disabled by Bigshare immediately thereafter and voting shall not be allowed beyond the said time and date.

The Board of Directors of the Company has appointed Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes cast, the Scrutinizer will submit their report to the Chairman. The results, together with the Scrutinizer's Report, shall be declared not later than two working days from the conclusion of the e-voting period. The Scrutinizer's decision on the validity of votes cast will be final. The said results along with Scrutinizer's Report will be displayed on the website of the Company at www.yashoindustries.com, the website of Bigshare at www.bigshareonline.com and shall also be communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited ('BSE') and The National Stock Exchange of India Limited ('NSE'). The results shall also be displayed on the Notice Board at the Registered Office of the Company. The Resolution, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e., Monday, October 12, 2026.

SPECIAL BUSINESS:

1. **Enhancement of the Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013 from ₹750 Crores to ₹1,250 Crores**

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

   "RESOLVED THAT in supersession of the earlier Special Resolution passed by the Members of the Company approving the borrowing limit of ₹750,00,00,000 (Rupees Seven Hundred and Fifty Crores Only), and pursuant to the provisions of Section 180(1)(c) read with Section 179(3) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the board of directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any Committee thereof) to borrow, from time to time, any sum or sums of money, whether in Indian Rupees or in any foreign currency, by way of loans, financial facilities, working capital facilities, issuance of bonds, debentures, commercial papers or other debt instruments or securities or otherwise, from banks, financial institutions, bodies corporate, funds, institutions, lenders or any other person(s) or entity(ies), whether in India or outside India, on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the aggregate amount of borrowings outstanding at any time, excluding interest accrued thereon and other charges, costs and expenses payable in connection with such borrowings, shall not exceed ₹1,250,00,00,000 (Rupees One Thousand Two Hundred and Fifty Crores Only) over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to borrow, from time to time, such sum or sums of money as it may deem fit, not exceeding ₹1,250,00,00,000 (Rupees One Thousand Two Hundred and Fifty Crores Only) in aggregate, including the monies already borrowed by the Company, whether in Indian Rupees or in any foreign currency or currencies or equivalent thereof, on such terms and conditions as the Board may deem fit, by way of loans or other forms of borrowings and/or through the issuance of bonds, debentures or other securities, whether convertible into Equity Shares and/or Preference Shares and/or other securities, with or

without detachable warrants carrying a right exercisable by the warrant holder(s) to convert or subscribe to Equity Shares and/or Preference Shares, from or to banks, financial institutions, mutual funds, Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), bodies corporate or any other person(s) or entity(ies), whether shareholders of the Company or otherwise.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution to any Committee of the Board, Director(s), Key Managerial Personnel and/or officer(s) of the Company and to do all such acts, deeds, matters and things, execute all such agreements, documents, deeds, writings and instruments, and make all such filings with the Registrar of Companies and other statutory or regulatory authorities as may be necessary, expedient or desirable for giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring any further approval of the Members**."**

2. **Enhancement of the limit for creation of charges/mortgages on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013**

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

"RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company at the 36th Annual General Meeting held on July 12, 2022, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder, and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee thereof duly authorized by the Board) to create, from time to time, mortgage(s), charge(s), pledge(s), hypothecation(s) and/or other security(ies), in addition to the existing mortgage(s), charge(s), pledge(s), hypothecation(s) and/or security(ies), in such form and manner and with such ranking and priority and on such terms and conditions as the Board may deem fit, on all or any of the movable and/or immovable properties, tangible or intangible assets of the Company, both present and future, and/or the whole or substantially the whole of any undertaking(s) of the Company, in favour of banks, financial institutions, insurance companies, trustees, debenture holders, mutual funds, Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), bodies corporate or any other lender(s), investor(s), security holder(s) or person(s) or entity(ies), whether in India or outside India (collectively, the "**Lenders**"), for securing the borrowings, loans, financial assistance, including non-fund based financial assistance, debentures, bonds or other financial facilities or financial indebtedness availed or to be availed by the Company from time to time, together with interest, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, prepayment premium, remuneration of agents and trustees, costs, charges, expenses and all other monies payable by the Company in respect thereof, provided that the aggregate amount of financial indebtedness secured by the assets of the Company pursuant to this Resolution shall not exceed ₹1,250,00,00,000 (Rupees One Thousand Two Hundred and Fifty Crores Only) at any point of time.

RESOLVED FURTHER THAT the securities created or to be created by the Company pursuant to this Resolution may rank prior, pari passu or subordinate to the mortgages, charges, pledges, hypothecations or other securities already created or to be created by the Company in future or may rank in such other manner and with such priority as may be determined by the Board and agreed with the respective Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize, negotiate and execute all such agreements, deeds, documents, declarations, undertakings, instruments and writings and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for creating, modifying, registering, perfecting or otherwise giving effect to the aforesaid mortgage(s), charge(s), pledge(s), hypothecation(s) or other security(ies), including making necessary filings with the Registrar of Companies and other statutory, regulatory or governmental authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this Resolution to any Committee of the Board, Director(s), Key Managerial Personnel and/or officer(s) of the Company and to settle any question, difficulty or doubt that may arise in connection with the aforesaid matters and to do all such acts, deeds, matters and things as may be necessary, expedient, usual or proper for giving effect to this Resolution without requiring any further approval of the Members."

3. **Continuation of payment of commission to non-executive directors 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 149, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, Regulation 17(6) 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 recommendation of the Nomination and Remuneration Committee ("NRC") and approval of the Board of Directors of the Company ("Board"), consent of the Members of the Company be and is hereby accorded for continuation of payment of remuneration by way of commission to the Non-Executive Directors of the Company, including Independent Directors, in such manner and proportion as may be determined by the Board, of an aggregate amount not exceeding ₹70,00,000/- (Rupees Seventy Lakhs Only) in any financial year, in addition to the sitting fees and reimbursement of expenses for attending meetings of the Board and/or its Committees, as may be applicable, notwithstanding that such commission may exceed one per cent (1%) of the net profits of the Company, computed in accordance with Section 198 of the Act, subject to the applicable provisions, limits and conditions prescribed under the Act and other applicable laws.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the Company be and is hereby authorized to pay remuneration by way of commission to the Non-Executive Directors, including Independent Directors, subject to and in accordance with the limits, conditions and requirements prescribed under Section 197 read with Schedule V and other applicable provisions of the Act, as may be applicable for such financial year.

RESOLVED FURTHER THAT the aforesaid approval shall be applicable for the remaining tenure of the respective Non-Executive Directors, including Independent Directors, presently holding office in the Company, subject to the applicable provisions of the Act, the Rules made thereunder and other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, allocate and distribute, from time to time, the commission payable to each eligible Non-Executive Director, including Independent Directors, within the aggregate limit approved by the Members and in such

manner and proportion as the Board may determine, having regard to their respective roles, responsibilities, contribution, time commitment and participation in the affairs of the Company.

RESOLVED FURTHER THAT the Board (including any Committee thereof duly authorized by the Board) be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments and writings as may be necessary, expedient or desirable for giving effect to this Resolution and to delegate all or any of the powers herein conferred to any Committee of the Board, Director(s), Key Managerial Personnel and/or officer(s) of the Company."

By Order of the Board,
For Yasho Industries Limited

PARAG VINOD JHAVERI

Digitally signed by PARAG VINOD JHAVERI
Date: 2026.09.07 12:11:43 +05'30'

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
CIN: L74110MH1985PLC037900

Date: September 07, 2026
Place: Mumbai

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts and reasons relating to the Special Business set out in this Postal Ballot Notice is annexed herewith.

2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode only to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on **Friday, August 28, 2026** ('Cut-Off date') and whose e-mail addresses are registered with the Company / Depositories / RTA. A person who is not a member on the cut-off date should treat this notice for information purposes only. Members holding shares in dematerialised mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant ('DP'). Members may note that this Notice will also be available on the Company's website at www.yashoindustries.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.

3. The dispatch of this Notice and eligibility to vote shall be determined with reference to the cut-off date specified in this Notice. The Company shall make necessary arrangements with the Depositories and the RTA to identify Members whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date.

4. In accordance with the MCA Circulars, physical copies of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.

5. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and the Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India on General Meetings, the Company is pleased to provide e-voting facility to the Members to exercise their votes electronically. For this purpose, the Company has availed the service of Bigshare for facilitating e-voting to enable the Members to cast their votes electronically.

6. The Voting rights of members will be reckoned on the paid-up value of equity shares registered in the name of the Members on **Friday, August 28, 2026**, being the **cut-off date**. Only those Members whose names are recorded in the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on the Cut-off date will be entitled to cast their votes. Shareholders whose email IDs are not registered, are requested to contact the Depository.

7. The Company is pleased to provide remote e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 11 of this Notice.

8. The e-voting period commences on **Sunday, September 13, 2026, at 9:00 a.m. (IST)** and shall end on **Monday, October 12, 2026, at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by Bigshare for voting thereafter.

9. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., **Monday, October 12, 2026.** Further, the resolution passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.

10. The declared results along with the Report of the Scrutinizer shall be uploaded on the websites of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and also on the website of the Company i.e. www.yashoindustries.com and the website of Bigshare i.e. www.bigshareonline.com.

11. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their request to cs@yashoindustries.com from their registered email addresses, mentioning their name, folio number or DP ID and Client ID, until the last date of remote e-voting for this Postal Ballot.

12. E-VOTING INSTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

Bigshare i-Vote E-Voting System

i. The voting period begins on **Sunday, September 13, 2026, at 9:00 a.m. (IST)** and shall end on **Monday, October 12, 2026, at 5:00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, August 28, 2026,** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	**1.** 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. **2.** After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of **BIGSHARE** the e-voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-voting service providers' website directly. **3.** If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration **4.** Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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 e-voting is in progress, and also able to directly access the system of all e-voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under

	'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period.
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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL

Login type	Helpdesk details
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.
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.com or call at 022- 48867000.

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.

- Please enter your '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on your registered email id.

    - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
    - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
    - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

    Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

    NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?

- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

    (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.
  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.
  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".
    Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS PER SCHEDULE IV OF THE ACT AND SS-2 ISSUED BY ICSI

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1:

Enhancement of the Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013 from ₹750 Crores to ₹1,250 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.

The Members of the Company had, at the 36th Annual General Meeting held on July 12, 2022, approved a borrowing limit of ₹750 Crores under Section 180(1)(c) of the Act.

In view of the growing business activities of the Company and the consequential requirement for additional funds to meet its working capital requirements, capital expenditure, business expansion and other general corporate purposes, it is considered necessary to enhance the borrowing powers of the Board.

Accordingly, it is proposed to increase the existing borrowing limit from ₹750 Crores to ₹1,250 Crores, including the monies already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

The proposed borrowings may be raised in Indian Rupees or in any foreign currency or currencies or equivalent thereof and may be in the form of loans or other financial facilities and/or through the issuance of bonds, debentures or other securities, whether convertible or non-convertible. Such securities may, inter alia, be convertible into or exchangeable for Equity Shares, Preference Shares and/or other securities of the Company and may carry detachable or non-detachable warrants carrying a right exercisable by the warrant holder(s) to convert or subscribe to Equity Shares, Preference Shares and/or other securities of the Company, subject to applicable laws and regulations.

The borrowings may be raised from banks, financial institutions, mutual funds, Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), bodies corporate or any other person(s) or entity(ies), whether shareholders of the Company or otherwise, on such terms and conditions as may be determined by the Board from time to time.

The proposed enhanced borrowing limit will provide the Company with the necessary financial flexibility to meet its present and future funding requirements and enable the Board to raise funds from various sources and through various permissible instruments, depending upon the requirements of the Company and prevailing market conditions.

Accordingly, the approval of the Members is sought by way of a Special Resolution under Section 180(1)(c) of the Act for authorising the Board to borrow monies up to an aggregate limit of ₹1,250 Crores, including the monies already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 2:

Enhancement of the limit for creation of charges/mortgages on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013

Pursuant to Section 180(1)(a) of the Companies Act, 2013 ("Act"), the Board of Directors of a company is required to obtain the consent of the Members by way of a Special Resolution for creating mortgage(s), charge(s), pledge(s), hypothecation(s) and/or other security(ies) on the whole or substantially the whole of the undertaking(s) of the Company.

Further, pursuant to Section 180(1)(c) of the Act, the Members may authorise the Board to borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, subject to such limits as may be approved by the Members.

The Members of the Company had, at the 36th Annual General Meeting held on July 12, 2022, approved the creation of mortgage(s), charge(s), hypothecation(s), pledge(s) and/or other security(ies) on the assets of the Company for securing the borrowings of the Company up to the limit approved by the Members at that time.

Considering the present and anticipated business requirements of the Company, including its business operations, growth plans, expansion activities, working capital requirements and other funding requirements, it is considered necessary to enhance the existing limit for creation of security over the assets of the Company.

Accordingly, approval of the Members is sought to authorise the Board to create, from time to time, mortgage(s), charge(s), pledge(s), hypothecation(s) and/or other security(ies), in addition to the existing security(ies), on all or any of the movable and/or immovable properties, tangible or intangible assets of the Company, both present and future, and/or the whole or substantially the whole of any undertaking(s) of the Company, in favour of banks, financial institutions, insurance companies, trustees, debenture holders, mutual funds, Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), bodies corporate or any other lenders, investors, security holders or other persons or entities, whether in India or outside India.

The proposed security may be created for securing the borrowings, loans, financial assistance, including non-fund based financial assistance, debentures, bonds or other financial facilities or financial indebtedness availed or to be availed by the Company from time to time, together with interest and other amounts, costs, charges and expenses payable in connection therewith.

The aggregate amount of financial indebtedness secured by the assets of the Company pursuant to the proposed resolution shall not exceed ₹1,250 Crores at any point of time and shall be within the borrowing limit approved under Section 180(1)(c) of the Act.

The proposed resolution will provide the Company with the necessary flexibility to create security over its assets for securing its present and future financing requirements and enable the Company to obtain funds from various lenders on such terms and conditions as may be considered appropriate by the Board.

Accordingly, the approval of the Members is sought by way of a Special Resolution under Section 180(1)(a) read with Section 180(1)(c) of the Act for creation of mortgage(s), charge(s), pledge(s), hypothecation(s) and/or other security(ies) on the assets of the Company for securing financial indebtedness up to ₹1,250 Crores.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 3:

Continuation of payment of commission to non-executive directors of the Company

The Members of the Company at the 38th Annual General Meeting held on August 02, 2024, had approved the payment of remuneration by way of commission to the Non-Executive Directors of the Company, including Independent Directors, subject to the applicable provisions of the Companies Act, 2013 ("Act") and the limits and conditions approved by the Members.

The aforesaid approval was granted for the period prescribed under the applicable provisions of Schedule V to the Act. Accordingly, it is proposed to obtain fresh approval of the Members for continuation of payment of commission to the Non-Executive Directors, including Independent Directors, in accordance with the applicable provisions of the Act.

Accordingly, approval of the Members is sought pursuant to Sections 149, 197, 198, Schedule V and other applicable provisions of the Act and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for continuation of payment of commission to the Non-Executive Directors, including Independent Directors, of an aggregate amount not exceeding ₹70,00,000/- (Rupees Seventy Lakhs Only) in any financial year, in such manner and proportion as may be determined by the Board.

The commission shall be in addition to the sitting fees payable for attending meetings of the Board and its Committees and reimbursement of expenses incurred for attending such meetings, as may be applicable.

The proposed commission may exceed one per cent (1%) of the net profits of the Company, computed in accordance with Section 198 of the Act, subject to the applicable provisions, limits and conditions prescribed under the Act.

The Non-Executive Directors, including Independent Directors, continue to discharge important responsibilities in relation to the affairs and governance of the Company and provide their expertise, experience and independent oversight in matters placed before the Board and its Committees. The continuation of payment of commission is intended to appropriately recognise their contribution, responsibilities, time commitment and participation in the affairs of the Company.

Further, pursuant to Section 149(9) of the Act, an Independent Director is entitled to receive sitting fees for meetings of the Board or Committees thereof, reimbursement of expenses for participation in such meetings and profit-related commission as may be approved by the Members, subject to the applicable provisions of the Act.

Further, pursuant to Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all fees or compensation payable to Non-Executive Directors, including Independent Directors, other than sitting fees, require approval of the Members.

In the event of absence or inadequacy of profits in any financial year, the Company may pay remuneration by way of commission to the Non-Executive Directors, including Independent Directors, subject to the limits, conditions and requirements prescribed under Section 197 read with Schedule V of the Act and other applicable provisions of law applicable to such financial year.

The approval sought is therefore intended to continue the payment of commission for the remaining tenure of the respective Non-Executive Directors, including Independent Directors, in accordance with the applicable provisions of the Companies Act, 2013 and Schedule V thereto.

The Board believe that considering the experience, expertise, responsibilities, time commitment and contribution of the Non-Executive Directors towards governance and strategic oversight of the Company, continuation of payment of commission is justified and in the best interests of the Company and its stakeholders.

The Board, recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

The Non-Executive Directors, including Independent Directors, are deemed to be concerned or interested in the proposed resolution to the extent of the commission that may be payable to them pursuant to the proposed resolution.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board,
For Yasho Industries Limited

PARAG VINOD JHAVERI
Digitally signed by PARAG VINOD JHAVERI
Date: 2026.09.07 12:12:05 +05'30'

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
CIN: L74110MH1985PLC037900

Date: September 07, 2026
Place: Mumbai

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	1985
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	Please refer financial statement forming part of Annual Report for FY2026
5	Foreign Investment or collaborations if any	None

II	INFORMATION ABOUT THE APPOINTEE:	Mr. Ullal Ravindra Bhat	Mr. Anurag Surana	Dr. Prakash Bhate	Mrs. Sudha Navandar
1	Background Details	Mr. Ullal Ravindra Bhat is a distinguished investment management professional, independent director, and noted economic commentator with over four decades of experience across financial services, capital markets, corporate governance, and investment advisory. An alumnus of the Indian Institute of Technology (IIT), Kanpur, Mr. Bhat began his career in banking before transitioning to investment management. He has held senior leadership roles,	Mr. Anurag Surana is a seasoned industry professional with over three decades of experience in the specialty chemicals, fine chemicals, and agrochemical sectors, encompassing manufacturing, strategy, industry advisory, and corporate governance. He holds a bachelor's degree in commerce (Honours) from the University of Delhi. He spent nearly two decades with PI Industries Ltd., one of India's leading agrochemical and specialty chemical companies, where he served in senior	Dr. Prakash Bhate holds a Ph.D. in Organic Chemistry from The Ohio State University, Columbus, Ohio, USA. He brings 38+ years of rich and diverse experience in the chemical industry. During his stint as a Professor at the Institute of Chemical Technology in Mumbai, he taught dyestuff chemistry and organic process technology to students	Mrs. Sudha Navandar is a Chartered Accountant and a Certified Public Accountant (USA). She has also completed the Diploma in Information Systems Audit (DISA) and is a registered Insolvency Professional. She possesses extensive professional experience in the fields of audit, accounting, corporate advisory, insolvency and bankruptcy, regulatory compliance, risk management, and financial governance.

		including heading country operations at Jardine Fleming India Securities, where he served as Director and Chief Investment Officer, gaining deep expertise in equity research, portfolio management, and foreign institutional investments. In 2005, he founded Dalton Capital Advisors (India) Private Limited, the Indian arm of the UK-based Dalton Group, and served as its Managing Director, spearheading investment advisory operations in India with a strong focus on institutional and offshore investors. He is also a co-founder of Alphaniti Fintech Private Limited, a technology-driven investment advisory and analytics firm. Mr. Bhat is widely respected for his contributions to corporate governance and capital market policy. He has	leadership roles including Executive Director / Whole Time Director, and was closely involved in business strategy, international partnerships, and operational scale-up. Mr. Surana is the Founder and Managing Director of Kagashin Global Network Private Limited, a specialised consulting and advisory firm that facilitates strategic alliances, technology tie-ups, and market entry strategies for Indian and global companies in the specialty chemicals and agrochemicals space. Through Kagashin, he has advised Indian and multinational corporations, including Japanese chemical and trading companies, on joint ventures, sourcing strategies, and growth initiatives in India. In addition to his executive role, Mr. Surana is an experienced board professional. He currently serves and has served as Chairman / Director /	and supervised numerous doctoral and master's students. Over the course of his distinguished career, Dr. Bhate has authored and co-authored numerous technical papers and has been actively associated with scientific research and innovation. In recognition of his professional achievements and contributions to the chemical sciences, he was elected as a Fellow of the Society of Dyers and Colourists (United Kingdom) and is a member of the American Chemical Society. Since retiring in 2018, he has remained active as a visiting Professor at the Institute of Chemical Technology, Mumbai.	She is currently associated with M/s. Pravin R. Navandar & Co., Chartered Accountants, where she advises clients on matters relating to corporate restructuring, insolvency and bankruptcy proceedings, financial due diligence, business advisory services, and regulatory compliances. Over the course of her career, she has worked closely with corporates across diverse industries and has developed significant expertise in corporate governance, internal controls, financial oversight, and strategic advisory. Mrs. Navandar also serves on the boards and committees of various listed companies in the capacity of Director and

		served on various boards as an Independent Director, including Karnataka Bank Limited (2006–2021), and currently or previously on the boards of several listed and unlisted companies across sectors such as financial services, specialty chemicals, technology, and consumer businesses. In addition to his corporate roles, Mr. Bhat is a well-known economic columnist and media commentator, having authored a long-running editorial column for The Economic Times and regularly appearing on leading business news platforms to share insights on markets, investments, and economic policy.	Independent Director on the boards of several listed and unlisted companies, including Neogen Chemicals Limited (Chairman), Privi Speciality Chemicals Limited, Yasho Industries Limited, DCM Shriram Industries Limited, and other companies across the chemicals, life sciences, and allied sectors. Mr. Surana is widely regarded for his deep sectoral knowledge, strategic insight, and strong understanding of manufacturing operations, technology integration, and governance practices, and continues to play an active role in supporting the sustainable growth of India's specialty and agrochemical industry.		committee member, contributing to board-level oversight and governance practices. Her strong financial acumen, regulatory expertise, and extensive experience in corporate and insolvency matters enable her to provide valuable guidance on matters relating to governance, compliance, risk management, and sustainable business growth.
2	Past Remuneration/ Commission	Only Sitting fee and commission are being paid.			
3	Recognition or awards	Not Applicable			
4	Job profile and suitability	The Non-Executive Directors bring significant expertise in business strategy, finance, industry, governance, technology and regulatory matters. Their continued association with the Company provides valuable guidance and oversight in the discharge of the Board's responsibilities. Considering their experience, knowledge, qualifications and contribution towards			

		governance and strategic decision-making, the Board considers their continued engagement suitable and beneficial to the Company.
5	Remuneration/Commission proposed	Commission proposed is an aggregate amount not exceeding ₹70,00,000/- (Rupees Seventy Lakhs Only) in any financial year, in addition to sitting fees and reimbursement of expenses, as set out in Item No. 3 of the Notice.
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)	Please refer to item No. 3 to the explanatory statement pursuant to section 102 of the Companies Act, 2013
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel or other director, if any	No pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel or other Directors, except to the extent of commission, sitting fees and reimbursement of expenses payable in accordance with the Act, applicable regulations and the approval of Members.

III	**OTHER INFORMATION**	
1	Reasons of loss or inadequate profits	Although the Company reported profits during FY 2025-26, approval is being sought under Schedule V of the Companies Act, 2013 as a matter of abundant caution to enable payment of remuneration by way of commission in the event of absence or inadequacy of profits in any future financial year during the tenure covered by the approval.
2	Steps taken or proposed to be taken for improvement	The Company has continued to focus on improving operational efficiency, optimizing product mix and increasing capacity utilization across its manufacturing facilities. During FY 2025-26, it commercialized two new manufacturing lines and further strengthened its growth platform through continued investment in research and development. The R&D laboratory at the Pakhajan facility is fully operational and multiple product formulations and customer trials are underway. The Company has also entered into a long-term customer-funded engagement with a multinational customer, which is expected to support future business visibility and product development. With improving market conditions, progressive

		ramp-up of recently expanded capacities, continued focus on differentiated products and export-led growth, the Company expects a gradual improvement in productivity and profitability going forward.
3	Expected increase in productivity and profits in measurable terms.	During FY 2025-26, the Company reported consolidated revenue of ₹830.03 crore, representing year-on-year growth of 22.7%, supported by volume growth of 33%, improved operational efficiency and a more favourable product mix. The industrial business contributed 87% of total revenue for the year, while exports contributed 65% despite a challenging global market environment. With continued ramp-up of recently commercialized manufacturing lines, improving utilization across facilities, ongoing customer trials at the fully operational R&D laboratory at Pakhajan and focusing on differentiated and export-oriented products, the Company expects gradual improvement in productivity and profitability in the coming periods. The management remains focused on disciplined execution, cost optimization and selective business growth to strengthen operating performance on a sustainable basis.

IV.DISCLOSURES:	The disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013, to the extent applicable, have been provided in the Corporate Governance Report forming part of the Annual Report.