

# Notice of Annual General Meeting

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the Members of Yasho Industries Limited will be held on Wednesday, 29<sup>th</sup> July, 2020 at 11:00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

## ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr Yayesh Jhaveri (DIN: 01257668), who retires by rotation and being eligible, offers himself for re-appointment.
3. **To Re-appoint M/s V J Shah & Co. as an Statutory Auditor of the Company.**

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

**RESOLVED THAT** pursuant to the provisions of the section 139 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactment thereof for the time being in force) M/s V J Shah & Co., Chartered Accountants, Mumbai having Firms Registration No. 109823W, be and is hereby re-appointed as the Statutory Auditor of the company to hold office for their second term of 5 (Five) year from the conclusion this Annual General Meeting till the conclusion of Annual General Meeting to be held in calendar year 2025, on such remuneration and terms and conditions to be fixed by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to sign various documents, forms, papers, writings, certificate and to do necessary filings with Ministry of Corporate affairs in connection with or incidental thereto and to do all such acts, deeds, things and matter as may be necessary to give effect to this resolution.

## SPECIAL BUSINESS:

4. **Ratification of remuneration of Cost Auditor.**

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

**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 framed thereunder (the "Rules")(including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountant (FRN: 00294), who was appointed by the Board of Directors of the Company as an Cost Auditors to conduct the audit of the Cost Records

of the Company for the financial year ending March 31, 2021, amounting to ₹ 1,75,000/- (Rupees One Lakhs Seventy Five Thousand Only) exclusive of taxes, travel and out-of-pocket expenses incurred in connection with the cost audit as approved by the Board of Directors on the recommendation of the Audit Committee be and is hereby ratified.

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

5. **Appointment of Dr. Prakash Manohar Bhate (DIN: 08739162) as an Independent Director of the Company.**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr. Prakash Manohar Bhate (DIN: 08739162), who was appointed as an Additional Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from May 19, 2020 upto May 18, 2025 not liable to retire by rotation.

**RESOLVED FURTHER THAT** all the Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution, including but not limited to filing the necessary Forms with the Registrar of Companies.

By Order of the Board,

**Parag Vinod Jhaveri**  
Managing Director  
DIN: 01257685

### Registered Office:

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

Date: 22<sup>nd</sup> June, 2020  
Place: Mumbai



# Notes:

- I. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- II. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA 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 and Attendance Slip are not annexed to this Notice.
- III. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
- IV. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to dhrumil@dmshah.in
- V. The Statement pursuant to Section 102(1) of the Companies Act 2013 in respect of the items of Special Business is annexed hereto.
- VI. The information as required to be provided in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (“Listing Regulation”) regarding the Directors who are proposed to be appointed/ re-appointed at this AGM are also annexed.
- VII. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered

with the Company/ Depositories. Members may also note that the Notice of the 34<sup>th</sup> AGM and the Annual Report 2019-20 will be available on the Company’s website, [www.yashoindustries.com](http://www.yashoindustries.com).

- VIII. SEBI has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 1<sup>st</sup> April, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1<sup>st</sup> April, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings
- IX. Members holding shares in demat mode are requested to notify any change in address, Bank Details, ECS Credit request to their respective depository participants and make sure that such changes are recorded by them.
- X. Pursuant to provisions to section 101 read with other applicable provisions of The Companies Act, 2013, we propose to send all the documents to be sent to Shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors’ Report, Auditors’ Report, etc. in electronic form, to their e-mail address.

Members 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 22<sup>nd</sup> July, 2020 pursuant to which, any Member may receive on the e-mail ID provided by the Member this Notice and the procedure for remote e-voting:

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

Note: Kindly provide aforesaid details through email at [cs@yashoindustries.com](mailto:cs@yashoindustries.com)/[Ujata@bigshareonline.com](mailto:Ujata@bigshareonline.com)/[investor@bigshareonline.com](mailto:investor@bigshareonline.com).

- XI. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities

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

XII. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**XIII. Process for those shareholders whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

**XIV. Instructions for shareholders attending the AGM through VC/OAVM are as under:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Due to the corona virus pandemic the Yasho Industries Limited urges shareholders to avoid attending the Annual General Meeting ("AGM") at the meeting venue. Instead of personal participation, shareholders are recommended to attend the AGM through VC/OAVM mode i.e. Zoom meeting. For attending the AGM by VC/OAVM mode, the shareholders are required to register in advance on the following link:

[https://us02web.zoom.us/meeting/register/tZEqfu6oqTooHtbYni\\_MVvulseujh3Fh4lgw](https://us02web.zoom.us/meeting/register/tZEqfu6oqTooHtbYni_MVvulseujh3Fh4lgw)

After registering on the above-mentioned link, you will receive a confirmation email containing information about joining the meeting.

3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company Secretary email id. These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**XV. Voting through electronic means - instructions:**

- a. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- b. The remote e-voting period commences on 25<sup>th</sup> July, 2020 (9:00 a.m. IST) and ends on 28<sup>th</sup> July, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 22<sup>nd</sup> July, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.



- c. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- d. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Agency to provide e-voting facility.
- e. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- f. The Company has appointed Mr. Dhrumil Shah, of M/s Dhrumil M. Shah & Co., Practicing Company Secretaries (FCS No. 8021), as the Scrutinizer for conducting the Remote e-voting and the voting process at the AGM in a fair and transparent manner and he has communicated his willingness to be appointed as such and will be available for same.
- g. The Scrutinizer, after scrutinizing the votes, will not later than 48 hours from the conclusion of the Meeting, make a Scrutinizer's Report and submit the same to the Chairman or any of the person as authorized by him. The results declared along with Scrutinizer's Report shall be hosted on the website of the Company www.yashoindustries.com and on the website of CDSL viz. www.evotingindia.com the results shall simultaneously be communicated to the Stock Exchange.
- h. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 29<sup>th</sup> July, 2020.

**The instructions for shareholders voting electronically are as under:**

- (i) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders / Members
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.

- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.  In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your

password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant YASHO INDUSTRIES LIMITED on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.)

and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

By Order of the Board,

**Parag Vinod Jhaveri**  
Managing Director  
DIN: 01257685

**Registered Office:**

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

Date: 22<sup>nd</sup> June, 2020

Place: Mumbai



# Annexure I

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

Name of Director	Mr. Yayesh Vinod Jhaveri
Type	Whole Time Director
Date of Birth	13 <sup>th</sup> April, 1971
Date of Appointment	04 <sup>th</sup> April, 1997
Brief Resume	Bachelor in Commerce
No. of Equity Shares held in the Company	935000
Expertise in Specific Functional area	Lead a various teams of Production, Purchase & Sales
Directorships held in other Companies (as on 31-03-2020)	Nil
Particulars of Committee Chairmanship / Membership held in other Companies	Nil
Relationship with other directors/KMPs	<ul style="list-style-type: none"> <li>• Mr. Vinod Jhaveri is a father of Yayesh Jhaveri.</li> <li>• Mr. Parag Jhaveri is a brother of Mr. Yayesh Jhaveri</li> </ul>

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

### Item No. 4:

The Board of Directors, on the recommendation of the Audit Committee has approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants, as Cost Auditors of the Company, subject to approval(s) as may be necessary, for auditing the cost accounts of the Company relating to any products as may be applicable for the financial year 2020-21 at a remuneration of ₹ 1,75,000/- (Rupees One Lakhs Seventy Five Thousand only) plus applicable taxes. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders of the Company. The Board recommends the resolution set out at Item No. 4 for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

### Item No. 5:

The Board of Directors vide their Circular Resolution passed on 19<sup>th</sup> May, 2020, upon the recommendation of Nomination and Remuneration Committee, appointed Dr. Prakash Manohar Bhate (DIN: 08739162) as an Additional Director of the Company in the category of Independent Director. However, according to Section 161(1) of the Companies Act, 2013 read with the Articles of Association (AOA) of the Company, Dr. Prakash Manohar Bhate holds office only upto the date of forthcoming Annual General Meeting of the Company but is eligible for appointment as a Director of the Company.

The Board of Directors of the Company at their meeting held on 22<sup>nd</sup> June, 2020 based on the recommendations of the Nomination & Remuneration Committee, recommended for the approval of the Members by way of Ordinary resolution, the appointment of Dr. Prakash Manohar Bhate as an Independent Director of the Company in terms of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), for a term of 5(five) consecutive years from 19<sup>th</sup> May, 2020 to May 18, 2025. The term of Dr. Prakash Manohar Bhate shall not be liable to retirement by rotation.

The Company has received from Dr. Prakash Bhate (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iv) Declaration that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Dr. Prakash Manohar Bhate served as an Scientist, Research head, Planning and General Manager and Professor in several Institute. In a career spanning 35 years, he held several senior and responsible positions as Professor in Dyestuff Technology, Department of

Dyestuff Technology, Institute of Chemical Technology, Mumbai, General Manager – R&D (Chemicals) Taloja, Vice President – Research and General Manager – R&D, BI Division, Scientist, Alchemie Research Centre, Thane, Maharashtra.

The Board is of the view that Dr. Prakash Manohar Bhate's knowledge and experience will be of immense benefit and value to the Company. The Directors, therefore, recommend the resolution appearing under the Item No. 5 of the accompanying Notice for your approval. Brief profile of Dr. Prakash Manohar Bhate is annexed with this notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Dr. Prakash Manohar Bhate, is concerned or interested in the resolution at Item No. 5. Dr. Bhate is not related to any other Director or Key Managerial Personnel of the Company.

The Directors has recommended to the members of the Company, appointment of Dr. Prakash Manohar Bhate as an Independent Director of the Company for a term of 5 consecutive years commencing from May 19, 2020. The term of Dr. Prakash Manohar Bhate shall not be liable to retirement by rotation.

#### Brief Profile of Dr. Prakash Bhate:

Name of the Director	Prakash Manohar Bhate
Date of Birth	07 <sup>th</sup> October, 1953
Age	67 Years
Date of Appointment	19 <sup>th</sup> May, 2020
Date of first appointment on the Board	19 <sup>th</sup> May, 2020
Qualifications	Ph.D. (Organic Chemistry); B.Sc. (Tech.) (Dyes); B.Sc. (Hons) (Chemistry); 1974
Experience/ Expertise in specific functional areas	He served as an Scientist, Research head, Planning and General Manager and Professor in several Institute. In a career spanning 35 years, he held several senior and responsible positions as Professor in Dyestuff Technology, Department of Dyestuff Technology, Institute of Chemical Technology, Mumbai, General Manager – R&D (Chemicals) Taloja, Vice President – Research and General Manager – R&D, BI Division, Scientist, Alchemie Research Centre, Thane, Maharashtra
Terms and Conditions of Appointment	Appointed for a period of five years and shall not be liable to retire by rotation
Remuneration to be paid	Eligible for sitting fees as approved
Remuneration last drawn	Not Applicable
Directorship in other companies	-
Membership of Committees in other Public Limited Companies (includes only Audit & Stakeholders Relationship Committee)	-
No. of shares held in the Company as on March 31, 2020	-
Number of Board meetings attended during the year	Not Applicable
Relationship with other Directors & KMPs	-

By Order of the Board,

**Parag Vinod Jhaveri**  
Managing Director  
DIN: 01257685

#### Registered Office:

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

Date: 22<sup>nd</sup> June, 2020

Place: Mumbai