



Date: October 12, 2021

To,  
**BSE Limited,**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street, Mumbai – 400 001,**  
**Maharashtra, India.**

Dear Sir / Madam,

**Sub: Notice of the Extra-Ordinary General Meeting**

This is to inform you that the Extra-Ordinary General Meeting (“EGM”) of the Company is scheduled to be held on **Saturday, November 06, 2021 at 11.00 A.M.** (IST) through video-conference (“VC”) / other audio-visual means (“OAVM”) pursuant to the General Circulars issued by Ministry of Corporate Affairs and by Securities and Exchange Board of India to transact the special business as set out in the Notice of the EGM dated October 09, 2021.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the Notice convening the EGM of the Company. The same is also hosted on the Company's website at <https://www.yashoindustries.com/>

Please note that the EGM Notice has been sent only in electronic mode to all those members whose names appear in the register of members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent of the Company or the Depository Participants(s) as on October 08, 2021.

Key information pertaining to the EGM:

Particulars	Details
Time and date of EGM	11.00 a.m. (IST), Saturday, November 06, 2021
Cut-off date for E-voting	Saturday, October 30, 2021
E-voting start time and date	9.00 a.m. (IST), Tuesday, November 02, 2021
E-voting end time and date	5.00 p.m. (IST), Friday, November 05, 2021

This is for your information and appropriate dissemination.

Thanking You,

Yours faithfully,

**For Yasho Industries Limited**

*Komal Bhagat*

**Komal Bhagat**  
**(Company Secretary and Compliance Officer)**



**YASHO INDUSTRIES LIMITED**  
**(FORMERLY KNOWN AS YASHO INDUSTRIES PVT. LTD.)**

Office No. 101/102, Peninsula Heights, C. D. Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400058, INDIA.

Telephone No.+91-22-62510100, Fax : +91-22-62510199

E-mail : [info@yashoindustries.com](mailto:info@yashoindustries.com), Website : [www.yashoindustries.com](http://www.yashoindustries.com)

CIN No. L74110MH1985PLC037900

# NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF YASHO INDUSTRIES LIMITED (“THE COMPANY”) WILL BE HELD ON SATURDAY, NOVEMBER 06, 2021, AT 11.00 A.M. (IST) THROUGH VIDEO-CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESS:

## SPECIAL BUSINESS:

### Item No 1:

#### TO APPROVE ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to (i) the applicable provisions of Sections 23, 42, 62 and other provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/or re-enactments thereof for the time being in force) (herein after referred to as the “Companies Act”), (ii) Chapter V and the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI Listing Regulations”), (iii) the uniform listing agreement in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited (“BSE”) on which the equity shares of the Company are listed, (iv) in

accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and (v) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent and approval of the members of the Company be and is hereby accorded to the Company to create, offer, issue and allot 5,00,000 (Five Lakhs) fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten) each at a price of ₹ 855/- (Rupees Eight Hundred and Fifty-Five only) per equity share, aggregating to ₹ 42,75,00,000/- (Rupees Forty Two Crores Seventy Five Lakhs only) (“Subscription Shares”) on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations, to Mr. Ashish Kacholia, Mr. Mitul Mehta and M/s. Bengal Finance and Investment Private Limited (the “Proposed Allottees”), who are not a promoter and who does not belong to the promoter(s) and the promoter group of the Company by way of preferential issue, the detailed particulars of the Proposed Allottees is set out below, in accordance with applicable law:

Sr. No.	Names of the Proposed Allottees	Details of the Proposed Allottees	No. and price of equity shares proposed to be issued and allotted
1	Mr. Ashish Kacholia	Resident Investor Residing at: 702B, Poonam Chamber, A-Wing, Dr. Annie Besant Road, Worli, Mumbai – 400018 PAN: AADPK0757F	2,40,000 (Two Lakh Forty Thousand) equity shares of a face value of 10/- (Rupees ten) each at a price of 855/- (Rupees Eight Hundred and Fifty-Five only) each
2	Mr. Mitul Mehta	Resident Investor Residing at: 41/8, Sambhav Bldg, Behind Arora Cinema, Matunga East, Mumbai – 400019 PAN: AFFPM8829K	20,000 (Twenty Thousand) equity shares of a face value of 10/- (Rupees ten) each at a price of 855/- (Rupees Eight Hundred and Fifty Five only) each
3	M/s. Bengal Finance and Investment Private Limited	Indian Company Registered Office: Building No 2B, unit No 10, Mittal Industrial Estate, Andheri Kurla Road, Andheri East, Mumbai – 400059 PAN: AABC7225Q	2,40,000 (Two Lakh Forty Thousand) equity shares of a face value of 10/- (Rupees ten) each at a price of 855/- (Rupees Eight Hundred and Fifty-Five only) each



## YASHO INDUSTRIES LIMITED

**RESOLVED FURTHER THAT** the Subscription Shares being offered, issued and allotted to the Proposed Allottees by way of a preferential allotment shall inter-alia be subject to the following:

- a) The Subscription Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within the timeline prescribed under Regulation 170 of the SEBI (ICDR) Regulations.
- b) The **“Relevant Date”** as per the SEBI ICDR Regulations, for determination of floor price of the Subscription Shares shall be **Thursday, October 07, 2021**, being the date 30 (thirty) days prior to the date of this meeting on which this special resolution is being passed;
- c) The Subscription Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;
- d) No partly paid-up equity shares shall be issued/ allotted;
- e) Allotment of equity shares shall only be made in dematerialized form;
- f) The Subscription Shares so offered, issued and allotted will be listed on the BSE Limited, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- g) The Subscription Shares allotted to the Proposed Allottees shall rank pari passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights);
- h) The Proposed Allottees shall be required to bring in 100% of the consideration for the Subscription Shares on or before the date of allotment hereof.

Without prejudice to the generality of the above, the issue of the Subscription Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting them to subscribe to the Subscription Shares in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose

and for the purpose of giving effect to this resolution, including without limitation

- a) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares;
- b) making applications to the stock exchanges for obtaining in-principle approvals;
- c) listing of shares;
- d) filing requisite documents with the Ministry of Corporate Affairs (“MCA”) and other regulatory authorities;
- e) filing of requisite documents with the depositories;
- f) to resolve and settle any questions and difficulties that may arise in the preferential offer;
- g) issue and allotment of the Subscription Shares; and
- h) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution, and that all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**Item No 2:****APPOINTMENT OF MR. ULLAL RAVINDRA BHAT (DIN: 00008425) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendations of the Nomination and Remuneration Committee, Mr. Ullal Ravindra Bhat (DIN: 00008425) who was appointed as an Additional Director of the Company by the Board of Directors and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from September 14, 2021 to September 13, 2026."

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) or Authorized Representative(s) including Company Secretary of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No 3:****APPOINTMENT OF MR. ANURAG SURANA (DIN: 00006665) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendations of the Nomination and Remuneration Committee, Mr. Anurag Surana (DIN: 00006665) who was appointed as an Additional Director of the Company by the Board of Directors and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from October 1, 2021 to September 30, 2026."

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) or Authorized Representative(s) including Company Secretary of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors**

Sd/-  
**Parag Jhaveri**  
**Managing Director**

Place: Mumbai  
Date: October 09, 2021

**Registered Office:**

Office No. 101/102 Peninsula Heights,  
CD Barfiwala Marg, Juhu Lane, Andheri (West),  
Mumbai - 400058, Maharashtra, India.



**Notes:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 (hereinafter collectively referred to as '**MCA Circulars**') and Securities and Exchange Board of India vide its Circular No.: SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (hereinafter referred to as '**SEBI Circulars**') (and together referred as "**Applicable Circulars**"), have permitted the holding of the General Meetings through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the Companies Act, 2013 ("**Act**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the MCA Circulars & SEBI Circulars, the Extra-Ordinary General Meeting of the Company ("**EGM**") is being held through VC/OAVM and Members can attend and participate in the ensuing EGM through VC/OAVM. The deemed venue for the EGM shall be the registered office of the Company. Since the EGM will be held through VC, the Route Map is not annexed in this Notice.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013 ("**the Act**"), in respect of the Special Business under Item No. 1, 2 and 3 of the accompanying Notice are annexed hereto.
3. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment at the EGM, forms part of this Notice.
4. In compliance with the applicable MCA Circulars and SEBI Circulars, the Notice of the EGM, inter-alia, indicating the process and manner of remote e-Voting is being sent only through electronic mode (by e-mail) to those Members whose e-mail addresses are registered with the Company/ Depositories/RTA, up to the cut-off date i.e., Friday, October 08, 2021. Members may note that the Notice of the EGM will also be available on the Company's website at [www.yashoindustries.com](http://www.yashoindustries.com), websites of the Stock Exchanges, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. A Member logging-in to the VC facility using the remote e-Voting credentials shall be considered for record of attendance of such Member at the EGM and such Member attending the EGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since this EGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form, Attendance Slip etc. are not annexed to this Notice. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC.
6. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form at [info@yashoindustries.com](mailto:info@yashoindustries.com).

9. Members holding shares in physical form, in identical order of names, in more than one folio, if any, are requested to send to the Company or RTA the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. 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 EGM 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 dhruvil@dmsah.in with a copy marked to evoting@nsdl.co.in.
12. Attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on February 8, 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more persons or trust possesses one or more of the following rights or entitlements in such reporting company, namely: -
  - i. holds indirectly, or together with any direct holdings, not less than ten per cent. of the shares;
  - ii. holds indirectly, or together with any direct holdings, not less than ten per cent. of the voting rights in the shares;
  - iii. has right to receive or participate in not less than ten per cent. of the total distributable dividend, or any other distribution, in a financial year through indirect holdings alone, or together with any direct holdings;
  - iv. has right to exercise, or actually exercises, significant influence or control, in any manner other than through direct holdings alone:

If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria as mentioned in the aforesaid rule, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and as specified in the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on February 08, 2019.
13. The Board of Directors has appointed Mr. Dhruvil M Shah of M/s Dhruvil M Shah & Co., Practising Company

Secretary as the Scrutinizer to scrutinize the voting and Remote e-voting process in a fair and transparent manner.

14. The results on above resolutions shall be declared not later than two working days from the conclusion of the EGM of the Company and the resolutions will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favor of the resolutions. The results of voting declared along with Scrutinizer's Report(s) will be published on the website of the Company [www.yashoindustries.com](http://www.yashoindustries.com) and on Service Provider's website NSDL <https://evoting.nsdl.com> and the same shall also be simultaneously communicated to the BSE Limited.
15. **Submission of Questions / Queries prior to EGM:** Members desiring any additional information with regard to any matter to be placed at the EGM are requested to write to the Company Secretary on the Company's email-id [info@yashoindustries.com](mailto:info@yashoindustries.com) before 5:00 P.M. (IST), Saturday, October 30, 2021 so as to enable the Management to keep the information ready. Please note that, Member's questions will be answered only if they continue to hold the shares as on Cut-off Date i.e., Saturday, October 30, 2021.

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

The remote e-voting period begins on November, 02, 2021 at 9:00 A.M. and ends on November, 05, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e., October 30, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being October 30, 2021.

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

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

#### **Step 1: Access to NSDL e-Voting system**

##### **1. 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.	Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **"Register Online for IDeAS Portal"** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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**



Individual Shareholders holding securities in demat mode with CDSL	Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.
--	--

After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.

If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

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

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

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.*

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***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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.

How to retrieve your 'initial password'?

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'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



---

If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

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](http://www.evoting.nsdl.com).

**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

Now, you will have to click on “Login” button.

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?**

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.

Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.

Now you are ready for e-Voting as the Voting page opens.

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.

Upon confirmation, the message “Vote cast successfully” will be displayed.

You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

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 [dhrumil@dmshah.in](mailto:dhrumil@dmshah.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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](http://www.evoting.nsdl.com) to reset the password.

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](http://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](mailto:evoting@nsdl.co.in)

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

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@yashoindustries.com](mailto:info@yashoindustries.com)

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@yashoindustries.com](mailto:info@yashoindustries.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

The procedure for e-Voting on the day of the EGM/ is same as the instructions mentioned above for remote e-voting.

Only those Members/ shareholders, who will be present in the EGM/ 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 EGM/.

Members who have voted through Remote e-Voting will be eligible to attend the EGM/ However, they will not be eligible to vote at the EGM.

The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/ shall be the same person mentioned for Remote e-voting.

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

Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

Members are encouraged to join the Meeting through Laptops for better experience.

Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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.

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@yashoindustries.com](mailto:info@yashoindustries.com). The same will be replied by the company suitably.

Shareholders who would like to express their views/have questions during the meeting may register themselves as a speaker by sending their request in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@yashoindustries.com](mailto:info@yashoindustries.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting by mentioning their name, demat account number/folio number, email id, mobile number at [info@yashoindustries.com](mailto:info@yashoindustries.com). These queries will be replied by the company suitably by email.

**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](mailto:info@yashoindustries.com)

Date: October 09, 2021.

Place: Mumbai



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

**Item No. 1**

The Company proposes to raise additional capital up to an aggregate sum of ₹ 42,75,00,000/- (Rupees Forty-Two Crores Seventy-Five Lakhs only). The proposed issue of capital is subject to the approvals under applicable regulations issued by the Securities and Exchange Board of India and any other government / regulatory approvals as may be required in this regard.

In view of the future outlook of the Company, its growth targets and prospects, the Company requires additional funding to, *inter alia*, to augment the long-term resources for meeting funding requirements for our Company's business activities and general corporate purposes as per our Company's growth strategy.

Accordingly, the Board of Directors of the Company (the "Board") had pursuant to its resolution passed on October 9, 2021, subject to the consent of the members, approved the issue and allotment of up to 5,00,000 (Five Lakhs) equity shares of face value of ₹ 10.00 (Rupee Ten) each ("Shares") at an issue price of ₹ 855/- (Rupees Eight Hundred and Fifty Five only) each, aggregating to ₹ 42,75,00,000/- (Rupees Forty-Two Crores Seventy-Five Lakhs only) (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as on the relevant date to investors, in the manner as recorded by the Board ("Preferential Allotment").

In terms of Sections 23, 42 and 62 of the Companies Act, 2013 and Regulation 160 of the ICDR Regulations, approval of the members by way of a special resolution is required to issue the Shares on preferential basis.

The proceeds of the proposed issue shall be utilized for any of the aforesaid purposes to the extent permitted by law. The Equity Shares allotted would be listed. The issue and allotment would be subject to the availability of regulatory approvals, if any.

The Promoter(s) will not subscribe to the offer, if made under Chapter VI of SEBI ICDR Regulations.

The above proposal is in the interest of the Company and the Board of the Company thus recommends resolution at Item No. 1 for approval of the Members of the Company as a Special Resolution.

None of the directors and key managerial personnel of the Company/ their relatives are in any way, concerned or interested in this resolution, except to the extent of their shareholding in the Company.

The relevant details and other material facts in connection thereto are provided hereunder:

**a) Objects of the preferential issue**

The Company is undertaking an issue and allotment of equity shares, the proceeds of which will be primarily used to meet the needs of the growing business of the Company, including long term capital requirements for pursuing growth plans and for general corporate purposes.

**b) Size of the preferential issue**

The Company proposes to offer, issue and allot, by way of a preferential issue, up to 5,00,000 (Five Lakhs) equity shares of face value of ₹ 10.00 (Rupee Ten) each ("Shares") at an issue price of ₹ 855/- (Rupees Eight Hundred and Fifty Five only) each, aggregating to ₹ 42,75,00,000/- (Rupees Forty-Two Crores Seventy-Five Lakhs only).

**c) Price of the preferential issue**

The Company proposes to offer, issue and allot Shares each at an issue price of ₹ 855/- (Rupees Eight Hundred and Fifty-Five only) each (as determined by the Board in accordance with the pricing guidelines prescribed under the ICDR Regulations).

**d) Material terms of raising such securities**

No material terms other than stated above.

**e) Basis on which the price of the preferential issue has been arrived at**

The equity shares of the Company are listed on the BSE Limited ("BSE").

The equity shares are frequently traded and the share prices on BSE being the stock exchange with higher trading volumes for the said period, have been considered for arriving at floor price of the shares to be allotted under the Preferential Allotment to the Investors in accordance with the ICDR Regulations. The price per Share has been arrived at in accordance with the pricing guidelines prescribed under Regulation 164(1) of Chapter V of the ICDR Regulations, which shall be a price not less than higher of the following:

- i. the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty-six weeks preceding the relevant date; or
- ii. the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

**f) Relevant date with reference to which the price has been arrived at**

The relevant date as per the relevant provisions of Chapter V of the ICDR Regulations, for the determination of the said issue price for the Shares is October 07, 2021.

**g) Class or classes of persons to whom the allotment is proposed to be made:**

The Shares pursuant to the preferential issue shall be allotted to the following Investors in the manner as recorded below:

Sr. No.	Name of the Proposed Allottee	Details of the Proposed Allottee	No. and price of equity shares proposed to be issued and allotted
1	Mr. Ashish Kacholia	Resident Investor Residing at: 702B, Poonam Chamber, A-Wing, Dr. Annie Besant Road, Worli, Mumbai – 400018 PAN: AADPK0757F	2,40,000 (Two Lakh Forty Thousand) equity shares of a face value of 10/- (Rupees ten) each at a price of 855/- (Rupees Eight Hundred and Fifty-Five only) each
2	Mr. Mitul Mehta	Resident Investor Residing at: 41/8, Sambhav Bldg, Behind Arora Cinema, Matunga East, Mumbai – 400019 PAN: AFFPM8829K	20,000 (Twenty Thousand) equity shares of a face value of 10/- (Rupees ten) each at a price of 855/- (Rupees Eight Hundred and Fifty-Five only) each
3	M/s. Bengal Finance and Investment Private Limited	Indian Company Registered Office: Building No 2B, unit No 10, Mittal Industrial Estate, Andheri Kurla Road, Andheri East, Mumbai – 400059 PAN: AABCB7225Q	2,40,000 (Two Lakh Forty Thousand) equity shares of a face value of 10/- (Rupees ten) each at a price of 855/- (Rupees Eight Hundred and Fifty-Five only) each

**h) Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the preferential issue**

None of the directors or key managerial personnel of the Company will subscribe to the proposed issue and they will not be making any contribution either as part of the Preferential Issue or separately in furtherance of the objects.

**i) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees**

Mr. Ashish Kacholia & Mr. Mitul Mehta are the two Individual (natural persons) among the Proposed Allottees.

Mr. Suresh Kumar Agarwal, Director of M/s Bengal Finance and Investment Private Limited is to be recognized as a natural person representing M/s Bengal Finance and Investment Private Limited, the proposed allottee for this issue.

**j) Proposed time for completion of Preferential Allotment**

The Company will complete the allotment pursuant to this preferential issue within a period of 15 (fifteen) days from the date when the shareholders' resolution approving this Preferential Allotment is passed. Where the allotment of the Shares is

pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

**k) Names of the proposed allottees and the percentage of post preferential issue capital that may be held by them**

The names of the Investors together with their post issue capital held with them will be as set out below:

Sr. No.	Name of Investors	Post-issue capital held (in %)
1	Mr. Ashish Kacholia	2.11
2	Mr. Mitul Mehta	0.22
3	M/s. Bengal Finance and Investment Private Limited	2.11

**l) Change in control if any, in the Company that would occur consequent to the preferential issue**

There will be no change in control of the Company pursuant to the Preferential Allotment.

**m) The number of persons to whom allotment on a preferential basis has been made during the year, in terms of number of securities as well as the price**

During the year, no preferential allotment has been made to any person as of the date of this Notice.



n) **Pre and Post-Issue Shareholding Pattern**

The Pre and Post-Issue Shareholding Pattern of the Company is set out below:

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
<b>A. Promoter Holding</b>					
1.	Indian				
	Individual	8075000	74.09	8075000	70.84
	Bodies Corporate	-	-	-	-
<b>Sub-total (1)</b>		<b>8075000</b>	<b>74.09</b>	<b>8075000</b>	<b>70.84</b>
2	Foreign Promoters	-	-	-	-
<b>Sub-total (2)</b>					
<b>Total (A) (1 + 2)</b>		<b>8075000</b>	<b>74.09</b>	<b>8075000</b>	<b>70.84</b>
<b>B. Non-Promoter Holding</b>					
1.	Institutional Investors	17015	0.16	17015	0.15
	Non- Institutional Investors	-	-	-	-
(i)	Private Corporate Bodies	743648	6.82	983648	8.63
(ii)	Directors and relatives	-	-	-	-
(iii)	Indian Public	1874909	17.20	2134909	18.73
(iv)	Others (including NRIs)	188628	1.73	188628	1.65
<b>Total (B)</b>		<b>2824200</b>	<b>25.91</b>	<b>3324200</b>	<b>29.16</b>
<b>Grand Total (A+B)</b>		<b>10899200</b>	<b>100.00</b>	<b>11399200</b>	<b>100.00</b>

o) **Contribution being made by the promoters or directors either as part of the preferential issue or separately in furtherance of objects**

No contribution is being made by promoters or directors of the Company, as part of the preferential issue.

p) **Auditors' Certificate**

A Certificate from M/s. V J Shah & Co (FRN: 109823W), Chartered Accountants, the statutory auditors of the Company certifying that the preferential issue is being made in accordance with the requirements under the ICDR Regulations shall be made available on the day of the EGM.

q) **Lock-in requirements**

The Shares allotted pursuant to the preferential issue will be subject to applicable lock-in and transfer restrictions in accordance with the ICDR Regulations.

r) **Other disclosures**

- i. Report of a Registered Valuer under provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, is not required for the allotment of Shares.
- ii. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Shares is for a cash consideration.
- iii. Principle terms of assets charged as securities: Not Applicable

s) **Undertakings**

- i. The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the last 6 (six) months preceding the Relevant Date.
- ii. None of the Directors or Promoters and the Company are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.
- iii. Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.
- iv. The equity shares of the Company have been listed for a period of more than twenty-six weeks as on the relevant date, the provisions of Regulation 164(3) of the ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- v. The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of ICDR Regulations where it is required to do so.
- vi. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the relevant shares to be allotted under the Preferential

Allotment shall continue to be locked-in till the time such amount is paid by the allottees.

- vii. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and circulars and notifications issued by the SEBI thereunder.

The proposed offer is in the interests of the Company and the Board recommend the passing of the Special Resolution, as set forth in Item No.1 of this Notice for approval by the Members of the Company.

A copy of the aforementioned documents is available for inspection by members during working hours at the registered office of the Company and electronically until the date of the EGM.

#### Item No. 2

Based on recommendation of the Nomination & Remuneration Committee, the Board of Directors had approved appointment of Mr. Ullal Ravindra Bhat (DIN: 00008425) as an Additional Director of the company in the category of Non-Executive Independent Director subject to approval of the members for a period of 5 (Five) consecutive years with effect from September 14, 2021 to September 13, 2026. His office shall not be liable to retire by rotation.

The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Ullal Ravindra Bhat for the office of Independent Director of the Company.

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

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

In terms of Regulation 25(8) of the Listing Regulations, Mr. Ullal Ravindra Bhat has confirmed that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair

or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

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

In the opinion of the Board, Mr. Ullal Ravindra Bhat fulfills the conditions as specified in the Act and the Rules framed thereunder and the Listing Regulations for appointment as an Independent Director.

As on date of this Notice, Mr. Ullal Ravindra Bhat does not hold by himself or for any other person on a beneficial basis, any Equity Shares in the Company.

Mr. Ullal Ravindra Bhat is not inter-se related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company.

Relevant details relating to the appointment of Mr. Ullal Ravindra Bhat as required by the Act, the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in **Annexure - 1** to this Notice.

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

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Ullal Ravindra Bhat is in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 2 of the Notice.

#### Item No. 3

Based on recommendation of the Nomination & Remuneration Committee, the Board of Directors had approved appointment of Mr. Anurag Surana (DIN: 00006665) as an Additional Director of the company in the category of Non-Executive Independent Director subject to approval of the members for a period of 5 (Five) consecutive years with effect from October 1, 2021 to September 30, 2026. His office shall not be liable to retire by rotation.



## YASHO INDUSTRIES LIMITED

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

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

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

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

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

In the opinion of the Board, Mr. Anurag Surana fulfills the conditions as specified in the Act and the Rules framed thereunder and the Listing Regulations for appointment as an Independent Director.

As on date of this Notice, Mr. Anurag Surana does not hold by himself or for any other person on a beneficial basis, any Equity Shares in the Company.

Mr. Anurag Surana is not inter-se related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company.

Relevant details relating to the appointment of Mr. Anurag Surana as required by the Act, the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in **Annexure - 1** to this Notice.

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

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Anurag Surana is in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 3 of the Notice.

**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: October 09, 2021.

Place: Mumbai

## Annexure 1

Additional information on Director(s) recommended for appointment or seeking continuation of present term as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 on General Meetings issued by ICSI.

Name of Director	Mr. Ullal Ravindra Bhat	Mr. Anurag Surana
DIN	00008425	00006665
Date of Birth	14/10/1951	22/01/1965
Age	69	56
Date of First Appointment at Board	14/09/2021	01/10/2021
Brief resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards.	As per Annexure II	As per Annexure III
Key terms and conditions of appointment / re- appointment	Appointment as Independent Director for a period of 5 years	Appointment as Independent Director for a period of 5 years
Details of remuneration sought to be paid	Sitting Fees and Commission if any applicable	Sitting Fees and Commission if any applicable
Remuneration Last Drawn	Not Applicable	Not Applicable
Shareholding in the Company	Own : Nil For other persons on a beneficial basis: Nil	Own : Nil For other persons on a beneficial basis: Nil
Relationship with other Directors and Key Managerial Personnel	Mr. Ullal Bhat is not related inter-se to any Director or Key Managerial Personnel of the Company.	Mr. Anurag Surana is not related inter-se to any Director or Key Managerial Personnel of the Company.
Number of Board Meetings attended during the Financial Year 2021-22 till date.	1 (out of 1 Meetings held since his appointment on the Board of Directors of the Company)	1 (out of 1 Meetings held since his appointment on the Board of Directors of the Company)
Directorships held in other Companies	As per Annexure II	As per Annexure III
Chairmanship/ Membership of Board Committees of other Companies	As per Annexure II	As per Annexure III

## Annexure II

### **Brief resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards:**

Mr. Ullal Ravindra Bhat (or U. R. Bhat) is one of India's well-known investment managers having managed foreign institutional investments in Indian equities for more than two decades. He was the Chief Investment Officer of Jardine Fleming in India for 7 years, which subsequently became a part of JP Morgan, advising the India dedicated funds of the Flemings group. He joined the Dalton group, UK in 2005 to lead their entry into India as the Managing Director of Dalton Capital Advisors (India) Pvt. Ltd., advising foreign institutional investors investing in India. He has co-founded Alphaniti Fintech Pvt. Ltd., a new-age Investment Advisory Co. offering data-driven, rule-based and tech-enabled investment products. He is an M.Sc. from Indian Institute of Technology, Kanpur and has attended advanced courses on Finance at the Harvard Business School, Boston and Indian Institute of Management, Ahmedabad. He is a Fellow of the Chartered Institute of Bankers, London.

He is a respected commentator in the electronic and print media and has authored a well-regarded editorial column for more than a decade in the Economic Times, one of the world's largest financial dailies. He was closely involved in formulating policies for benchmark indices for the Stock Exchange, Mumbai as a member of its Index Committee. He has been active in the area of Corporate Governance both in his writing and speaking engagements, as also as a past member of the Corporate Governance Committee of the Indian Merchants Chamber. He has served on the Boards of several companies in India as an independent Director. He is currently on the Boards of Repro India Ltd. and Speciality Restaurants Ltd. as an Independent Director of the Company.



## YASHO INDUSTRIES LIMITED

### Directorships held in other Companies:

Sr. No.	Name of the Company	Date of Appointment
1.	Repro India Ltd.	02.05.2000
2.	Dalton Capital Advisors (India) Private Limited	10.03.2005
3.	Alphaniti Fintech Limited (Earlier known as Finaurus Technologies Pvt Ltd)	03.04.2017
4.	Speciality Restaurants Limited	28.04.2017
5.	First Meridian Consulting LLP	02.01.2018
6.	Brainstormerz Research and Data Analytics Pvt.Ltd.	04.08.2021
7.	Goldtrust Innovations Private Limited	20.07.2020

### Chairmanship/ Membership of Board Committees of other Companies:

Sr. No.	Name of the Company	Particulars of Committees	As Chairman/Member
1	Speciality Restaurants Ltd	Audit Committee	Chairman
2	Speciality Restaurants Ltd	Corporate Social Responsibility Committee	Member
3	Speciality Restaurants Ltd	Nomination and Remuneration Committee	Member
4	Repro India Ltd	Audit Committee	Chairman
5	Repro India Ltd	Corporate Social Responsibility Committee	Member

### Annexure III

#### Brief resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards:

Mr. Anurag Surana has 27 years of work experience in Speciality Polymer, Engineering Plastic Agrochemicals, Specialty & Fine Chemicals Business out of which for 14 years he is on Board level of various Companies. Mr. Surana was associated with PI Industries which is a leading Indian Agrochemical, Specialty Chemical and the largest Contract Manufacturing Company in India for 20 years till September 2012. and has brought immense value to the Board by providing inputs on manufacturing operations and management controls. Presently, he is the Managing Director of KAGASHIN Global Network Private Limited. He is undergraduate and has completed his education from University of Delhi. He is a Director on the Board of IFFCO MC Crop Science Pvt Ltd, Nichino India Pvt Ltd, Nichino Chemical India Pvt Ltd, Kagashin Global Network Pvt Ltd, Neogen Chemicals Limited, and Privi Specialty Chemicals Ltd.

### Directorships held in other Companies:

Sr. No.	Name of the Company	Date of Appointment
1.	Privi Specialty Chemical Limited	13-08-2020
2.	Neogen Chemicals Ltd.	15-05-2017
3.	IFFCO-MC Crop Science Pvt.Ltd.	28-08-2015
4.	Kagashin Global Network Pvt.Ltd.	21-09-2011
5.	Nichino India Private Limited	27-03-2018
6.	Nichino Chemical India Private Limited	27-03-2018

### Chairmanship/ Membership of Board Committees of other Companies:

Sr. No.	Name of the Company	Particulars of Committees	As Chairman/Member
1	Privi Speciality Chemicals Limited	Nomination and Remuneration Committee	Member
2	Privi Speciality Chemicals Limited	Corporate Social Responsibility Committee	Member
3	Privi Speciality Chemicals Limited	Risk Management Committee	Member
4	Neogen Chemicals Limited	Nomination and Remuneration Committee	Member
5	Neogen Chemicals Limited	Corporate Social Responsibility Committee	Member
6	Neogen Chemicals Limited	Risk Management Committee	Member