

# NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting of the Members of Yasho Industries Limited will be held on Saturday, 04<sup>th</sup> August, 2018 at 11:00 a.m. at Office No.101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400058 , to transact the following businesses:

## ORDINARY BUSINESS

### 1. Adoption of Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March 2018:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and Statutory Auditors thereon.

### 2. Reappointment of Director who retires by Rotation:

To appoint a Director in place of Yayesh Vinod Jhaveri(DIN-01257668) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### 3. Appointment of Statutory Auditors and fixing their remuneration:

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

“**RESOLVED THAT** pursuant to the resolution passed by the Members of the Company at the Extra Ordinary General Meeting held on 20<sup>th</sup> December, 2017 and in terms of the provisions of Sections 139, 142, 143(8) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s V J Shah & Co Chartered Accountants, (FRN:109823W), be and is hereby appointed as the Statutory Auditors of the Company to audit the accounts of the Company for the financial year 2018-19 to financial year 2019-20, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation

with the Statutory Auditors and approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution.”

## Special Business

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

### 4. Ratification of remuneration of Cost Auditor:

**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, and the Rules thereof, (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment and remuneration of the Cost Auditors, M/s. Kishore Bhatia & Associates., for auditing the Cost Accounts of the Company in respect of the products, as may be applicable, for the year ending March 31, 2019, as approved by the Board of Directors on the recommendation of the Audit Committee and as set out in the Explanatory Statement in respect of this item of business, be and is hereby ratified.

By Order of the Board  
**Yasho Industries Limited**

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

Registered Office:  
Office No.101/102 Peninsula Heights,  
CD Barfiwala Marg, Juhu Lane,  
Andheri (West), Mumbai - 400058  
Email – info@yashoindustries.com  
Date: 30<sup>th</sup> May, 2018  
Place: Mumbai

## NOTES:

**I. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE THEREAT INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE MEETING. A PROXY / PROXIES SO APPOINTED SHALL HAVE NO RIGHT TO SPEAK AT THE MEETING.**

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- II. The Statement pursuant to Section 102(1) of the Companies Act 2013 in respect of the items of Special Business is annexed hereto.
- III. 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 re-appointed is annexed to this Notice.
- IV. The Notice of the 32<sup>nd</sup> AGM and instructions for e-voting, along with the Attendance slip and Proxy form, is being sent by electronic mode to all Members whose email addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
- V. Members may also note that the Notice of the 32<sup>nd</sup> AGM and the Annual Report 2017-18 will be available on the Company's website, [www.yashoindustries.com](http://www.yashoindustries.com)
- VI. 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.
- VII. The Register of Members and Share Transfer Books of the Company will remain closed from 28<sup>th</sup> July, 2018 to

04<sup>th</sup> August, 2018 (both days inclusive) Duly executed and stamped transfer deeds, along with the relative Share Certificates, should be submitted to the Company's Registrar & Share Transfer Agents before the closure of the Register of Members for registration of transfers.

- VIII. Members / Proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the Annual General Meeting.
- IX. Queries on accounts, if any, should reach the Registered Office of the Company at least seven days before the meeting.
- 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 holding shares in physical form are requested to intimate / update their email address to / with Bigshare Services Pvt. Ltd. 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059. Those holding shares in demat mode are requested to intimate / update their email address to / with their depository participants. We request your whole-hearted support to this initiative by co-operating the Company in implementing this.

- 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. Voting through electronic means:**

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014, as substituted by the Companies (Management

and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be considered at the ensuing AGM by electronic means i.e. "remote e-voting". The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by CDSL. Members holding Shares in physical or dematerialised form, as on the cut-off date, being July 27, 2018 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice

- b. In terms of the Companies (Management and Administration) Rules, 2014 with respect to the voting through electronic means, the Company is also offering the facility for voting by way of Physical Ballot at the AGM. The Members attending the Meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through Ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but shall not be entitled to vote at the AGM. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being July 27, 2018
- c. The Company has appointed Mr. Dhruvil Shah, of M/s Dhruvil 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.
- d. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- e. The members who have cast their vote by Remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
- f. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Agency to provide e-voting facility.
- g. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. July 27, 2018. A person, whose name is recorded in the register of members

or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to vote.

- h. The Scrutinizer, after scrutinizing the votes cast at the meeting, through remote e-voting and ballot, will not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or any other person as authorized by her. The results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company [www.yashoindustries.com](http://www.yashoindustries.com) and on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com) The results shall simultaneously be communicated to the Stock Exchanges
- i. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 4, 2018.

#### In case of members receiving e-mail:

- I. The voting period starts on Wednesday 01<sup>st</sup> August, 2018 on open of working hours (i.e. 10:00 hours) and ends on the close of working hours (i.e. 05:00 hours), Friday, 03<sup>rd</sup> August, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 27.07.2018 may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter
- II. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- III. Click on "Shareholders" tab.
- IV. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- V. 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.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

VIII. If you are a first time user follow the steps given below:

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

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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 serial number (refer serial no. printed on the name and address sticker/Postal Ballot Form/ mail) in the PAN field.</li> <li>In case the serial 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. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

IX. After entering these details appropriately, click on "SUBMIT" tab.

X. Members holding shares in physical form will then reach directly 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.

XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

XII. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

XIII. 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.

XIV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

XV. 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.

XVI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

XVII. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

XVIII. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts 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.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

A. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- B. The voting period begins on Wednesday 01<sup>st</sup> August, 2018 on open of working hours (i.e 9:00 hours) and ends on the close of working hours (i.e. 05:00 hours), Friday, 03<sup>rd</sup> August, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of 27.07.2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C. 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).

comunder help section or write an email to helpdesk.  
evoting@cdslindia.com

By Order of the Board  
**Yasho Industries Limited**

Sd/-  
**ParagVinodJhaveri**  
Managing Director

Registered Office:  
Office No.101/102 Peninsula Heights,  
CDBarfiwalaMarg,Juhu Lane,  
Andheri (West), Mumbai - 400058  
Email – [info@yashoindustries.com](mailto:info@yashoindustries.com)  
Date: 30<sup>th</sup>May, 2018  
Place: Mumbai

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

Name of Director	YayeshVinodJhaveri
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 of Commerce from Mumbai University
No. of Equity Shares held in the Company	690000
Expertise in Specific Functional area	Lead a various teams of Production, Purchase & Sales.
Directorships held in other Companies (as on 31-03-2018)	Nil
Particulars of Committee Chairmanship / Membership held in other Companies	Nil
Relationship with other directors/KMPs	<ul style="list-style-type: none"> <li>• Mr.VinodJhaveri is a father of YayeshJhaveri.</li> <li>• Mr.ParagJhaveri is a brother of Mr.YayeshJhaveri</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 Committeehas 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 2018 -19 at a remuneration of ₹ 1,75,000/- (Rupees One lakh 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.

By Order of the Board  
**Yasho Industries Limited**

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

Registered Office:  
Office No.101/102 Peninsula Heights,  
CDBarfiwalaMarg,Juhu Lane,  
Andheri (West), Mumbai - 400058  
Email – [info@yashoindustries.com](mailto:info@yashoindustries.com)  
Date: 30<sup>th</sup>May, 2018  
Place: Mumbai

**NAME OF THE COMPANY: YASHO INDUSTRIES LIMITED.  
 REGISTERED OFFICE: OFFICE NO. 101 & 102, PENINSULA HEIGHTS,  
 C.D. BARFIWALA MARG, ANDHERI WEST (W),  
 MUMBAI - 400 058, INDIA.  
 TEL : 91 . 22 . 62510100  
 FAX : 91 . 22 . 62510199**

**PROXY FORM**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the company	
Registered Office	
Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

Name :	
Address:	
E-mail Id:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup>Annual General Meeting of the company, to be held on the 04<sup>th</sup> day of August, 2018 at 11:00 a.m. at Office No.101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West) Mumbai -400058 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(s)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 <sup>st</sup> March, 2018		
2.	Appointment of a Director in place of those retiring by rotation		
3.	Appointment of Statutory Auditors		
4.	Ratification of remuneration of Cost Auditor		

**\* Applicable for investors holding shares in Electronic form.**

Signed this \_\_\_\_ day of \_\_\_\_ 2018

Signature of Shareholder Signature of Proxy holder Signature of shareholder across Revenue stamp

Affix Revenue Stamps
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**Note:**

- 1) This form of proxy in order to be effective should be duly completed and deposited at the RegisteredOffice of the Company not less than 48 hours before the commencement of the Meeting.**
- 2) The proxy need not be a member of the company.**

**NAME OF THE COMPANY: YASHO INDUSTRIES LIMITED.  
REGISTERED OFFICE: OFFICE NO. 101 & 102, PENINSULA HEIGHTS,  
C.D. BARFIWALA MARG, ANDHERI WEST (W),  
MUMBAI - 400 058, INDIA.  
TEL : 91 . 22 . 62510100  
FAX : 91 . 22 . 62510199**

**ATTENDANCE SLIP**

**32<sup>nd</sup> Annual General Meeting on Saturday, the 04<sup>th</sup> day of August, 2018 at 11:00 a.m. at Office No.101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West) Mumbai -400058**

Full name of the members attending \_\_\_\_\_  
(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_  
(To be filled in, if the proxy attends instead of the member)

**I hereby record my presence 04<sup>th</sup> day of August, 2018 at 11:00 a.m. at Office No.101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West) Mumbai -400058.**

**(Member's /Proxy's Signature)**

**Note:**

- 1) **Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.**
- 2) **A Proxy need not be a member of the Company.**
- 3) **In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names standing the Register of Members.**
- 4) **The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.**



**ROUTE MAP:**

