



Date: December 19, 2024

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.
Scrip Code: **541167**

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051.
Symbol: **YASHO**

Subject: Notice convening Extra Ordinary General Meeting of the Company

Dear Sir / Madam,

This is to inform you that an Extra Ordinary General Meeting ("EGM") of the shareholders of the Company will be held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) on **Friday, January 10, 2025, at 05:00 p.m. (IST)**, in accordance with the relevant circulars issued by Ministry of Corporate Affairs and the Securities Exchange Board of India to transact the business as set out in the EGM Notice.

Notice of the said EGM ("Notice") is being sent to the shareholders of the Company and a copy of the same is attached. The Notice is being sent, electronically, only to those shareholders (as on December 13, 2024) whose email addresses are registered with the Registrar and Transfer Agent / Depositories. The Notice is also available on the website of the Company at **www.yashoindustries.com** and on the website of National Securities Depository Limited at **www.evoting.nsdl.com**, being the agency appointed by the Company for VC/OAVM and e-voting facility for the EGM.

The Company is providing to the shareholders the facility to exercise their right to vote by electronic means, i.e. remote e-voting and e-voting at the EGM (together referred to as "e-voting"). The remote e-voting shall commence on **Monday, January 6, 2025, from 09.00 a.m. (IST) and end on Thursday, January 9, 2025, at 05.00 p.m. (IST)**.

A shareholder, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Registrar and Transfer Agent / Depositories as on the **Cut-off Date i.e. Friday, January 3, 2025**, only shall be entitled to avail the facility of e-voting and attend the EGM. Voting rights of a shareholder shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut- off Date.

This is for your information and records.

Thanking You,

Yours faithfully,
For Yasho Industries Limited

Rupali Verma
Company Secretary & Compliance Officer
Membership No. A42923

YASHO INDUSTRIES LIMITED

REGISTERED OFFICE: Office No. 101/102, Peninsula Heights, C.D Barfiwala Marg, Juhu lane, Andheri (West), Mumbai - 400058, India TEL: +91 22 62510100; FAX: +91 22 62510199; E-Mail: info@yashoindustries.com; CIN No: L74110MH1985PLC037900

NOTICE

Notice is hereby given that an **Extra Ordinary General Meeting** of the Shareholders of Yasho Industries Limited ("Company") will be held on **Friday, January 10, 2025, at 05.00 p.m. (IST)** through Video Conferencing / Other Audio Visual Means to transact the following special business:

Item No. 1:

TO ISSUE, OFFER AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS UNDER NON-PROMOTER CATEGORY

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 ('Companies Act'), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules made thereunder, in accordance with applicable rules, regulations, etc., issued by Securities and Exchange Board of India ('SEBI') including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations'), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI SAST Regulations"), SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "SEBI PIT Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and rules and regulations framed thereunder as amended, (including any statutory amendment(s), modification(s) or reenactment(s) thereof, for the time being in force), the uniform listing agreement in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") ("NSE" and together with BSE, the "Stock Exchanges") on which the equity shares of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999 including any amendments, statutory modification(s) and/or re-enactment thereof ("FEMA") and rules and regulations made thereunder, the provisions of Memorandum of Association and Articles of Association of the Company, and subject to other applicable rules and regulations and the approvals, consents, permissions and/ or sanctions, as may be required from the Ministry of Corporate Affairs ('MCA'), Government of India, RBI, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/ or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/ or sanctions and which may be agreed 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 create, offer, issue and allot 6,57,895 (Six Lakh Fifty Seven Thousand Eight Hundred and Ninety Five) equity shares of face value of ₹ 10/- (Rupees Ten only) each fully paid up, on a preferential basis, at a price of ₹ 1900/- (Rupees Nineteen Hundred Only) per equity share (including premium of ₹ 1890/- (Rupees Eighteen Hundred Ninety only) per equity share) aggregating to ₹ 1,25,00,00,500/- (Rupees One Hundred Twenty Five Crores and Five Hundred only), determined in accordance with the relevant regulations under Chapter V of SEBI ICDR Regulations, to the following 'Proposed Allottees' belonging to Non-Promoter Category, for cash consideration on a preferential basis ('Preferential Issue') as per the particulars set out below and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, rules and regulations:

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Sr. No.	Name of proposed allottee	Category	Proposed No. of Equity Shares
1.	Malabar India Fund Limited	Non-Promoter	5,26,316
2.	Ashoka India Equity Investment Trust PLC	Non-Promoter	1,10,526
3.	WhiteOak Capital ELSS Tax Saver Mutual Fund	Non-Promoter	21,053

RESOLVED FURTHER THAT the 'Relevant Date' for determining the price of the equity shares in accordance with the SEBI ICDR Regulations, is **Wednesday, December 11, 2024**, being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting ("EGM") i.e. Friday, January 10, 2025.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid equity shares shall subject to applicable laws as well as the Memorandum and Articles of Association of the Company, be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

RESOLVED FURTHER THAT the price determined shall be subject to appropriate adjustments, if required, as permitted under the rules, regulations, and laws, as applicable from time to time.

RESOLVED FURTHER THAT the equity shares be issued and allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the RBI, National Stock Exchange of India Limited, BSE Limited and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time.

RESOLVED FURTHER THAT the equity shares issued to the Proposed Allottees shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company for the purpose for which the amount is raised in accordance with the provisions of applicable law.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the equity shares shall be subject to the following terms and conditions in addition to the terms and

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conditions as contained in the Statement under Section 102 of the Companies Act annexed hereto, which shall be deemed to form part hereof:

- a. The Proposed Allottees of equity shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
- b. The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottees from their respective bank accounts; and
- c. Allotment of equity shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modifications to the terms of the Issue, as may be required or imposed by the SEBI/Stock Exchanges or other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing of the Securities.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board (which term shall deem to include any committee which the Board has constituted or may constitute to exercise one or more of its powers, including the powers conferred by this resolution) be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid equity shares and listing thereof with the Stock Exchanges as appropriate including but not limited to filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to decide and approve the other terms and conditions of the Preferential Issue of the aforesaid equity shares, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/ or any other laws and regulations, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds, and 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 or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

For and on behalf of the Board of Directors,

Parag Vinod Jhaveri
Managing Director and CEO
DIN: 01257685

Date: December 18, 2024

Place: Mumbai

Registered Office:

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

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Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Companies Act') read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, setting out the material facts and reasons for the resolution in respect of the business set out in this Notice is annexed hereto.
2. In compliance with the provisions of the Companies Act, 2013 ("Act") read with rules / circulars issued thereunder and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with circulars issued thereunder, an Extra Ordinary General Meeting ("Meeting") of the Company is being held through VC/OAVM facility, without the physical presence of the shareholders at a common venue. The deemed venue of the Meeting shall be the Registered Office of the Company.
3. In compliance with provisions of the Act read with rules / circulars issued thereunder and the provisions of Listing Regulations read with circulars issued thereunder, the Company is providing to the shareholders the facility to exercise their right to vote at the Meeting by electronic means, i.e. remote e-voting and e-voting during the Meeting (together referred to as "e-voting").
4. The attendance of the shareholders attending the Meeting through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. **Since this Meeting is being held through VC pursuant to the circulars issued by the Ministry of Corporate Affairs, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available for the Meeting. Further, the Route Map of Meeting, Proxy Form and Attendance Slip are not annexed hereto. However, Body Corporates / Institutional shareholders are entitled to appoint authorised representatives to attend the Meeting through VC and cast their votes by electronic means.**
6. In compliance with the MCA Circulars and SEBI Circulars, Notice of the Meeting is being sent, through electronic mode, only to all those equity shareholders (as on December 13, 2024) whose e-mail addresses are registered with the Registrar and Transfer Agent / Depositories. Shareholders may note that the EGM Notice will also be made available on the Company's <https://www.yashoindustries.com/others.html>, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice of the Meeting will also be made available on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com, being the agency appointed by the Company for VC/OAVM and e-voting facility for the Meeting. Any shareholder desirous of receiving the hardcopy of the same may send a request to the Company at cs@yashoindustries.com
7. Mr. Dhruvil M. Shah, holding Certificate of Practice No. 8978 or failing him, Mr. Dhiraj R. Palav, holding Certificate of Practice No. 26159, of Dhruvil M. Shah & Co. LLP, Practicing Company Secretaries shall act as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
8. The Scrutinizer, after the conclusion of e-voting at the Meeting, will scrutinize the votes cast at the Meeting and votes cast through remote e-voting and make a consolidated Scrutinizer's

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Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company at <https://www.yashoindustries.com/others.html> and on the website of NSDL at www.evoting.nsdl.com. The result along with the consolidated Scrutinizer's Report will simultaneously be communicated to the Stock Exchanges and displayed at the Registered Office/ Corporate Office of the Company.

9. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. January 10, 2025.
10. The documents required to be kept open for inspection shall be open for inspection at the Registered Office of the Company.
11. Shareholders holding shares in dematerialized mode, are requested to register / update KYC details such as PAN (Aadhar linked), Nomination Details, Contact Details (address with PIN, mobile number and email address), Bank Account Details (bank name, branch name, account number and IFS code) and Specimen Signature with the relevant Depository Participant (DP).
12. The facility of attending Meeting through VC/OAVM is being provided by National Securities Depository Limited ("NSDL"). The procedure for attending the Meeting through VC is given in the Notes below. The facility of casting votes by a shareholder using 'remote e-voting' and 'e-voting during the Meeting' ("together referred to as e-voting") is also being provided by NSDL.
13. 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, i.e. Friday, January 3, 2025**, shall only be entitled to avail the facility of e-voting and attend the Meeting. **A person who is not a shareholder as on the Cut-off Date, should treat the Notice for information purposes only.** The voting rights of a shareholder shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-off date. Any person who becomes a shareholder of the Company after Friday, December 13, 2024, and holds shares on the Cut-off Date may exercise his voting rights through e-voting and attend the Meeting by following the procedure given below.
14. The remote e-voting period will commence at **09:00 a.m. (IST) on Monday, January 6, 2025, and end at 05:00 p.m. (IST) on Thursday, January 9, 2025**. The e-voting module shall be disabled by NSDL for remote voting thereafter. During the remote e-voting period, shareholders of the Company, holding shares as on the Cut-off date may cast their vote electronically.
15. Shareholders attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their vote during the Meeting. The shareholders who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
16. Only those shareholders, who are present in the Meeting through VC/OAVM and have not cast their vote through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the Meeting.
17. If any votes are cast by the shareholders through the e-voting available during the Meeting and if the same shareholders have not participated in the Meeting through VC/OAVM, then the votes

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cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending Meeting.

18. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
19. Body Corporates / Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are requested to send a certified true copy of the Board Resolution / Power of Attorney / Authority letter, etc. (PDF/ JPG Format) to Scrutinizer at dhruvil@dmsah.in and / or RTA at investor@bigshareonline.com and /or Company at cs@yashoindustries.com with a copy marked to evoting@nsdl.com. Alternatively, they can also upload the Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login in NSDL e-voting system.
20. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as speaker by sending their request on or before Thursday, January 2, 2025, mentioning their name, demat account number / folio number, email id, mobile number at cs@yashoindustries.com. The shareholders who do not wish to speak at the Meeting but have queries may send their queries on or before Thursday, January 2, 2025, mentioning their name, demat account number/folio number, email id, mobile number at cs@yashoindustries.com. These queries will be addressed by the Company suitably. The Company reserves the right to restrict number of questions and number of speakers, as appropriate for smooth conduct of Meeting. Infrastructure, connectivity and internet speed available at the Speaker's location are essential to ensure smooth interaction. In the interest of time, each speaker is requested to express his/her views in 3 minutes.
21. Shareholders of the Company under the category of 'Institutional Investors' are encouraged to attend the Meeting and to vote.
22. For individual shareholders holding shares in dematerialized mode, please update your Email-ID and mobile number with your respective Depository Participant (DP), which is mandatory for exercising e-voting and attending Meeting through Depository.
23. To support 'Green Initiative', the shareholders who have not registered their email-id are requested to register the same with their Depository Participants in case shares are held in dematerialized form, which could help the Company for sending paperless communication in future.

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

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules 2014 as amended from time to time and Regulation 44 of the Listing Regulations and in terms of SEBI vide Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolution set forth in this Notice.

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The remote e-voting period begins on **Monday, January 6, 2025, at 9:00 a.m. (IST) and ends on Thursday, January 9, 2025, at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e., **Friday, January 3, 2025**, 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 **Friday, January 3, 2025**.

The details of the process and manner for remote e-voting are explained herein below:

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode




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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.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

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	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat	16 Digit Beneficiary ID

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account with CDSL.	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

- 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.**

6. 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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.

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

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 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 Meeting".

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3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to M/s Dhruvil M. Shah & Co. LLP at dhruvil@dmsah.in with a copy marked to evoting@nsdl.co.in, investor@bigshareonline.com and cs@yashoindustries.com. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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:

1. 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 (cs@yashoindustries.com). If you are an Individual shareholder 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.**
2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. 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.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

1. 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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, speakers will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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

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

ITEM NO. 1

TO ISSUE, OFFER AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS UNDER NON-PROMOTER CATEGORY

The Company proposes to raise additional capital up to an aggregate sum of ₹ 1,25,00,00,500/- (Rupees One Hundred Twenty-Five Crores and Five Hundred 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.

Accordingly, the Board of Directors of the Company (the "Board") had pursuant to its resolution passed on December 18, 2024, subject to the consent of the members, approved the issue and allotment of up to 6,57,895 (Six Lakhs Fifty Seven Thousand Eight Hundred and Ninety Five Lakhs) Equity shares of face value of ₹ 10/- (Rupee Ten) each ("Shares") at an issue price of Rs. 1900/- (Rupees Nineteen Hundred only) each, aggregating to ₹ 1,25,00,00,500/- (Rupees One Hundred Twenty Five Crores and Five Hundred 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 salient features including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

1. Objects of the preferential Issue

The Company shall utilize the proceeds from the preferential issue of Equity Shares as under:

Sr. No.	Particulars	Amount Upto (Rs. In Cr) *	Tentative Time Frame for utilization
1.	Debt Repayment/Prepayment	45	Within 12 months
2.	Business Payments	50	
3.	General Corporate Purpose	30	
Total		125	

*Estimation which may vary by +/- 10%

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with

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applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Monitoring the utilization of funds

In terms of Regulation 162A of the SEBI ICDR Regulations, the Company has identified a Credit Rating Agency duly registered with the SEBI as the monitoring agency to monitor the use of the proceeds of the Issue. The monitoring agency shall submit its report to the Company on a quarterly basis, till 100% of the proceeds of the issue are utilized.

2. Relevant Date:

The 'Relevant Date' as per ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Wednesday, December 11, 2024, i.e. 30 days prior to the date of this Extraordinary General Meeting.

3. Maximum number of specified securities to be issued

The Company proposes to offer, issue and allot, by way of a preferential issue, up to 6,57,895 (Six Lakhs Fifty-Seven Thousand Eight Hundred and Ninety-Five Lakhs) Equity shares of face value of ₹ 10/- (Rupee Ten) each ("Shares") at an issue price of Rs. 1900/- (Rupees Nineteen Hundred only) each, aggregating to ₹ 1,25,00,00,500/- (Rupees One Hundred Twenty-Five Crores and Five Hundred only).

4. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

None of the Promoter, the Directors, Key Managerial Personnel or Senior Management of the Company or their relative's intent to subscribe to any shares pursuant to this Preferential Issue of equity shares.

5. Proposed time limit within which the allotment shall be completed:

In terms of the SEBI ICDR Regulations, the proposed Preferential Issue to Proposed Allottees pursuant to the Special Resolution will be completed within a period of 15 (fifteen) days from the date of passing of resolution as set out at Item No. 1.

Provided further that where the allotment to any of the Proposed Allottees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concerned authorities.

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6. The change in control, if any, in the Company that would occur consequent to the preferential issue.

As a result of the proposed Preferential Issue of equity shares, there will be no change in the control or management of the Company. However, the voting rights will change in tandem with the Shareholding Pattern.

7. The Shareholding Pattern of the issuer before and after the preferential issue of equity shares:

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre issue Shareholding Structure (as on 30.09.2024)		No. of equity shares to be allotted	Post issue Shareholding Structure	
	No. of Shares held	% of shares		No. of Shares held	% of shares
PROMOTERS' HOLDING (A)					
Indian Individual	81,98,165	71.92	0	81,98,165	67.99
Bodies Corporate	0	0.00	0	0	0.00
Sub-total (A)	81,98,165	71.92	0	81,98,165	67.99
NON-PROMOTERS' HOLDING (B)					
a. Institutional Investors					
i. Alternate Investment Funds	10,778	0.09	0	10,778	0.09
ii. Foreign Portfolio Investors Category I	1,11,035	0.97	6,57,895	7,68,930	6.38
iii. Foreign Portfolio Investors Category II	2,029	0.02	0	2,029	0.02
b. Central Government/ State Government(s)/ President of India	0	0.00	0	0	0.00
c. non-institutional investors					
Bodies Corporate	4,61,738	4.05	0	4,61,738	3.83
Indian Public	23,55,563	20.66	0	23,55,563	19.54
Non-Resident Indians (NRIs)	74,170	0.65	0	74,170	0.62
HUF	73,879	0.65	0	73,879	0.61
Clearing Members	1,11,843	0.98	0	1,11,843	0.93
Sub-total (B)	32,01,035	28.08	6,57,895	38,58,930	32.01
GRAND TOTAL (A+B)	1,13,99,200	100.00	6,57,895	1,20,57,095	100.00

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8. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of proposed allottee	Relation, if any, with the Promoters or person in control of the Company	Present holding of Equity shares	Category	Proposed No. of Equity Shares	Name of ultimate beneficial owners
1	Malabar India Fund Limited	NA	-	Non-Promoter	526316 (4.37%)	#Not Applicable (Foreign Portfolio Investors)
2	Ashoka India Equity Investment Trust PLC	NA	-	Non-Promoter	1,10,526 (0.92%)	#Not Applicable (Foreign Portfolio Investors)
3	Whiteoak Capital Elss Tax Saver Mutual Fund	NA	-	Non-Promoter	21,053 (0.17%)	#Not Applicable (Mutual Fund)

Category - I Foreign Portfolio Investors and Mutual Fund, hence the Ultimate Beneficial Ownership disclosure is exempt.

9. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the period from April 01, 2024, till date of this EGM Notice, the Company has not made any preferential issue of equity shares.

10. Class or classes of persons to whom the allotment is proposed to be made and the current and post allotment status of the Proposed Allottees:

The Preferential Issue, if approved, is proposed to be made to above mentioned allottees. The Proposed Allottees are neither promoters of the Company as on the date of this notice nor their status will change post Preferential Issue. The Proposed Allottees will be classified /continue to be classified as public shareholders pursuant to the proposed issuance.

11. Basis on which the price (including premium) has been arrived:

In terms of Regulation 164(1) of SEBI ICDR Regulations, the price at which equity shares will be allotted shall not be less than higher of the following:

- Volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the 90 trading days preceding the Relevant Date; or
- Volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the 10 trading days preceding the Relevant Date;

Further, in terms of Regulation 164(4)(a) of SEBI ICDR Regulations, in case of number of allottees identified as qualified institutional buyers is not exceeding 5 in number the price at which equity shares shall be allotted at a price not less than the Volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the 10 trading days preceding the Relevant Date.

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Since the proposed preferential issue is being made to Qualified Institutional Buyers (QIBs), the pricing criteria prescribed under Regulation 164(4)(a) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, shall be applicable.

The equity shares of the Company are listed on both BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") and are frequently traded in terms of the ICDR Regulations. For the purpose of determining the price per equity share, NSE has been considered as it has the higher trading volume for the said period.

As per the pricing formula outlined in Regulation 164(4)(a) of the ICDR Regulations, the minimum price at which the equity shares can be issued is ₹ 1,739.27 per equity share. The Company proposes to issue the equity shares at a price of ₹1,900 (inclusive of a premium of ₹1,890) per equity share, which is higher than the minimum price determined as per the applicable regulations.

12. Issue price and Relevant Date:

The Relevant Date for determining the price of equity shares for the purpose of the Preferential Issue in accordance with the SEBI ICDR Regulations, would be Wednesday, December 11, 2024, i.e., the date 30 days prior to the date of this Extraordinary General Meeting which is scheduled to be held on i.e., Friday, January 10, 2025.

It is proposed to issue equity shares at an issue price of ₹ 1900/- per equity share (face value of ₹ 10 and premium of ₹ 1890/- per equity share) as determined on the Relevant Date which is in compliance with the provisions of SEBI ICDR Regulations.

The above issue price per equity share has been determined based on the Pricing methodology prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations

13. Lock-in Period:

The equity shares to be allotted on a preferential basis to the Proposed Allottees, shall be subject to lock-in for such period(s), as may be applicable, in accordance with the provisions of the SEBI ICDR Regulations and any other applicable law for the time being in force.

14. Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of the Registered Valuer:

Not applicable.

15. Report of a Registered Valuer:

Pursuant to Regulation 166A of the SEBI ICDR Regulations, the Company is required to obtain a valuation report from an independent registered valuer, for determining the floor price for the Preferential Issue. In compliance thereof, the Company has obtained a valuation report from Subodh Kumar, an Independent Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/11705) (hereinafter referred to as the "Valuation Report"). A copy of the Valuation Report shall be available for inspection by the members electronically until the last

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date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cs@yashoindustries.com. This Valuation Report is available on the website of the company at <https://www.yashoindustries.com/others.html>.

16. Name and address of Monitoring Agency

In terms of Regulation 162A of the SEBI ICDR Regulations, as the size of this preferential issue is above ₹ 100 Crore, our Company has appointed India Ratings & Research Private Limited (SEBI Registration Number: IN/CRA/002/1999) as monitoring agency to monitor the use of the proceeds of the Preferential Issue. The monitoring agency shall submit its report to the Company on a quarterly basis, till 100% of the proceeds of the issue are utilized.

17. Practicing Company Secretary's Certificate

A certificate from Dhrumil M. Shah & Co. LLP, Practising Company Secretaries, has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations. The certificate can be accessed at www.yashoindustries.com and shall be placed before the general meeting of the shareholders.

18. Principal terms of assets charged as securities:

Not applicable

19. The Company hereby undertakes that

- i. It would re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations where it is required to do so;
- ii. If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottees;
- iii. Neither the Company, nor its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower;
- iv. None of the Company's Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- v. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder;
- vi. The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the ICDR Regulations.
- vii. The Proposed Allottee(s) have confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.

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20. Disclosure

It is confirmed that the issuer, its promoters or any of its directors is not 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.

All the Proposed Allottees have also confirmed that:

a) They are eligible under all statutory laws including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and qualified for above referred preferential allotment; and

b) They are not barred by the Securities and Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs or any other statutory authority including any court or tribunal for the aforesaid preferential allotment.

21. Compliances

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957, maintaining a minimum of 25% of the paid-up capital in the hands of the public.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 1 for approval of the members as a Special Resolution.

For and on behalf of the Board of Directors,

Parag Vinod Jhaveri
Managing Director and CEO
DIN: 01257685

Date: December 18, 2024

Place: Mumbai

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

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