

YASH PAKKA LIMITED

Regd. Office: 2nd Floor, 24/57, Birhana Road, Kanpur – 208001, Uttar Pradesh

Corp. Office: Yash Nagar, Ayodhya – 224 135, Uttar Pradesh

CIN – L24231UP1981PLC005294 | T: +91 5278 258174

E: connect@yashpakka.com | Website: <https://www.yashpakka.com>

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF YASH PAKKA LIMITED will be held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) on Friday, the September 30, 2022 at 10:00 a.m. (IST) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon and if thought fit, to pass, the following resolutions as an Ordinary Resolution:
“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors’ and Auditors’ thereon laid before this meeting, be and are hereby considered, approved and adopted”.
2. To receive consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports

of the Auditors thereon and if thought fit, to pass, the following resolutions as an Ordinary Resolution:

“RESOLVED THAT the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2022 and the report of the Auditors thereon laid before this meeting, be and are hereby considered, approved and adopted”.

3. To declare a final dividend of ₹2 per equity share for the year ended March 31, 2022 and if thought fit, to pass, the following resolutions as an Ordinary Resolution:

“RESOLVED THAT approval be and is hereby accorded for the payment of final dividend of ₹2/- (Rupees two only) per equity shares of the face value of Re. 10/- each for the financial year ended March 31, 2022 as recommended by the Board of Directors at their meeting held on May 28, 2022”.

4. To appoint a Director in place of Mr. Jagdeep Hira (DIN: 07639849), who retires by rotation and being eligible, offers his candidature for re-appointment and if thought fit, to pass, the following resolutions as an Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with Article of Association of the Company, Mr. Jagdeep Hira (DIN: 07639849), who retires by rotation and being eligible seeks re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation”.

5. To appoint CNK & Associates LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 42nd Annual General Meeting of the Company until the conclusion of the 47th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Audit Committee and the Board of Directors, CNK & Associates LLP, Chartered Accountants, Mumbai, [Firm Registration No. 101961W/W-100036], the appointment

of Statutory Auditors who have furnished the eligibility certificate under Section 141 of the Companies Act, 2013 be and is hereby confirmed as the Statutory Auditor of the Company from the conclusion of ensuing Annual General Meeting till the conclusion of Annual General Meeting to be held in the calendar year 2027 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors”.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this resolution”.

NOTES:

1. In view of the ongoing COVID-19 pandemic and pursuant to General Circular No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, No.21/2021 dated December 14,

SPECIAL BUSINESS:

6. Re-Appointment of Mr. Basant Kumar Khaitan (DIN: 00117129) as an Independent Director for 2nd term.

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

“RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and recommendation of Nomination and Remuneration Committee Meeting, the re-appointment of Mr. Basant Kumar Khaitan (DIN: 00117129), for a second term as an Independent Director of the

2021 and No.02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’) and Circular of SEBI dated 12th May, 2020 (“SEBI Circular”) and other applicable circulars issued by the SEBI and MCA in this regard, the Company is convening the 42nd AGM through Video Conferencing

Company, not liable to retire by rotation, for a period of 5 consecutive years from May 19, 2023 to May 18, 2028, be and is hereby approved”.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this resolution”.

By **Order of the Board of Directors,**
for **Yash Pakka Limited**



Sachin Kumar Srivastava

Company Secretary & Legal Head

FCS No.: 11111

Ayodhya, August 10, 2022

(‘VC’) or Other Auditor-Visual Means (‘OAVM’), without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at 2nd Floor, 24/57, Birhana Road, Kanpur – 208001, Uttar Pradesh, India, which shall be the deemed venue of the AGM.

2. As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020, the matters of the Special Business as appearing at Item No.6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.

3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in regard to the business as set out Item No.6 above and the relevant details of the Directors seeking re-appointment /appointment as set out in Item Nos.4 and 6 above as required under Regulation 36(3) of the Listing Regulations and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.

4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE,

THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

5. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote thereat through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at amitguptacs@gmail.com with a copy marked to evoting@nsdl.co.in and cs@yashpakka.com.

6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited’s (NSDL) e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served

basis as per the MCA Circulars. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee of Directors, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors, etc. may be allowed to attend the meeting without any restrictions on first come first served basis.

9. In terms of the MCA Circulars and the SEBI Circulars, the Company is sending this AGM Notice along with the Annual Report for FY22 in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Company shall send the physical copy of the Annual Report for FY22 only to those Members who specifically request for the same at cs@yashpakka.com. The Notice convening the AGM and the Annual Report for FY22 have been uploaded on the website of the Company at www.yashpakka.com and may also be accessed from the relevant section of the website of the Stock Exchange i.e. BSE Limited (BSE) at www.bseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

10. The Record Date is Friday, September 23, 2022 for the purpose of payment of dividend and AGM for FY22. If the dividend, as recommended by the Board of

Directors, is approved at the AGM, payment of such dividend will be made, subject to deduction of tax at source (TDS), on or after October 2, 2022, as under:

- i. To all Beneficial Owners in respect of shares held in electronic form as per the data as may be made available by NSDL and Central Depository Services (India) Limited (CDSL) (both collectively referred to as 'Depositories') as of the close of business hours on Friday, September 23, 2022;
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Friday, September 23, 2022.
11. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number ("PAN") 10% or as notified by the Government of India

Members not having PAN / valid	PAN 20% or as notified by the Government of India
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However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during fiscal 2022 does not exceed 5,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement

("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962
- Copy of Tax Residency Certificate for fiscal 2022 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

12. Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

Shares held in physical form: Members holding shares in physical form are requested to send the following details/documents to the Company's Registrars and Transfer Agent (RTA), viz. Skyline Financial Services Private Limited (SFSPL), at D-153A , 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110 020, latest by Friday, September 23, 2022:

- a) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <https://www.yashpakka.com/wp-content/uploads/2022/06/Form-ISR-1-KYC-details-updation.pdf> and on the website of the RTA at <https://www.skylinerta.com/profile-updation.php>.
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:
 - i) Cancelled cheque in original;
 - ii) Bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and

type as on the cheque leaf and full address of the bank branch.

- c) Self-attested copy of the PAN Card of all the holders; and
- d) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Further, Members are requested to refer to process detailed on <https://www.skylinerta.com/profile-updation.php> and proceed accordingly. Shares held in electronic form: Members holding shares in electronic form may please note that their Bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such Bank details. Accordingly, the Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by Friday, September, 23, 2022.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. For Members who are unable to receive the

dividend directly in their Bank account through Electronic Clearing Service or any other means, due to nonregistration of the Electronic Bank Mandate, the Company shall dispatch the Warrant/Bankers' Cheque/Demand Draft through postal or courier services and in case of any disruption of postal or courier services due to prevalence of COVID-19 in containment zones, upon normalisation of such services.

13. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://www.yashpakka.com/wp-content/uploads/2022/06/Form-ISR-1-KYC-details-updation.pdf>. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz, issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate;

Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at <https://www.yashpakka.com/wp-content/uploads/2022/06/Form-ISR-4-Request-for-issue-of-Duplicate-Certificate-and-other-Service-Requests.pdf> and on the website of the Company's RTA at <https://www.skylinerta.com/>. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the Bank

and branch details, Bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.

16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <https://www.yashpakka.com/wp-content/uploads/2022/06/Form-SH-13-Nomination.pdf> (under 'Investor Relations' section). Members are requested to submit the said form to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
18. Members holding shares in physical form, in identical order of names, in more than one folio, 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.

19. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in e-Form/web form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to Report on Corporate Governance, which is a part of this Annual Report. The unclaimed/unencashed dividends for the following financial years shall be transferred by the Company to the Investor Education and Protection Fund (IEPF), on the dates specified against the year:

i.	March 31, 2019	-	October 21, 2026
ii.	March 31, 2020	-	November 1, 2027
iii.	March 31, 2021	-	October 31, 2028

20. Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at cs@yashpakka.com.

21. Members who wish to inspect the relevant documents referred to in the Notice can send an email to cs@yashpakka.com upto the date of the AGM.

22. This AGM Notice is being sent by email only to those eligible Members who have already registered their email address with the Depositories/the DP/the Company's RTA/the Company or who will register their email address with Skyline Financial Services Private Limited, on or before 5 p.m. (IST) on Friday, September 23, 2022.

23. The recorded transcript of the forthcoming AGM, shall also be made available on the website of the Company i.e. www.yashpakka.com in the Investors' Section, as soon as possible after the meeting is over.

24. Process for registration of email addresses to receive the Notice of AGM and the Integrated Annual Report for FY22 electronically and cast votes electronically:

(i) Registration of email addresses with Skyline Financial Services Private Limited:

To facilitate Members to receive this Notice electronically and cast their votes electronically, the Company has made special arrangement with Skyline Financial Services Private Limited for registration of email addresses in terms of the MCA Circulars. Eligible Members who have not submitted their email address to Skyline Financial Services Private Limited, are required to provide their email address to the RTA, on or before 5 p.m. (IST) on Friday, September 2, 2022 pursuant to which, any Member may receive on the email address provided by the Member, Notice of the AGM along with the Integrated Annual Report for FY22. The process for registration of email address is as under:

I. For Members who hold shares in Electronic form:

- a) <https://www.skylinerta.com/profile-updation.php>
- b) Select the name of the Company from dropdown.
- c) Enter details in respective fields such as DP ID and Client ID, Name of the Member, PAN details, mobile number and email ID.
- d) System will send OTP on mobile number and email ID.
- e) Enter OTP received on mobile number and email ID and submit.

II. For Members who hold shares in Physical form:

- a) <https://www.skylinerta.com/profile-updation.php>
- b) Select the name of the Company from dropdown.
- c) Enter details in respective fields such as Folio no. and Certificate no., Name of the Member, PAN details, mobile number and email ID.
- d) System will send OTP on mobile number and email ID.
- e) Enter OTP received on mobile number and email ID and submit.

After successful submission of the email address, NSDL will email a copy of the Integrated Annual Report for FY22 along with the remote e-Voting user ID and password on the email address registered by the Member. In case of any queries, Members may write to cs@yashpakka.com or evoting@nsdl.co.in

(ii) Registration of email address permanently with Company/DP:

Members are requested to register their email address with their concerned DPs, in respect of electronic holding and with the RTA, in respect of physical holding, by writing to them at cs@yashpakka.com.

(iii) Alternatively, those Members who have not registered their email addresses are required to send an email request

to evoting@nsdl.co.in along with the following documents for procuring user ID and password 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 Member, scanned copy of the share certificate (front and back), self-attested scanned copy each of PAN card and Aadhaar card.
 - In case shares are held in electronic mode, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy each of PAN card and Aadhaar card.
 - If you are an individual Member holding securities in electronic mode, you are requested to refer to the login method explained at para VI below under step 1 (A) i.e. Login method for remote e-Voting and joining virtual meeting for Individual shareholders/ Members holding securities in electronic mode.
25. For permanent registration of their email address, Members are requested to register their email address, in respect of electronic holdings, with their concerned DPs and in respect of physical holdings, with the RTA.
26. Those Members who have already

registered their email addresses are requested to keep their email addresses validated with their DP/SFSPL to enable serving of notices/documents/Annual Reports and other communications electronically to their email address in future.

27. Process and manner for Members opting for e-Voting is as under:
- I. In compliance with the provisions of Section 108, and other applicable provisions of the Act, read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company is offering only e-Voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the AGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.
 - II. Members are provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.

- III. Members who have already cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
- IV. Members of the Company, holding shares either in physical form or electronic form, as on the cut-off date of Friday, September 23, 2022, may cast their vote by remote e-Voting. The remote e-Voting period commences on Tuesday, September 27, 2022 at 9 a.m. (IST) and ends on Thursday, September 29, 2022 at 5 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The instructions for Members attending the AGM through VC/OAVM are as under:
 - A. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for 'Log-in to NSDL e-Voting system'. The link for VC/OAVM will be available in 'Member login' where

the EVEN of the Company will be displayed. After successful login, the Members will be able to see the link of 'VC/OAVM link' placed under the tab 'Join Annual General Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman.

- B. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops 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 glitches.**
- C. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM,

from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address at cs@yashpakka.com before 5 p.m. (IST) on Tuesday, September 27, 2022. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

- D. Members who would like to express their views/ ask questions as a Speaker at the AGM may preregister themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to cs@yashpakka.com between Friday 23, 2022 (9 a.m. IST) and Tuesday, September 27, 2022 (5 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- VI. The instructions for Members for remote e-Voting are, as under:

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) Log-in method for e-Voting and joining virtual meeting for Individual Shareholders/Members holding securities in demat mode

In terms of the Circular issued by the Securities and Exchange Board of India dated 9th December 2020, on 'e-Voting facility provided by Listed Companies', e-Voting process has been enabled to all the individual Demat account holders, by way of single login credential, through their Demat accounts/websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Members are advised to update their mobile number and email ID with their DPs in order to access e-Voting facility.

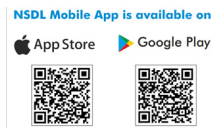
Log-in method for Individual Members holding securities in Demat mode is given below:

Type of Members

Individual Members holding securities in demat mode with NSDL.

Login Method

- i. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.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.
- ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.
- iv. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	<ul style="list-style-type: none"> i. 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. ii. 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. iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration iv. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 Members (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 Method	Helpdesk details
Individual Members 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 Members 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 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?

i) 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.

- ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- iii) 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.
- iv) 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.

v) 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) 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 119696 then user ID is 119696001***

- v) Your Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
- c) How to retrieve your ‘initial password’?
 - (i) 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’.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- vii) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) 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.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- viii) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- ix) Now, you will have to click on “Login” button.
- x) 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?

1. 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.
2. 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”.
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.

VII. The Instructions for Member for e-Voting during the proceedings of the AGM are as under:

- A. The procedure for remote e-Voting during the AGM is same as the

instructions mentioned above for remote e-Voting since the Meeting is being held through VC/ OAVM.

- B. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- C. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- D. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager - NSDL or Mr. Amit Vishal, Senior Manager - NSDL at evoting@nsdl.co.in or call on : 1800 1020 990 and 1800 22 44 30.

General Guidelines for Members

1. 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.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members 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 to Ms. Pallavi Mhatre, Manager-NSDL or Mr. Amit Vishal, Senior Manager-NSDL at evoting@nsdl.co.in.
3. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).

VIII. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 23, 2022.

- IX. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Friday, September 23, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/SFSPL.

However, if the person is already registered with NSDL for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot user Details/ Password' or 'Physical user Reset Password' option available on www.evoting.nsdl.com

or by calling on toll free no. 1800 1020 990 and 1800 224 430. In case of Individual Members holding securities in Demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, September 23, 2022 may follow steps mentioned in the notes to Notice under 'Access to NSDL e-Voting system'.

- X. 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 avail the facility of remote e-Voting, as well as voting at the meeting.
- XI. The Board of Directors has appointed Mr. Amit Gupta (FCS 5478, CP 4682) of Amit Gupta & Associates, Company Secretaries as Scrutinizer to scrutinize the voting at the 42nd AGM and remote e-Voting process, in a fair and transparent manner.
- XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
- XIII. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast

during the Meeting and, thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XIV. The Results declared, alongwith the Scrutinizer's Report, shall be placed on the Company's website www.yashpakka.com and on the website of NSDL www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited and be made available on their respective websites viz. www.bseindia.com.

By **Order of the Board of Directors,**
for **Yash Pakka Limited**



Sachin Kumar Srivastava
Company Secretary & Legal Head
FCS No.: 11111

Ayodhya, August 10, 2022

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No.6 of the accompanying Notice dated August 10, 2022:

ITEM NO. 6

The Board of Directors in its meeting held on August 10, 2022, approved the re-appointment of Mr. Basant Kumar Khaitan (DIN: 00117129) as an Independent Director of the Company w.e.f. 19th May, 2023. The details of Mr. Basant Kumar Khaitan as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are as under:

Based on an evaluation of the balance of skills, knowledge and experience on the Board and further, on the report of performance evaluation, the external business environment, business knowledge, skills, experience and the substantial contribution made by him during his tenure and considering that the continued association of Mr. Basant Kumar Khaitan as Independent Director of the Company would be beneficial to the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Board, vide Resolution passed on 19th May, 2018, appointed Mr. Basant Kumar Khaitan as an Additional Director of the Company and subject to approval of the Members by way of Special Resolution at the ensuing forty second AGM of the Company, re-appointed him as a

Non-Executive Independent Director, not liable to retire by rotation, for a second consecutive term commencing from May 19, 2023 upto May 18, 2028, when he attains the retirement age of 75 years, as per the terms of the Governance Guidelines for Yash Pakka Limited on Board Effectiveness. Mr. Basant Kumar Khaitan shall also cease to be a Director of the Company with effect from close of business hours on May 18, 2028.

He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Basant Kumar Khaitan has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations), (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

A brief profile of Mr. Basant Kumar Khaitan is given below:

Mr. Basant Kumar Khaitan is a noted Industrialist and a Bachelor of Commerce. He has wide and varied experience in manufacturing and marketing of Paper Machine Clothing used in the Paper industry and has excellent working knowledge of the industry in general. He is well known in the world of Paper machine clothing around the world. He is Director on the board of various Companies and member of their committees. He has built a thriving corporation called Wires and Fabrics Limited. Mr. Khaitan is one of the sharpest minds we know and brings value to each discussion. He has a keen sense for business and directs our focus towards customers and effective business practices. He has a knack for numbers and is able to find information within data inadvertently.

In the opinion of the Board, Mr. Basant Kumar Khaitan is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the management of the Company.

A copy of the draft letter of appointment as Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members. Members who wish to inspect the same can send a request to cs@yashpakka.com.

Mr. Basant Kumar Khaitan would be entitled to sitting fees for attending meetings of the

Board of Directors and Committees thereof where he is a Member.

In compliance with the provisions of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV to the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the reappointment of Mr. Basant Kumar Khaitan as Independent Director of the Company for a second term commencing with effect from May 19, 2023 upto May 18, 2028, is now being placed before the Members

for their approval by way of special resolution.

Other than Mr. Basant Kumar Khaitan, who is concerned or interested in the Resolution relating to his re-appointment, none of the Directors or KMP of the Company and their respective relatives are concerned or interested in the resolution set out at Item No.6 of the accompanying Notice.

Mr. Basant Kumar Khaitan is not related to any Director or KMP of the Company. The Board recommends the Resolution at Item No.6 of

the accompanying Notice for approval by the Members of the Company.

By **Order of the Board of Directors,**
for **Yash Pakka Limited**



Sachin Kumar Srivastava

Company Secretary & Legal Head

FCS No.: 11111

Ayodhya, August 10, 2022

PURSUANT TO REGULATIONS 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CALUSE 1.2.5 OF THE SECRETARIAL STANDARDS - 2, THE DETAILS OF THE DIRECTOR PROPOSED TO BE RE-APPOINTED / APPOINTED AT THE ENSUING FORTY SECOND ANNUAL GENERAL MEETING ARE GIVEN BELOW:

Sr. No.	Particulars	Mr. Jagdeep Hira	Mr. Basant Kumar Khaitan
1.	Category / Designation	Managing Director	Independent Director
2.	Director Identification Number (DIN)	07639849	00117129
3.	Age	50 years	68 years
4.	Date of Birth	17-01-1972	08-02-1954
5.	Original Date of Appointment	22-10-2016	19-05-2018
6.	Qualifications	Bachelor of Engineering	Bachelor of Commerce
7.	Occupation	Service	Industrialist
8.	Directorship in other Companies*	-	1. Thacker and Company Limited 2. Pudumjee Paper Products Limited 3. Rajasthan Textile Industry Association 4. WMW Metal Fabrics Limited 5. W & F Fiscal Services Private Limited 6. W & F Mercantiles Private Limited 7. BVK Commercial Private Limited 8. BVK Mercantile Private Limited 9. BKM Trading Private Limited
9.	Chairmanship / Membership of Committees in other Companies*	NIL	1. Thacker and Company Limited 2. Pudumjee Paper Products Limited
10.	Number of Equity Shares held in the Company	NIL	NIL
11.	Number of Equity Shares held in the Company for any other person on a beneficial basis	NIL	NIL
12.	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	NIL	NIL

Sr. No.	Particulars	Mr. Jagdeep Hira	Mr. Basant Kumar Khaitan
13.	Terms and conditions of appointment or re-appointment	Appointed as Managing Director for 3 years on retire by rotational basis.	To be appointed as an Independent Director not liable to retire by rotation for 5 years with effect from 19th May, 2023
14.	Remuneration last draw (in FY 2021-22), if applicable	₹193.20 Lakhs	₹1.05 Lakhs
15.	Remuneration proposed to be paid	As per Special Resolution passed in the 40th AGM held on October 31, 2020.	Sitting Fees and Commission in accordance with the provisions of the Companies Act, 2013
16.	Number of Meetings of the Board attended during the year	5	4
17.	Justification for choosing the appointees for appointment / re-appointment as Independent Director	Considering his extensive knowledge and experiences and that would be in the best interest of the Company and will continue to provide relevant skill-set.	Considering his extensive knowledge and experiences and that would be in the best interest of the Company and will continue to provide relevant skill-set.
18.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Jagdeep Hira has lived and breathed paper most of his working life. He has run all kinds of machines and developed numerous grades of papers. He has worked in different kind of companies and environments and has also had great international exposure. He loves to build organizations taking the team along with him. He is able to understand, grasp resolve issues due to his deep involvement with the process.	<ul style="list-style-type: none"> • Identifying business opportunities and deriving solution therefor; • Strategic Business Planning and Implementation; • Economic and Business Analysis; • Excellent negotiation skills; • Business Prudence; • Expertise in analysis of Financial Statements

By **Order of the Board of Directors,**
for **Yash Pakka Limited**



Sachin Kumar Srivastava
Company Secretary & Head Legal
FCS No.: 11111

Ayodhya, August 10, 2022