

**YASH PAKKA LIMITED**

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the Extraordinary General Meeting (“EGM”) of the Shareholders of Yash Pakka Limited will be held on **Friday 6<sup>th</sup> day of May, 2022 at 11.00 A.M.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) facility to transact the following businesses:

**SPECIAL BUSINESS:**

1) **APPROVAL OF YASH TEAM STOCK OPTION PLAN – 2021 AND GRANT OF EMPLOYEE STOCK OPTIONS TO ELIGIBLE TEAM MEMBERS I.E. EMPLOYEES OF THE COMPANY THEREUNDER:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) (**‘the Act’**) read with applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**‘SBEB Regulations’**) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by Securities and Exchange Board of India (**‘SEBI’**), the Memorandum of Association and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), applicable provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and Master Directions issued by the Reserve Bank of India, from time to time as amended, and other applicable regulations, rules and circulars / clarifications/ notifications guidelines in force, as may have been issued and as may be issued from time to time under any applicable law and subject to any approval(s) of any regulatory/ statutory authorities (including but not limited to Government of India, Ministry of Finance, Ministry of Corporate Affairs, Department for Promotion of Industry and Internal Trade, SEBI, Reserve Bank of India and BSE Limited – wherein the equity shares of the Company are listed) to the extent applicable and as may be required, and subject to any such term(s), consent(s), sanction(s), approval(s), condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the **‘Board’**), which term shall include the Nomination and Remuneration Committee (**‘NRC’**) constituted and designated by the Board to act as the ‘Compensation Committee’ under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) and/or such other persons as may be authorized in this regard by the Board and/or the NRC, the consent of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue, reissue, grant, transfer and allot from time to time, and in one or more tranches, such number of Team (Employee) Stock Options (hereinafter referred to as “Options”), under the **YASH TEAM STOCK OPTION PLAN – 2021 (‘New TSOP’)** and to issue fresh options, re-issue options that may lapse/ get cancelled/ surrendered in future under the New TSOP, in complete supersession of any earlier team member (employee) stock option plan of the Company and to issue and allot such number of Equity Shares of the Company Rs.10 (Rupees ten only) each not exceeding 20,00,000 (Twenty Lakhs) Equity Shares, representing in the aggregate 5.68 % (approx.) of the issued, paid-up and subscribed share capital of the Company (as on April 01, 2022) at such price or prices, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of New TSOP and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations, to or to the benefit of the eligible team members i.e. employees/ directors of the Company (i.e. Eligible Beneficiaries as defined in the ‘New TSOP’), whether working in India or outside India, and / or to the directors of the Company, whether whole-time or not but excluding independent director(s) and to such other persons as may be decided by the Board and / or permitted under SBEB Regulations (hereinafter referred to as **‘Eligible Employees’**) but does not include a team member (employee) who is a promoter or a person belonging to the promoter group and a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company;

**RESOLVED FURTHER THAT** no further Options shall be granted to any Eligible Employees after December 31, 2026 (**‘TSOP End Date’**). It is clarified that any Options granted, vested and exercised to the Eligible Employees till the TSOP End Date shall continue to be governed by the New TSOP. It is further clarified that any Options vested in the Eligible Employees shall have to be exercised on or before the TSOP End Date. Any Options vested in the Eligible Employee, but not exercised by the Eligible Employee till the TSOP End Date shall automatically lapse after the TSOP End Date. Also, any Options which may have been granted but not vested till the TSOP End Date shall automatically lapse after the TSOP End Date.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, the Board be and is hereby authorised to do

all requisite adjustments and such acts, deeds, matters and things (which may include adjustments to the number of options in the New TSOP) as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure the fair, reasonable and equitable benefits under New TSOP are passed on to the Eligible Employees in accordance with the New TSOP;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to devise, formulate, evolve, decide upon and bring into effect the New TSOP on such terms and conditions of the New TSOP as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the New TSOP (within the contours of the New TSOP), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the New TSOP in such a manner as the Board or any other person authorized by the Board may determine which shall not be detrimental to the interests of the Eligible Employees, subject to the conformity with the SBEB Regulations, the Act and other applicable laws, rules and regulations, as may be prevailing at that time and issue clarifications in this respect;

**RESOLVED FURTHER THAT** the equity shares may be allotted in accordance with New TSOP directly to the Eligible Employees;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the New TSOP and to take necessary steps for listing of the equity shares of the Company allotted under the New TSOP on the stock exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations, SBEB Regulations and other applicable laws, rules and regulations;

**RESOLVED FURTHER THAT** the equity shares so issued and allotted under the New TSOP to the Eligible Employees shall rank *pari passu* in all respects with the then existing equity shares of the Company;

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to New TSOP;

**RESOLVED FURTHER THAT** the number of team member Stock Options that may be granted to any Eligible Employees, in any financial year and in aggregate under the New TSOP shall be less than 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Compensation Committee to appoint advisors, consultants, professionals, brokers, including M/s. Mark Corporate Advisors Private Limited as a Merchant Bankers, M/s. Rajani Associates, Advocates and Solicitors as a Solicitors/ Lawyers, Mr. Amit Gupta (FCS - 5478, CP - 4682) of Amit Gupta & Associates, Practicing Company Secretaries as a Scrutinizer, Registrars and Share Transfer Agents, Advertisement Agency and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the New TSOP as also to prefer applications to the appropriate regulatory/ statutory or other authorities for their requisite approvals, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions on behalf of the Company for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise while implementing this resolution and take all such steps and decisions in this regard;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the New TSOP which shall not be detrimental to the interests of the Eligible Employees, subject to the conformity with the SBEB Regulations and issue clarifications in this respect and to take all such steps and do all acts as may be incidental or ancillary thereto;

**RESOLVED FURTHER THAT** subject to applicable provisions of the Act and other applicable laws, the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors or chairman or managing director or the company secretary of the Company with a power to further delegate to any executives or officer of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard for the purpose of giving effect to this resolution."

2) **APPROVAL FOR EXTENSION OF BENEFITS UNDER YASH TEAM STOCK OPTION PLAN – 2021 TO ELIGIBLE TEAM MEMBERS (EMPLOYEES) OF THE SUBSIDIARY(IES) AND THE HOLDING COMPANY OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) ('**the Act**') read with applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('**SBEB Regulations**') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by Securities and Exchange Board of India ('**SEBI**'), the Memorandum of Association and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), applicable provisions of the Foreign

Exchange Management Act, 1999 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and Master Directions issued by the Reserve Bank of India, from time to time as amended, and other applicable regulations, rules and circulars / clarifications/ notifications guidelines in force, as may have been issued and as may be issued from time to time under any applicable law and subject to any approval(s) of any regulatory/ statutory authorities (including but not limited to Government of India, Ministry of Finance, Ministry of Corporate Affairs, Department for Promotion of Industry and Internal Trade, SEBI, Reserve Bank of India and BSE Limited – wherein the equity shares of the Company are listed) to the extent applicable and as may be required, and subject to any such term(s), consent(s), sanction(s), approval(s), condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include the Nomination and Remuneration Committee ('NRC') constituted and designated by the Board to act as the 'Compensation Committee' under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) and/or such other persons as may be authorized in this regard by the Board and/or the NRC, the consent of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue, reissue, grant, transfer and allot from time to time, and in one or more tranches, such number of Team (Employee) Stock Options (hereinafter referred to as "Options"), under the **YASH TEAM STOCK OPTION PLAN – 2021 ('New TSOP')** and to issue fresh options, re-issue options that may lapse/ get cancelled/ surrendered in future under the New TSOP, in complete supersession of any earlier team member (employee) stock option plan of the Company and to extend the benefits under the New TSOP, in addition to the eligible employees/directors of the Company, to also the eligible employees or directors of existing and future subsidiary or holding company of the Company, in India or outside India in accordance with the provisions of New TSOP and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations such that the total number of Options to be granted to the eligible employees/directors of the Company as well as the eligible employees or directors of existing and future subsidiary and/ or holding company and/or group company and/or associate company of the Company, in India or outside India shall not exceed 20,00,000 (Twenty Lakhs);

**RESOLVED FURTHER THAT** no further Options shall be granted to any Eligible Employees including the eligible employees or directors of existing and future subsidiary or holding company of the Company, in India or outside India after December 31, 2026 ('**TSOP End Date**'). It is clarified that any Options granted, vested and exercised to the Eligible Employees till the TSOP End Date shall continue to be governed by the New TSOP. It is further clarified that any Options vested in the Eligible Employees shall have to be exercised on or before the TSOP End Date. Any Options vested in the Eligible Employee, but not exercised by the Eligible Employee till the TSOP End Date shall automatically lapse after the TSOP End Date. Also, any Options which may have been granted but not vested till the TSOP End Date shall automatically lapse after the TSOP End Date.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, the Board be and is hereby authorised to do all requisite adjustments and such acts, deeds, matters and things (which may include adjustments to the number of options in the New TSOP) as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure the fair, reasonable and equitable benefits under New TSOP are passed on to the Eligible Employees, including the eligible employees or directors of existing and future subsidiary or holding company of the Company, in India or outside India, in accordance with the New TSOP;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to devise, formulate, evolve, decide upon and bring into effect the New TSOP on such terms and conditions of the New TSOP as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the New TSOP (within the contours of the New TSOP), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the New TSOP in such a manner as the Board or any other person authorized by the Board may determine which shall not be detrimental to the interests of the Eligible Employees, including the eligible employees or directors of existing and future subsidiary or holding company of the Company, in India or outside India, subject to the conformity with the SBEB Regulations, the Act and other applicable laws, rules and regulations, as may be prevailing at that time and issue clarifications in this respect;

**RESOLVED FURTHER THAT** the equity shares may be allotted in accordance with New TSOP directly to the Eligible Employees, including the eligible employees or directors of existing and future subsidiary or holding company of the Company, in India or outside India;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the New TSOP and to take necessary steps for listing of the equity shares of the Company allotted under the New TSOP on the stock exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations, SBEB Regulations and other applicable laws, rules and regulations;

**RESOLVED FURTHER THAT** the equity shares so issued and allotted under the New TSOP to the Eligible Employees, including the eligible employees or directors of existing and future subsidiary or holding company of the Company, in India or outside India, shall rank *pari passu* in all respects with the then existing equity shares of the Company;

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to New TSOP;

**RESOLVED FURTHER THAT** the number of team member Stock Options that may be granted to any Eligible Employees, including the eligible employees or directors of existing and future subsidiary or holding company of the Company, in India or outside India, in any

financial year and in aggregate under the New TSOP shall be less than 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Compensation Committee to appoint advisors, consultants, professionals, brokers, including M/s. Mark Corporate Advisors Private Limited as a Merchant Bankers, M/s. Rajani Associates, Advocates and Solicitors as a Solicitors/ Lawyers, Mr. Amit Gupta as a Scrutinizer, Registrars and Share Transfer Agents, Advertisement Agency and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the New TSOP as also to prefer applications to the appropriate regulatory/ statutory or other authorities for their requisite approvals, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions on behalf of the Company for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise while implementing this resolution and take all such steps and decisions in this regard;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the New TSOP which shall not be detrimental to the interests of the Eligible Employees, including the eligible employees or directors of existing and future subsidiary or holding company of the Company, in India or outside India, subject to the conformity with the SBEB Regulations and issue clarifications in this respect and to take all such steps and do all acts as may be incidental or ancillary thereto;

**RESOLVED FURTHER THAT** subject to applicable provisions of the Act and other applicable laws, the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors or chairman or managing director or the company secretary of the Company with a power to further delegate to any executives or officer of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard for the purpose of giving effect to this resolution."

3) **APPROVAL FOR EXTENSION OF BENEFITS UNDER YASH TEAM STOCK OPTION PLAN – 2021 TO ELIGIBLE TEAM MEMBERS (EMPLOYEES) OF THE GROUP COMPANIES AND/OR ASSOCIATE COMPANY OF THE COMPANY;**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) (**'the Act'**) read with applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**'SBEB Regulations'**) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by Securities and Exchange Board of India (**'SEBI'**), the Memorandum of Association and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), applicable provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and Master Directions issued by the Reserve Bank of India, from time to time as amended, and other applicable regulations, rules and circulars / clarifications/ notifications guidelines in force, as may have been issued and as may be issued from time to time under any applicable law and subject to any approval(s) of any regulatory/ statutory authorities (including but not limited to Government of India, Ministry of Finance, Ministry of Corporate Affairs, Department for Promotion of Industry and Internal Trade, SEBI, Reserve Bank of India and BSE Limited – wherein the equity shares of the Company are listed) to the extent applicable and as may be required, and subject to any such term(s), consent(s), sanction(s), approval(s), condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the **'Board'**), which term shall include the Nomination and Remuneration Committee (**'NRC'**) constituted and designated by the Board to act as the 'Compensation Committee' under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) and/or such other persons as may be authorized in this regard by the Board and/or the NRC, the consent of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue, reissue, grant, transfer and allot from time to time, and in one or more tranches, such number of Team (Employee) Stock Options (hereinafter referred to as "Options"), under the **YASH TEAM STOCK OPTION PLAN – 2021 ('New TSOP')** and to issue fresh options, re-issue options that may lapse/ get cancelled/ surrendered in future under the New TSOP, in complete supersession of any earlier team member (employee) stock option plan of the Company and to extend the benefits under the New TSOP, in addition to the eligible employees/directors of the Company, to also the eligible employees or directors of existing and future group company and/or associate company of the Company in accordance with the provisions of New TSOP and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations such that the total number of Options to be granted to the eligible employees/directors of the Company as well as the eligible employees or directors of existing and future subsidiary and/ or holding company and/or group company and/ or associate company of the Company, in India or outside India shall not exceed 20,00,000 (Twenty Lakhs);

**RESOLVED FURTHER THAT** no further Options shall be granted to any Eligible Employees including the eligible employees or directors



of existing and future group company and/or associate company of the Company, in India or outside India, or of a holding company of the Company after December 31, 2026 ("**TSOP End Date**"). It is clarified that any Options granted, vested and exercised to the Eligible Employees till the TSOP End Date shall continue to be governed by the New TSOP. It is further clarified that any Options vested in the Eligible Employees shall have to be exercised on or before the TSOP End Date. Any Options vested in the Eligible Employee, but not exercised by the Eligible Employee till the TSOP End Date shall automatically lapse after the TSOP End Date. Also, any Options which may have been granted but not vested till the TSOP End Date shall automatically lapse after the TSOP End Date.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, the Board be and is hereby authorised to do all requisite adjustments and such acts, deeds, matters and things (which may include adjustments to the number of options in the New TSOP) as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure the fair, reasonable and equitable benefits under New TSOP are passed on to the Eligible Employees, including the eligible employees or directors of existing and future group company and/or associate company of the Company, in India or outside India, or of a holding company of the Company, in accordance with the New TSOP;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to devise, formulate, evolve, decide upon and bring into effect the New TSOP on such terms and conditions of the New TSOP as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the New TSOP (within the contours of the New TSOP), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the New TSOP in such a manner as the Board or any other person authorized by the Board may determine which shall not be detrimental to the interests of the Eligible Employees, including the eligible employees or directors of existing and future group company and/or associate company of the Company, in India or outside India, or of a holding company of the Company, subject to the conformity with the SBEB Regulations, the Act and other applicable laws, rules and regulations, as may be prevailing at that time and issue clarifications in this respect;

**RESOLVED FURTHER THAT** the equity shares may be allotted in accordance with New TSOP directly to the Eligible Employees, including the eligible employees or directors of existing and future group company and/or associate company of the Company, in India or outside India, or of a holding company of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the New TSOP and to take necessary steps for listing of the equity shares of the Company allotted under the New TSOP on the stock exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations, SBEB Regulations and other applicable laws, rules and regulations;

**RESOLVED FURTHER THAT** the equity shares so issued and allotted under the New TSOP to the Eligible Employees, including the eligible employees or directors of existing and future group company and/or associate company of the Company, in India or outside India, or of a holding company of the Company, shall rank *pari passu* in all respects with the then existing equity shares of the Company;

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to New TSOP;

**RESOLVED FURTHER THAT** the number of team member Stock Options that may be granted to any Eligible Employees, including the eligible employees or directors of existing and future group company and/or associate company of the Company, in India or outside India, or of a holding company of the Company, in any financial year and in aggregate under the New TSOP shall be less than 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Compensation Committee to appoint advisors, consultants, professionals, brokers, including M/s. Mark Corporate Advisors Private Limited as a Merchant Bankers, M/s. Rajani Associates, Advocates and Solicitors as a Solicitors/ Lawyers, Mr. Amit Gupta as a Scrutinizer, Registrars and Share Transfer Agents, Advertisement Agency and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the New TSOP as also to prefer applications to the appropriate regulatory/ statutory or other authorities for their requisite approvals, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions on behalf of the Company for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise while implementing this resolution and take all such steps and decisions in this regard;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the New TSOP which shall not be detrimental to the interests of the Eligible Employees, including the eligible employees or directors of existing and future group company and/or associate company of the Company, in India or outside India, or of a holding company of the Company, subject to the conformity with the SBEB Regulations and issue clarifications in this respect and to take all such steps and do all acts as may be incidental or ancillary thereto;

**RESOLVED FURTHER THAT** subject to applicable provisions of the Act and other applicable laws, the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors or chairman or managing director or the company secretary of the Company with a power to further delegate to any executives or officer of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard for the purpose of giving effect to this resolution."

4) **RE-APPOINTMENT OF MR. NARENDRA KUMAR AGRAWAL (DIN: 05281887) AS DIRECTOR WORKS OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of the Sections 196, 197, 198 and 203 read with Schedule V, recommendation of Nomination and Remuneration Committee and other applicable provisions, if any, of the Companies Act, 2013, the approval of the Company be and is hereby accorded for the reappointment of and terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Narendra Kumar Agrawal (DIN: 05281887) as the Whole Time Director, designated as Director Works of the Company for a period of 5 years w.e.f. 23<sup>rd</sup> September, 2021 on the following remuneration and terms and conditions:-

- a) **Basic Salary:** Rs.2,11,834./- per month. Increment and other terms & conditions will be decided and modified by the Board from time to time.
- b) **Variable Dearness Allowance (V.D.A.):** As applicable for the employees of the Company from time to time.
- c) **Production Incentive:** As per applicable scheme for the employees of the Company from time to time.
- d) **House Rent Allowance:** As per applicable scheme for the employees of the Company from time to time.
- e) **Perquisites:** In addition to the above, Mr. Narendra Kumar Agarwal, subject to prior approval of the Board of Directors shall be entitled to perquisites like house maintenance allowance, together with utilities such as gas, electricity, water, furnishing and repairs; medical reimbursement leave travel concession for himself and his family, club fees, medical insurance etc.
- f) **Provident Fund:** The Company's contribution to Provident Fund to the extent are not taxable under the Income Tax Act, 1961, gratuity payable as per rules of the Company and encashment of leave at the end of his tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
- g) **Minimum Remuneration:** If in any accounting year, the Company has no profits or its profits are inadequate or in any case remuneration by way of salary, perquisites and other allowances will be subject to the ceilings set out in Schedule V of the Companies Act, 2013.
- h) **Leave:** On full pay and allowances, as per rules of the Company. Encashment of leave shall not be included in the computation of the ceiling on perquisites.
- i) **Reimbursement of Expenses:** Mr. Narendra Kumar Agrawal shall also be entitled to reimbursement of entertainment, travelling, hotel and other expenses actually incurred by him in performance of the duties on behalf of the Company.
- j) **Other Benefits:** Any other benefits, facilities, allowances, and expenses may be allowed under Company rules/schemes and available to other employees.
- k) **Sitting Fees:** No sitting fees will be paid for attending the meetings of the Board of Directors of the Company or Committees thereof.
- l) **Retire by rotation:** His office shall be liable to retire to rotation in terms of the provisions of Section 152(6) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** all acts, deeds done and remuneration paid during July 24, 2021 to September 23, 2021 to Mr. Narendra Kumar Agrawal, be and are hereby ratified and approved;

**"RESOLVED FURTHER** that the consent of the shareholders of the Company be and is hereby accorded for payment of aforesaid remuneration even if due to the above payment the total managerial remuneration is in excess to the eleven percent of the net profits of the company for respective year.

**"RESOLVED FURTHER** that the consent of the shareholders of the Company be and is hereby accorded for payment of aforesaid remuneration even if due to the above payment the total managerial remuneration of all whole-time directors is in excess to the ten percent of the net profits of the company for respective year.

**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to alter and vary remuneration as it may deem fit within the maximum permitted limit under the applicable provisions;

**"RESOLVED FURTHER** that the Board of Directors of the Company be and hereby authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution."

5) **RE-APPOINTMENT OF MR. PRADEEP VASANT DHOBAL AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM W.E.F. 25.09.2022**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 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, and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Pradeep Vasant Dhobale (DIN: 00274636), aged 66 years, who was appointed as an Independent Director and who holds office as an Independent Director up to 24<sup>th</sup> September, 2022 and who has submitted a declaration that he meets the criteria for independence and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from September 25, 2022 till September 24, 2027.

6) **RE-APPOINTMENT OF MR. VED KRISHNA AS NON-EXECUTIVE VICE CHAIRMAN OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ved Krishna (DIN -00182260 ) as a Non-Executive Director and Vice Chairman of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution.”

7) **TO RECLASSIFY OF MR. JAGDEEP HIRA, MANAGING DIRECTOR (DIN: 07639849) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:**

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

**“RESOLVED THAT** consent of the members of the Company be and is hereby accorded to the reclassification of Mr. Jagdeep Hira, Managing Director (DIN: 07639849), as a Director liable to retire to rotation in terms of the provisions of Section 152(6) of the Companies Act, 2013;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such other acts, deeds, matters and things which are necessary, essential, incidental and/or consequential to give effect to the above resolutions and to settle any queries, difficulties, doubts that may arise with regard to the above.”

By Order of the Board of Directors  
For Yash Pakka Limited  
Bhavna Patel  
Company Secretary &  
Compliance Officer

**Regd. Office:**

2<sup>nd</sup> Floor, 24/57, Birhana Road,  
Kanpur – 208001, Uttar Pradesh  
**CIN** – L24231UP1981PLC005294 |

**Tel No.:** +91 7800008301

**Email:** [secretarial@yashpakka.com](mailto:secretarial@yashpakka.com)

**Website:** <https://www.yashpakka.com>

Date: 6.04.2022

Place: Mumbai

## NOTES:

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special business is annexed herewith and forms part of the notice.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.yashpakka.com/investors>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

**The remote e-voting period begins on Tuesday, 3rd May, 2022 (9:00 a.m. IST) and ends on Thursday, 5th May, 2022, (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 record date (cut-off date) i.e., 29<sup>th</sup> April, 2022, 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 29<sup>th</sup> April, 2022.**

#### **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"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

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

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 account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is <b>119696</b> then user ID is 119696001***

5. 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.**
6. 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
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?**

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.

### **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 [amitguptacs@gmail.com](mailto:amitguptacs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager & Mr. Sagar Ghosalkar, Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [secretarial@yashpakka.com](mailto:secretarial@yashpakka.com).
2. 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 [secretarial@yashpakka.com](mailto:secretarial@yashpakka.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.](#)**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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 link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial@yashpakka.com](mailto:secretarial@yashpakka.com). The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [secretarial@yashpakka.com](mailto:secretarial@yashpakka.com) from Monday, 2<sup>nd</sup> May 2022 (9:00 a.m. IST) to Wednesday, 4<sup>th</sup> May, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE NOTICE DATED 6<sup>TH</sup> APRIL, 2022 (THE "NOTICE")**

**ITEM NO. 1, 2 and 3: ISSUE OF EMPLOYEES STOCK OPTIONS UNDER THE YASH TEAM STOCK OPTION PLAN – 2021 TO ELIGIBLE TEAM MEMBERS (EMPLOYEES) OF THE COMPANY AND EXTENSION OF BENEFITS UNDER THE YASH TEAM STOCK OPTION PLAN – 2021 TO THE ELIGIBLE TEAM MEMBERS (EMPLOYEES) OF THE EXISTING AND FUTURE GROUP COMPANIES INCLUDING SUBSIDIARY(IES), ASSOCIATE COMPANY(IES) AND THE HOLDING COMPANY) OF THE COMPANY**

The Company had earlier approved employee stock option plan ("TSOP") by the name of 'Yash Team Stock Option Plan – 2019' in the year 2019, which was subsequently amended in the year 2020. However, the said TSOP was never implemented, nor any Options were granted under the said TSOP since the Company considered the need to have a fresh TSOP plan by introducing certain changes in such fresh TSOP keeping the best interests of the employees of the Company at the forefront.

The New TSOP has been framed, in complete supersession of the earlier TSOP, with a view to create a sense of ownership and participation amongst the employees of the Company, to motivate employees of the Company, who are consistently performing well, to drive entrepreneurship mindset of value creation for the organization, to provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company and to achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the team members with the long-term interests of the Company.

The New TSOP by the name of '**YASH TEAM STOCK OPTION PLAN – 2021**' ('**New TSOP**'/'**Plan**') has been drafted as per the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('**SBEB Regulations**') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, so as to ensure commitment, attract and retain talent through ownership and financial motivation. Subject to the terms and conditions contained therein, the Plan envisages grant of Stock Options ('Options') and allotment of equity shares of the Company upon exercise of such Options to the Eligible team members/ employees/ directors of the Company as well as the eligible employees/ directors of the existing and future holding company, subsidiary company and/or group company of the Company as determined by the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression shall also include Nomination and Remuneration Committee (**NRC/ Compensation Committee**) or such other Committee that may be constituted by the Board to act as the 'Compensation Committee' under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred under this Resolution (Committee)). Each Option will give the holder thereof, or other person entitled under the Plan, the right but not the obligation to subscribe for cash to one fully paid-up equity share of Rs.10/- (Rupees ten only) each of the Company ('Share').

In accordance with the provisions of the 'SBEB Regulations', approval of the members is sought to introduce the Plan and to grant stock options under the Plan to the eligible team members / Directors of the Company as well as the eligible employees/ directors of the existing and future holding company, subsidiary company and/or group company of the Company as decided by Board in accordance with the provisions of the 'SBEB Regulations'.

Notwithstanding anything as contained in this Plan, no further Options shall be granted to any Eligible Employees after TSOP End Date, as specified in the New TSOP. It is clarified that any Options granted, vested and exercised to the Eligible Employees till the TSOP End Date shall continue to be governed by this Plan. It is further clarified that any Options vested in the Eligible Employees shall have to be exercised on or before the TSOP End Date. Any Options vested in the Eligible Employees, but not exercised by the Eligible Employees till the TSOP End Date shall automatically lapse after the TSOP End Date. Also, any Options which may have been granted but not vested till the TSOP End Date shall automatically lapse after the TSOP End Date.

The main features of Plan are as under:

**1. Brief Description of the Plan(s):**

The proposed Plan shall be called the **YASH TEAM STOCK OPTION PLAN - 2021** ('New TSOP') and is intended to reward the eligible present and/or future permanent employees/ directors of the Company, eligible present and/or future permanent employees/ directors of the existing and future Group companies including Subsidiary(ies), Associate company (ies) and the holding company of the Company ("**Eligible Employees**"), in accordance with the applicable laws, for their performance and to motivate them to contribute to the growth and profitability of the Company.

The Plan will be implemented directly by the Company.

**2. Total number of Options to be offered and granted:**

The total number of options that would be available for grant to the Eligible Employees i.e., eligible present and/or future permanent employees/ directors of the Company, eligible present and/or future permanent employees/ directors of the existing and future Group companies including Subsidiary(ies), Associate company (ies) and the holding company of the Company under the Plan, in one or more tranches, will not exceed 20,00,000 (twenty lakhs only). Each option would carry a right to apply for one Equity Share in the Company of Rs.10/- (Rupees ten only) each, fully paid-up. Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation/termination of the team members or otherwise, however, would be added back to the pool and available for being re-granted at a future date. The Board/Compensation Committee is authorized to re-grant such lapsed/cancelled Options as per the provisions of Plan subject to the condition of the TSOP End Date.

The 'SBEB Regulations' require that in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger or other re-organisation, if any, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any, additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued, subject to compliance with the 'SBEB Regulations'.

### **3. Identification of classes of team members (employees) entitled to participate in the Plan and be beneficiaries in the Plan:**

Following broad classes of eligible employees/ directors are entitled to participate in the Plan:

- (i) a permanent team member (employee) of the Company, its Group Companies including Subsidiary(ies), Associate Company(ies) and the Holding Company, who has been working in India or outside India; or;
- (ii) a Director of the Company, its Group Companies including Subsidiary(ies), Associate Company(ies) and the Holding Company, whether a whole time Director or not but excluding an independent director; or as may be decided by the Nomination & Remuneration Committee (NRC) from time to time, but does not include-
  - a) a team member who is a Promoter or a person belonging to the Promoter Group of the Company; or
  - b) a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10 (ten) percent of the outstanding Equity Shares of the Company.

From the above broad list of eligible employees/ directors of the Company, its Group Companies including Subsidiary(ies), Associate Company(ies) and the Holding Company, the Board/ NRC may provide for any specific eligibility criteria/ conditionalities in order for the employees/ directors to be entitled to participate in the Plan.

### **4. Requirements of vesting and period of vesting:**

Subject to the TSOP End Date, the Options shall vest with the respective Eligible Employees not before the period of one (year) from Grant of the Options.

The specific Vesting conditions subject to which Vesting would take place would be outlined in the Letter of Grant to be issued by the Company to the respective Eligible team members at the time of Grant of Options.

Subject to the TSOP End Date, the Compensation Committee, shall in its absolute discretion, have the authority to decide the vesting period, to stipulate the conditions under which Options vested in employees may lapse or to waive the aforesaid restrictions relating to the Vesting of Options subject to a minimum Vesting Period of one (1) year from Grant of the Options.

### **5. Maximum period (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the Options shall be vested:**

Subject to the TSOP End Date, the options granted under the Scheme shall vest not before the period of one (year) from Grant of the Options, as decided by the Compensation Committee at the time of Grant. Vesting of Options would be subject to continued employment with the Company, as the case may be, on the date of vesting.

### **6. Exercise price or pricing formula:**

Exercise Price means, the price payable by the Eligible Beneficiary for exercising the Option Granted to him/her under the TSOP as may be decided by the Company/ Compensation Committee from time to time. Exercise Price shall be calculated based on Simple average of closing Market Price of the first trading day of the first month and the closing Market Price of the last trading day of the sixth month during the period of 6 (six) months preceding the date of grant of Options by the Compensation Committee or the closing Market Price on the trading day immediately prior to the date of grant of Options by the Compensation Committee, whichever is lower.

The formula for Exercise Price can be re-considered or modified by the Compensation Committee periodically. However, in any case, the Exercise Price shall not be below the par value/ face value of Equity Shares of the Company. The term 'Market Price' shall have the meaning as provided under the SBEB Regulations.

For example: If the date of Grant of Options is July 01, then the preceding period of 6 (six) months would be from January 01 to June 30. It is assumed that the first trading of the said six month period is January 01 and the last trading day of the six month period is June 30. If the closing Market Price of January 01 is Rs.80 and the closing Market Price on June 30 is Rs.100. Here the simple average of closing Market Prices on January 01 and June 30 respectively comes to Rs.90 i.e. (Rs.80 plus Rs.100 divided by 2). Further, Rs.100 is the closing Market Price of the trading day immediately preceding to the date of Grant of Options by the Compensation Committee. In this case, the Exercise Price would be lower of Rs.90 and Rs.100 i.e. Rs.90 would be the Exercise Price.

### **7. Exercise period and the process of Exercise:**

The Options granted may be exercised by the Option Grantee at any time after vesting of options and mandatorily by the TSOP End Date.

On Exercise of the Options, the Eligible Employees shall forthwith pay to the Company the Exercise Price, as communicated at the time of grant of Options. The mode and manner of the Exercise of the Options shall be communicated separately to the Eligible Employees.

### **8. The Appraisal process for determining the eligibility of team members for the Plan:**

The appraisal process for determining the eligibility of the team members/class of team members shall be decided by the NRC, considering the experience of team members (employees) and various other parameters including the length of service, grade, performance, technical knowledge, leadership quality, merit contribution, conduct and future potential.

### **9. Maximum number of options to be granted per team member (employee) and in the aggregate**

The maximum number of options granted to each Eligible Employees shall be decided by the NRC, however, the maximum number of Options that can be granted to any eligible team member (employee) during any one-year shall not equal or exceed 1% (one percent) of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders.

The maximum number of Options to be granted under the Plan shall not exceed 20,00,000 (Twenty lakhs) (save that the number of Shares shall stand adjusted accordingly if and as determined by the Board/Compensation Committee in the event of a bonus issue, share split, share consolidation or other corporate action that the Board/Compensation Committee determines requiring such adjustment).

**10. Maximum quantum of benefits to be provided per team member (employee) under the Plan**

The maximum quantum of benefits provided to each Eligible Employees shall be decided by the NRC. The maximum quantum of benefit that will be provided to every Eligible Employees under the Plan will be the difference between the Exercise Price paid by the Eligible Employees to the Company and the value of Company's Equity Share on the Stock Exchange, where the Equity Shares of the Company are listed, as on the date of exercise of options.

**11. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust**

The Plan shall be administered by the Company through the Compensation Committee and not through a trust.

**12. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both**

The scheme only involves new issue of equity shares by the Company.

**13. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;**

This is not applicable under the present Plan.

**14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);**

This is not applicable under the present Plan.

**15. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15:**

The Company shall comply with the applicable accounting standards, policies, Guidance notes, disclosure requirements as specified in regulation 15 of the 'SBEB Regulations' and Rule 12 (2) (m) of The Companies (Share Capital and Debentures) Rules, 2014.

**16. The Method which the Company shall use to value its Options:**

The Company shall value its option at fair value or such other method as permitted by accounting standards in force from time to time.

**17. Statement with regard to Disclosure in Director's Report with respect to valuation:**

As the Company is adopting fair value method, therefore it is not required to give any declaration as per point q of Part C of Schedule – I of the SBEB Regulations.

**18. Period of lock-in:**

The Equity Shares that would be allotted to the Eligible Employees pursuant to exercise of an Option shall not be subject to any lock-in unless mandated by applicable laws.

**19. Terms & conditions for buyback, if any, of specified securities covered under the SBEB:**

This is not applicable under the present Plan.

**20. The conditions under which option vested in employees may lapse e.g., in case of termination of employment for misconduct**

As per terms specified in 'New TSOP'.

**21. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee**

The time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee shall be specified in 'New TSOP'.

**22. Variation in the terms of 'New TSOP'**

The Company may, subject to the TSOP Regulations and Applicable Laws, by way of a special resolution in a general meeting of the members of the Company vary the terms of the TSOP in respect of the Options which have yet not been exercised by the Eligible Beneficiaries.

Further, the Company may re-price the Options which have yet not been exercised by the Eligible Beneficiaries, whether or not they have been Vested, if the Options are rendered unattractive due to fall in the share price of the Company on the stock exchange. Provided that the Company shall ensure that such repricing is not detrimental to the interests of the Team Members and approval of the shareholders by a special resolution has been obtained for such repricing.

The Company will not vary the terms of the TSOP in any manner which may be detrimental and/ or prejudicial to the interests of the Eligible Beneficiaries.

Notwithstanding as what is stated above, the Company shall be entitled to vary the terms of the TSOP, without seeking shareholders' approval by special resolution, provided variation is covered within the terms specified in this special resolution and explanatory statement or variation is required to meet any regulatory requirement.

Further, the Company undertakes that in terms of Regulation 16(2) of the 'SBEB Regulations', no options shall be offered unless the disclosures, as specified in Part G of Schedule – I of the SBEB Regulations, are made by the company to the prospective option grantees.

Regulation 6 (1) of 'SBEB Regulations', requires that every team member (employee) stock option plan shall be approved by the members of a company by passing a special resolution in a general meeting. Further, as **YASH TEAM STOCK OPTION PLAN – 2021** will entail further issue of shares, consent of the members is required by way of a special resolution pursuant to Section 62 (1) (b) of the Companies Act, 2013. Further, in terms of the regulation 6(3) of 'SBEB Regulations', the approval of the shareholders of the Company is also sought by way of separate resolutions to extend the 'New TSOP' to eligible team members (employees) of the group companies including subsidiary(ies), associate company(ies) and the holding company.

The Board of Directors recommends the special resolution set forth as Item Nos.1, 2 and 3 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of options that may be granted to them under the Plan and the resultant Equity Shares issued upon exercise of such options, as applicable.

#### **ITEM NO. 4: RE-APPOINTMENT OF MR. NARENDRA KUMAR AGRAWAL (DIN: 05281887) AS DIRECTOR WORKS OF THE COMPANY**

The shareholders of the Company in their 38<sup>th</sup> Annual General Meeting held on September 22, 2022 approved the appointment of Mr. Narendra Kumar Agrawal (DIN: 05281887) as a Whole Time Director, designated as Director Works for a period of 3 years with effect from July 24, 2018. On the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on November 01, 2021, re-appointed Mr. Narendra Kumar Agrawal as a Whole Time Director, designated as Directors Work of the Company for a period of 5 years w.e.f. 23<sup>rd</sup> September, 2021 to 22<sup>nd</sup> September, 2026. The appointment and the terms and conditions of his appointment were subject to approval of the shareholders at the General Meeting, as per Section 196(4) of the Companies Act, 2013 (the Act). Further, it is also proposed to ratify and approve all acts, deeds done and remuneration paid during July 24, 2021 to September 23, 2021 to Mr. Narendra Kumar Agrawal as a Director (Works).

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Narendra Kumar Agrawal, requires approval of the Members by way of special resolution.

The terms and conditions of the re-appointment and remuneration payable to Mr. Narendra Kumar Agrawal are provided in the resolution referred in Item No. 3.

As proposed in item no. 3, the approval of the members of the Company by way of special resolution is sought in terms of the provisions of section 196, 197 read with schedule V, other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for:

- a) The approval of the reappointment of Mr. Narendra Kumar Agrawal on the terms and conditions as set out above for the period of five years from 23<sup>rd</sup> September, 2021 to 22<sup>nd</sup> September, 2026; and
- b) The payment of remuneration as proposed above, as the aggregate annual remuneration payable to whole time directors, may exceed ten percent of the net profits and the total managerial remuneration may also exceed to the eleven percent of the net profits of the company for respective year.
- c) The payment of aforesaid remuneration as minimum remuneration in terms of the provisions of Schedule V of the Companies Act, 2013 for the period of three years from 23<sup>rd</sup> September, 2021 to 22<sup>nd</sup> September, 2024, in the event of inadequacy of profits or losses in respective financial year.

Brief resume of Mr. Narendra Kumar Agrawal, nature of his expertise in specific function areas and name of companies in which he holds directorship and memberships / chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended are provided elsewhere in the notice.

Register pursuant to section 190 of the Companies Act, 2013 is open for inspection to any member without payment of any fee at the office hours.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 4 of the Notice above by way of a Special resolution.

Except Mr. Narendra Kumar Agrawal, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.



**Information required under Section II, Part II of Schedule V of the Companies Act, 2013 (in respect of business proposed at item no. 4):**

<b>I. General Information</b>									
Nature of Industry	Engaged in the business of manufacturing and trading of products like Pulp, Kraft Paper, Poster Paper, Moulded (Tableware) Products, Bagasse Pith Pallets, and Egg Tray.								
Date or expected date of commencement of commercial production	Existing Company in operation since 1981								
Financial performance based on given indicators	For the financial year 2020-2021, the Company made a turnover of INR 183.65 Crores and Profit of INR 16.7 Crores after tax.								
Foreign investments or collaborations, if any	-NA -								
<b>II. Information about the appointees</b>									
Background details	Mr. Narendra Kumar Agrawal has two decades of rich experience in projects. His skills have enabled Yash to minimize downtime enhance production operations and improve operational efficiencies. He has a Bachelor of Engineering (Mechanical) from MNREC Allahabad in year 1993.								
Past remuneration	Details of past remuneration are as follows: (Rs. In lakhs) <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Year</th> <th>Remuneration</th> </tr> </thead> <tbody> <tr> <td>2018-19</td> <td>37.20</td> </tr> <tr> <td>2019-20</td> <td>35.19</td> </tr> <tr> <td>2020-21</td> <td>37.09</td> </tr> </tbody> </table>	Year	Remuneration	2018-19	37.20	2019-20	35.19	2020-21	37.09
Year	Remuneration								
2018-19	37.20								
2019-20	35.19								
2020-21	37.09								
Recognition or awards	He has received many recognitions and awards related to his profession.								
Job profile and his suitability	Mr. Narendra Kumar Agrawal has extensive experience in leadership, project management and knowledge of industry. As a Whole Time Director, he is responsible for meeting the objectives to the Board /Company in performing the functions.								
Remuneration proposed	As mentioned in the resolution proposed for approval of the shareholders. At present the remuneration proposed to be paid is within the limits prescribed under Section 197 & 198 of the Companies Act, 2013 read with Schedule V. However, in future it may exceed the said limits.								
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of Chief Executive Officer /Managing Director levels of similar sized companies in similar Industry.								
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Narendra Kumar Agrawal is not related to any of the Directors and Key Managerial Personnel of the Company. Besides remuneration, he is in no manner concerned and does not hold any share of the Company.								
<b>III. Other Information</b>									
Reasons of special resolution for payment of proposed remuneration in case of inadequate profits	At present, the Company is having adequate profits. However, the appointment is for a term of five years and the future trend in the profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole and Paper Industry in particular and other relevant factors. Therefore, the limits specified under Section 197(1) read with Schedule V of the Act and Listing Regulations, may exceed during the term of appointment and therefore necessary approval of the shareholders of the Company by way of special resolution is proposed to be obtained.								
Steps taken or proposed to be taken for improvement	With the improvements in technology and processes that the Company has introduced and it expects a significant reduction in its operational costs. Further, the Company has been taking all the measures to have better yield and to reduce cost.  The measures being taken by the Company, shall significantly improve the profitability of the Company.								

Expected increase in productivity and profits in measurable terms	The Company is continually taking several initiatives in all spheres of its operations which, inter alia, include product innovation, launch of value-added products, improvement of efficiency parameters, cost reduction, increasing market share of its products and building a formidable branding position. The performance of the Company has consistently improved over last few years. Such measures will enable the Company to have sustained growth and further consolidate its position in the industry in coming years.
Defaults	The Company has not committed any default in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secured creditor.

**IV. Disclosures:** Disclosures pursuant to Schedule V to the Act is given in the explanatory statement hereinbefore.

Details of remuneration paid / payable to the Directors for the year ended 31st March, 2021 and their shareholding and other disclosures as on that date are as under:

Sr. No.	Particulars	Amount (Rs.)
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 7(3) Income tax Act, 1961	37,08,725
2.	Stock Option	--
3.	Sweat Equity	--
4.	Commission - as % of profit - Others, specify...	--
5.	Others, please specify-P.F.	
	Total (A)	37,08,725
	Service Contract/ Notice period/ Severance Fees	--
	Shareholding (Equity)	--

**ITEM NO. 5: RE-APPOINTMENT OF MR. PRADEEP VASANT DHOBALE AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM W.E.F. 25.09.2022**

Mr. Pradeep Vasant Dhobale was appointed as Independent Directors on the Board of the Company who are not liable to retire by rotation as per Companies Act, 2013 pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as an Independent Directors of the Company up to 24th September, 2022 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation of Independent Director has recommended re-appointment of Mr. Pradeep Dhobale as Independent Director for a second term of 5 (five) years on the Board of the Company.

The Board, based on the performance evaluation of Independent Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during his tenure, the continued association of Mr. Pradeep Vasant Dhobale would be beneficial to the Company, and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Pradeep Vasant Dhobale as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Pradeep Vasant Dhobale is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Directors.

The Company has received notices in writing from members under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Pradeep Vasant Dhobale for the office of Director of the Company

The Company has also received declarations from Mr. Pradeep Vasant Dhobale that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Listing Regulations as amended.

In the opinion of the Board, Mr. Pradeep Vasant Dhobale fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Mr. Pradeep Vasant Dhobale is an independent of the management.

Brief resume of Mr. Pradeep Vasant Dhobale, nature of his expertise in specific function areas and name of companies in which he holds directorship and memberships / chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended are provided elsewhere in the notice.

Copy of the draft letter for respective appointment of Mr. Pradeep Vasant Dhobale as Independent Director setting out the terms and conditions are available for inspection by members.

This Statement may also be regarded as a disclosure the Listing Regulations as amended.

Mr. Pradeep Vasant Dhobale is interested in the resolutions set out respectively at Item No. 5 of the Notice with regard to their respective appointment.

The relatives of Mr. Pradeep Vasant Dhobale may be deemed to be interested in the resolutions set out respectively at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolutions set out at Item No.5 of the Notice for approval by the shareholders.

#### **ITEM NO. 6: RE-APPOINTMENT OF MR. VED KRISHNA AS A NON-EXECUTIVE VICE CHAIRMAN OF THE COMPANY**

Mr. Ved Krishna, Promoter Director has been associated with the Company since 1999 in various capacities from time to time. The shareholders of the Company in their 40<sup>th</sup> Annual General Meeting held on October 31, 2020 approved the re-appointment of Mr. Ved Krishna as an Executive Vice-Chairman of the Company as per recommendations of the Nomination and Remuneration Committee & Board for a period of three years w.e.f. 1st August, 2020.

The company has promoted a wholly owned subsidiary in United States of America in the name of Pakka Inc. to focus mainly on innovating new products, acquiring technologies and forming a Global Compostable Alliance which would take the company to the next level in line with its vision of the company.

Mr. Ved Krishna has been given the responsibility to lead the operations of Pakka Inc, and accordingly Mr. Ved Krishna stepped down from the post of an Executive Director and become a Non-Executive Director of the company effective from July 01, 2021. The current tenure of Mr. Ved Krishna shall come to an end on July 31, 2023 in terms of the shareholders approval accorded in 40<sup>th</sup> AGM held on October 31, 2020.

Accordingly, it is proposed to re-appoint Mr. Ved Krishna as a Non-Executive Vice Chairman of the Company. He shall not be entitled to any remuneration or sitting fees. His office of directorship shall not be subjected to retirement by rotation in terms of the provisions of section 152(6) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.6 of the Notice except Mrs. Kimberly Ann McArthur, Director (Promoters' Group) and Mrs. Manjula Jhunjunwala, Director (Promoter) of the Company.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the shareholders

#### **ITEM NO. 7: TO RECLASSIFY OF MR. JAGDEEP HIRA, MANAGING DIRECTOR (DIN: 07639849) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

In terms of the provisions of section 152(6) read with Article 86 of the Articles of Association of the Company, not less than two-thirds of the total number of directors of the Company shall be persons whose period of office is liable to determination by retirement of directors by rotation.

The Board presently is composed of nine directors, of which one is Managing Director, one is whole time director, four are Independent Directors and remaining three are Non-Executive Directors. All Non – Executive Directors (other than Independent Directors) other than Mr. Ved Krishna, Non-Executive Vice Chairman are liable to retire by rotation. It is proposed to make the office of Mr. Narendra Kumar Agarwal, Director (Works) also liable to retire by rotation as proposed in agenda item no. 3 above. Accordingly, the consent of the members of the Company is sought for the reclassification of Mr. Jagdeep Hira, Managing Director as directors liable for retire by rotation to comply with the applicable provisions of law.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee of the Company have recommended the reclassification of Mr. Jagdeep Hira, Managing Director (DIN: 07639849) subject to the approval of the members of the Company as an ordinary resolution.

Mr. Jagdeep Hira, Managing Director (DIN: 07639849) are interested in the ordinary resolutions set out at Item No. 7 respectively with respect to their respective reclassification. The relatives of Mr. Jagdeep Hira, Managing Director (DIN: 07639849), may be deemed to be interested in the said resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends the Ordinary Resolutions set out at Item No. 7 of the Notice for approval by the shareholders.

**Profile of Directors proposed to appointed/re-appointed:**

Particulars	Mr. Ved Krishna	Mr. Pradeep Vasant Dhobale	Mr. Jagdeep Hira	Mr. Narendra Kumar Agrawal
DIN	00182260	00274636	07639849	05281887
Date of Birth	18-06-1975	12-06-1955	17-01-1972	15-04-1971
Date of Appointment	30-05-1999	25-09-2017	22-10-2016	05-10-2012
Education	Bachelor of Arts	Bachelor of Engineering	Bachelor of Engineering	Bachelor of Engineering
Occupation	Business	Business	Service	Service
Experience in specific functional areas	Mr. Ved Krishna is our eternal optimist. Nothing seems to bring him down. We have faced numerous hurdles during his stewardship and he just keeps going. He has a keen strategic mind and is always in search for innovative ways for building business. He has been with the organization for over 14 years and has grown the company over 4 times. We continue to have great plans for the future that are drawn with his guidance and he continuously enthuses the team to achieve more and more.	Mr. Pradeep Vasant Dhobale has a wide experience in overall Plant Management including functional expertise in Sales, Marketing and Corporate Management	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 organisation taking the team along with him. He is able to understand, grasp resolve issues due to his deep involvement with the process	Yash Papers is blessed to benefit from Narendra Kumar Agrawal's 2 decades of rich experience in projects. His skills have enabled Yash to minimize downtime enhance production operations and improve operational efficiencies. He has a Bachelor of Engineering (Mechanical) from MNREC Allahabad in year 1993. In his personal time he enjoys reading and organizing for the care of children and elderly
Directorship in other Companies	1.Yash Compostables Limited 2. Pakka Impact Limited	1. SS Fitness Private Limited 2. International Travel House Limited 3. Hyderabad Angels Forum For Entrepreneurship Development	---	---
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee)	Yash Pakka Limited - Corporate Social Responsibility (CSR) Committee Member	1. Yash Pakka Limited – Board meeting 2. International Travel House Limited – Audit Committee & NRC Committee	Yash Pakka Limited – Board meeting and Audit Committee Meeting	Yash Pakka Limited – Board meeting
Number of Shares held in the Company	1,10,39,950 equity shares	---	---	---
Inter-se relationship with other Directors and Key Managerial Personnel	1. Mrs. Manjula Jhunjhunwala 2.Mrs. Kimberly Ann McArthur	---	---	---
Details of Remuneration sought to be paid	Mr. Ved Krishna is a Non-Executive Director of the Company. He is not eligible for the remuneration.	---	---	---