

## NOTICE OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth (30<sup>th</sup>) Annual General Meeting (“30th AGM”) of the members of Yash Management & Satellite Ltd. will be held on Friday, 29<sup>th</sup> September, 2023 at 11.00 A.M. (IST) through Video Conferencing / Other Audio-Visual Means (“VC”/“OAVM”) facility, to transact the following business (es):

### ORDINARY BUSINESS:

#### ITEM NO. 1- Adoption of Financial Statements

To consider and adopt the Audited Financial Statements including the Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.

#### ITEM NO. 2- Appointment of Mr. Anurag Gupta as a Director liable to retire by rotation

To appoint a director in place of Mr. Anurag Gupta [DIN: 00398458], who retires by rotation and, being eligible, seeks reappointment.

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

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anurag Gupta (DIN: 00398458), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

### SPECIAL BUSINESS:

#### ITEM NO. 3- Approval to closure and sale of the Unit as a whole or in part as a going concern or on a slump sale basis of M/s Sudarshan Polyfab Private Limited (SPPL), the Material unlisted subsidiary of the Company.

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

“**RESOLVED THAT** pursuant to the Regulation 24 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder and the Memorandum and Articles of Association of the Company and subject to such other requisite approvals, consents, permissions and sanctions, as may be required, the consent of the members of the Company be and hereby accorded to the Board of the Directors of the Company, to shut down the operation and to sell/transfer/ dispose of the factory unit M/s Sudarshan Polyfab Private Limited (SPPL), Material Unlisted Subsidiary of the Company, situated at PLOT NO. 14, DIVINE INDUSTRIAL PARK SURVEY NO. 655, LAXMANPURA TALUKA KADI MEHSANA, GUJARAT 382165 IN (“Undertaking”) together with all specified tangible assets including land & building and plant & machineries as a going concern or on a slump sale basis on an “as is where is” basis as a whole or in part to the suitable buyer(s) at such price and terms and conditions as may be considered appropriate to the Board of the Directors of the Company and the said material Subsidiary;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all such steps and/or give such directions and/or to do all the act, deeds and things which are necessary to give effect to this resolution.”

**ITEM NO. 4- To approve Borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013**

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification (s) thereto or re-enactment(s) thereof, the consent of the members of the company be and is hereby accorded to the Board of Directors of the company to borrow money as and when required from bank(s), Financial Institution(s), any Body corporate entity(ies), through any other instruments as may be permitted under law from time to time, notwithstanding that money so borrowed together with the monies already borrowed by the company, if any, apart from temporary loans obtained from the company’s bankers in the ordinary course of business, may exceed the aggregate of paid up share capital of the company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 100 crores (Rupees One Hundred Crores only) or limits so prescribed under section 180(1)(c), as may be amended from time to time, whichever is higher;

**RESOLVED FURTHER THAT** the Board of Directors of the company, be and is hereby authorized to do all such acts, deed and things as may be necessary, proper, expedient or incidental for giving effect to the foregoing resolution.”

**ITEM NO. 5- Approval to make investments, give loans, guarantees and security in excess of limits specified under Section 186 of the Companies Act, 2013**

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed and pursuant to the provisions of section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, subject to the terms of Articles of Association of the company and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) for making investment(s) in excess of limits specified under section 186 of the Companies Act, 2013 from time to time in acquisition of securities of any Body-corporate or for giving loans, guarantees or providing securities to any Body-corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only), notwithstanding that such investment and acquisition together with existing investments of the company in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013, i.e. the limits available to the company is sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

**RESOLVED FURTHER THAT** the Board of Directors of the company, be and is hereby authorized to do all such acts, deed and things as may be necessary, proper, expedient or incidental for giving effect to the foregoing resolution.”

**By Order of the Board**

SD/-

**Saumya Agrawal**

Company Secretary

ACS: 64300

Mumbai, dated 01<sup>st</sup> September, 2023

## NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its various circulars issued from time to time have permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM till 30<sup>th</sup> September, 2023. Accordingly, the 30<sup>th</sup> AGM is being conducted through VC/OAVM, hereinafter called as 'e-AGM'.
2. The deemed venue for the 30<sup>th</sup> AGM shall be the registered office of the Company at Office No. 303, Morya Landmark I, Behind Crystal Plaza, Off New Link Road, Andheri (West) Mumbai-400053.
3. Since this General Meeting is held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA Circulars and SEBI Circular dated May 13, 2022. Hence, no proxy form has been sent along with this Notice.
4. Details as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of Director seeking appointment / reappointment at the 30<sup>th</sup> AGM, forms integral part of the Notice. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
5. The Members may join the 30<sup>th</sup> AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 10.45 A.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the 30<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 30<sup>th</sup> AGM. Members may note that the VC/ OAVM Facility, allows participation of at least 1,000 Members on a 'first come first served' basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the 30<sup>th</sup> AGM without any restriction on account of 'first come first served' basis.
6. Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act, 2013. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Friday, 22<sup>nd</sup> September, 2023.
7. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
8. In Compliance with the Circulars issued by the MCA and SEBI, the Annual Report for the year 2022-23 including notice of the 30<sup>th</sup> AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent only by Email, to all the Members whose Email IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled.  
Further, the Annual Report including notice of the 30<sup>th</sup> AGM of the Company will also be available on the website of the Company at [www.yashmanagement.in](http://www.yashmanagement.in). The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL (agency for providing the remote e-voting facility and e-Voting system during the 30<sup>th</sup> AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
9. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. from 01<sup>st</sup> September, 2023 to 29<sup>th</sup> September, 2023. Members seeking to inspect such documents can send an email to [yashman@hotmail.com](mailto:yashman@hotmail.com).

10. Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) ("DP"). Members whose shareholding is in physical mode are requested to notify any change in address or bank account details to the company and / or Company's registrars Adroit Corporate Services Pvt. Ltd.
11. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access <http://www.yashmanagement.in/KYC-Forms-for-Physical-Shareholder.html> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service request by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's registrars Adroit Corporate Services Pvt. Ltd at [info@adroitcorporate.com](mailto:info@adroitcorporate.com).
12. In case a holder of physical securities fails to furnish PAN, nomination, contact details, bank account details and specimen signature by October 01, 2023, Company's Registrar and Transfer Agent will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002. In compliance with SEBI guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form.
13. In compliance with provisions of the Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Central Depository Services (India) Ltd. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the "Instructions for e-voting" section which forms part of this Notice. The Board has appointed Mr. B.K. Gupta Partner (C.P. No. 40889) of M/s BKG & Associates, Practicing Chartered Accountant, (FRN : 114852W) as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
14. Pursuant to the section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22<sup>nd</sup> September, 2023 to Friday, 29<sup>th</sup> September, 2023 (both days inclusive) for the purpose of 30<sup>th</sup> Annual General Meeting.
15. In Compliance with the Circulars issued by the MCA and SEBI, the Annual Report for the year 2022-23 including notice of the 30<sup>th</sup> AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent only by Email, to all the Members whose Email IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled.

Further, the Annual Report including Notice of the 30<sup>th</sup> AGM of the Company will also be available on the website of the Company at <http://www.yashmanagement.in/Annual-Reports.html>. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL (agency for providing the remote e-voting facility and e-Voting system during the 30<sup>th</sup> AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

16. In terms of the applicable provisions of the Act and Rules thereto, the Company has obtained e-mail addresses of its members and have given an advance opportunity to every Member to register their e-mail address and changes therein from time to time with the Company for service of communications/ documents (including Notice of General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report and all other documents) through electronic mode.

Although, the Company has given opportunity for registration of e-mail addresses and has already obtained e-mail addresses from some of its Members, Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.

**Registration of email ID and Bank Account details:**

- a. In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.
- b. In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
- In case of shares in physical form, please inform M/s Adroit Corporate Services Private Limited, RTA of the company, by enclosing the photocopy of blank cancelled cheque of your Bank Account.
  - In the case of Shares held in demat mode, please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
17. SEBI vide its circular dated 25 January 2022, has mandated listed companies to henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialise their holdings.
18. Members who wish to obtain any information on the Company or view the financial statements for the financial year ended March 31, 2023 may visit the Company's website at [www.yashmanagement.in](http://www.yashmanagement.in) or send their queries at [yashman@hotmail.com](mailto:yashman@hotmail.com) at least Seven (7) days before the date of 30<sup>th</sup> AGM. The same will be replied by/ on behalf of the Company suitably.
19. In case of joint holders attending the 30<sup>th</sup> AGM, the member whose name appears as the first holder in the order of names will be entitled to vote.
20. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL and RTA, and will also be displayed on the Company's website, [www.yashmanagement.in](http://www.yashmanagement.in)
21. No attendance slip/route map has been sent along with this Notice of the Meeting as the meeting is held through VC/OAVM.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- i. The voting period begins on Tuesday, 26<sup>th</sup> September, 2023 at 9:00 A.M. (IST) and ends on Thursday, 28<sup>th</sup> September, 2023 at 5:00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22<sup>nd</sup> September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.  
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs 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 Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting menu, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Provider i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</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 e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on</li> </ol>

	<a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> . The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider’s website 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. CDSL and NSDL**

Login type	Helpdesk details
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 1800 22 55 33.

Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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
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v. Login method for e-Voting and joining virtual meeting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - (i) For CDSL: 16 digits beneficiary ID,
  - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (iii) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical Shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting Only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
  - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [bkg\\_satyam@yahoo.com](mailto:bkg_satyam@yahoo.com) and [investor@upsurgeinvestment.com](mailto:investor@upsurgeinvestment.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES/COMPANY:**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 22 55 33.

**YASH MANAGEMENT & SATELLITE LTD  
CIN L65920MH1993PLC073309**

Office No.303, Morya Landmark- 1  
Opp. Infinity Mall, Off New Link Road  
Andheri (W), Mumbai-400053  
Tel : 022-67425441/42  
[Yashman@hotmail.com](mailto:Yashman@hotmail.com)  
[www.yashmanagement.in](http://www.yashmanagement.in)

**By Order of the Board of Directors  
for Yash Management & Satellite Ltd.**

Sd/-  
**Saumya Agrawal**  
**Company Secretary**  
**ACS: 64300**

Mumbai, dated 01<sup>st</sup> September, 2023

**ANNEXURE TO AGM NOTICE**

**The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:**

<b>Name of the Director</b>	<b>Mr. Anurag Gupta</b>
DIN	00398458
Age	60
Date of first appointment in the current designation	05/07/1994
Qualification	FCA
Brief Resume	Mr. Anurag Gupta is a Chartered Accountant. He has Wider Managerial Experience.
Nature of expertise in specific functional areas	<input type="checkbox"/> Developing and executing business strategy <input type="checkbox"/> Fund raising from banks and financial institutions for working capital and projects; <input type="checkbox"/> Fund raising from capital market by IPO, PE investment or QIP; <input type="checkbox"/> Managing and motivating teams; <input type="checkbox"/> Overall business Management and strategic planning.
Directorships and Committee memberships held in other listing Companies as on 31.03.2023	Mr. Gupta is not a director on the board of any other Listed company.
List of Companies in which Director resigned in the past three years	Nil
Inter-se relationship between directors	Mr. Gupta is Spouse of Mrs. Navrati Gupta, who is Director of the company.
No. of Meetings of the Board attended	9 on 9 in the F.Y. 2022-23
Details of remuneration last drawn	12,00,000/- p.a
Number of Shares held in the Company	38,00,000
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

**EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**ITEM NO. 3: APPROVAL TO CLOSURE AND SALE OF THE UNIT AS A WHOLE OR IN PART AS A GOING CONCERN OR ON A SLUMP SALE BASIS OF M/S SUDARSHAN POLYFAB PRIVATE LIMITED (SPPL), THE MATERIAL UNLISTED SUBSIDIARY OF THE COMPANY.**

M/s Sudarshan Polyfab Private Limited (SPPL), material unlisted subsidiary of the Company is involved in manufacturing of woven products. Over the last two years, manufacturers in the Woven Sacks industry have seen a rollercoaster scenario. During the covid lockdown years, there was a huge demand of woven sacks all over India. This resulted in capacity expansion of existing units and entry of new players (like SPPL). There is no entry barrier in this industry.

With respect to machinery, initially the expected waiting period for delivery of machinery was 8-9 months. However, the machinery was delivered only after 12 months of placing order and payment of advance amount. In this interim period, a large number of units came into existence, thereby increasing the supply of woven sacks vis a vis the demand. In today's time, 99% of the units in India are working at reduced capacity (of appx. 40-50%).

SPPL has BIS license of manufacturing FOOD Grade PP Woven Bags (IS 14887:2014) and SUGAR bags (IS 14968:2015). Major procurement of bags is done by the government departments via online portals such as GEM, e-procure & n-procure. Sudarshan Polyfab has participated in many such online tenders and tried to secure orders. One such tender was of Madhya Pradesh (MP) state government where the MP State Civil Supplies Corporation Limited department seeks to procure 3 crore bags for the upcoming wheat season. Sudarshan Polyfab has stood L45 after qualifying the technical and financial bid rounds. Due to huge unused manufacturing capacity, all the manufacturers are putting 100% efforts in securing orders.

Various countries across European, African and American region have been major buyers of Woven Sacks for a long time. However, post breakout of the Russia-Ukraine war, the industry has seen a drastic drop in demand across the European region. Woven sacks are used as packaging material. The manufacturing industry in the Europe is at all time low, resulting in negligible demand of woven sacks. This fading of export market has forced exporters to sell their products in domestic market in India, increasing the competition locally.

Currently, due to such a high competition and production surplus, the industry is working with very thin margins. The conversions are just enough to cover the Wages and Power expenses. Without profits, the industry is in an unviable situation and majority of the manufacturers are running at below 40% capacity. Sudarshan Polyfab Private Limited too has borne the brunt of the market dynamics and has incurred cash losses. In the process of survival, we have eroded our working capital (Cash Credit limit) margins over the last one year.

Keeping in mind the above key factors, Management has decided to discontinue the operation and sell the Unit.

The Board therefore recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in anyway concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

**ITEM NO. 4: TO APPROVE BORROWING POWERS OF THE COMPANY U/S 180(1)(C) OF THE COMPANIES ACT, 2013**

The Company needs to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to section 180 (1) (c) of the Companies Act, 2013, the total amount of such

borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members. The Company felt that the said limit is not adequate and needs enhancement, accordingly the resolution has been proposed to increase the limits of borrowing to Rs. 100 Crores.

The Board accordingly recommends the Special Resolution set out at Item No. 4 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in anyway concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

**ITEM NO. 5: APPROVAL TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.5 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution. The Board recommends the resolution to be passed as Special Resolution.

**By Order of the Board**

**Sd/-**  
**Saumya Agrawal**  
Company Secretary  
ACS: 64300

Mumbai, dated 01<sup>st</sup> September, 2023