

NOTICE OF THE 32ND ANNUAL GENERAL MEETING

Notice is hereby given to all the members of Yash management and Satellite Limited (“the Company”) that the Thirty Second (32nd) Annual General Meeting of the Members of the Company will be held on Tuesday, July 29, 2025 at 04.00 p.m. via video conferencing/ other audio visual means (“VC/OAVM”) to transact the business as set out below:

ORDINARY BUSINESS:

ITEM NO. 1- Adoption of Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 consisting of the balance sheet, statement of profit and loss and cash flow statement and notes thereon, together with the Reports of the Board of Directors and the Auditors thereon.

ITEM NO. 2- Re-appointment of Mrs. Navrati Gupta

To appoint Mrs. Navrati Gupta [DIN: 00399022], who retires by rotation, and being eligible, seeks re-appointment

SPECIAL BUSINESS:

ITEM NO. 3- Change in Designation of Mr. Anurag Gupta, Managing Director of the Company to Chairman 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 provisions of Sections 196, 197, 198, 203, and in partial modification of the earlier resolution(s) passed by the shareholders regarding the appointment and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and upon the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors at its meeting held on May 17th 2025, the consent of the members of the Company be and is hereby accorded for the change in designation of Mr. Anurag Gupta (DIN: 00398458) from Managing Director to Chairman of the Company, with effect from May 17th 2025, while continuing as a member of the Board.

RESOLVED FURTHER THAT Mr. Anurag Gupta shall be liable to retire by rotation during his tenure as Chairman.

RESOLVED FURTHER THAT all other terms and conditions of his appointment, including remuneration, shall remain unchanged except to the extent necessary to give effect to this change in designation.

RESOLVED FURTHER THAT the Board of Directors thereof be and is hereby authorized to take all necessary steps, to file relevant forms with the Registrar of Companies, to make necessary disclosures to the stock exchanges, and to do all such acts, deeds and things as may be necessary, proper, or expedient to give effect to this resolution.”

ITEM NO. 4- Appointment of Mr. Yash Gupta as the Managing Director 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 Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to Regulation 17 and other applicable provisions of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors at their meetings held on May 17th, 2025, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Yash Gupta (DIN: 07638743) as the Managing Director of the Company, for a period of 5 years with effect from May 17th, 2025 till May 16th, 2030, on the terms and conditions including remuneration as set out below.”

RESOLVED FURTHER THAT the remuneration payable to Mr. Yash Gupta shall be in accordance with the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013 and shall include the following key terms of appointment and remuneration:

- a) **Term of appointment:** - Five years with effect from May 17th, 2025.
- b) **Salary:** Rs. 1,00,000/- (Rupees One Lakhs Only) per month. The increment will be decided by the Board of Directors of the Company.
- c) **Perquisites:**
 - i) Leave travel allowance for self and family once in a year as per rules of the Company.
 - ii) Medical expenses actually incurred by him and his family subject to maximum of one month salary
 - iii) Club fees
 - iv) Provision for use of car for official business. Personal use of the car will be billed to him.
 - v) Provision for telephone at residence. Personal long distance calls will be billed to him.
 - vi) Medical & personal accident insurance.
- d) Gratuity will be payable as per Rules of the Company.
- e) Leave as per Rules of the Company including encashment of unavailed leave at the end of the tenure.
- f) In the event of absence or inadequacy of profits in any financial year, the above remuneration shall be treated as minimum remuneration and shall be paid in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Yash Gupta shall not be liable to retire by rotation during the term of his appointment and shall perform such duties and responsibilities as may be assigned by the Board from time to time.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions of Schedule V of the Companies Act, 2013, relating to the payment of remuneration to the managerial personnel, the Board of Directors (hereinafter referred to as the ‘Board’) subject to the recommendations of the Nomination and Remuneration Committee be and is hereby authorized to vary the remuneration including commission and perquisites etc. within such prescribed limits.

RESOLVED FURTHER THAT the Board of Directors thereof be and is hereby authorized to file the necessary e-forms with the Registrar of Companies and vary, alter, or modify the terms and conditions of appointment including remuneration, within the limits prescribed under the Companies Act, 2013, and to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution.”

ITEM NO. 5- Appointment of Mr. Pawan Agrawal as an Independent Non – Executive Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Pawan Agrawal (DIN: 11021699) who was appointed as an Additional, Non-Executive, Independent Director on the recommendation of Nomination & Remuneration Committee, with effect from 17th May 2025, and who holds office up to the conclusion of this Annual General Meeting, and being eligible, and in respect of whom the Company has received a notice from a member in writing under Section

160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a period of 5 (Five) consecutive years up to 16th May, 2030.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, and things as may be necessary or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and any other regulatory authorities as may be required.

FURTHER RESOLVED THAT Mr. Pawan Agrawal shall be entitled to receive such remuneration, fees, and reimbursement of expenses as may be determined by the Board of Directors, in accordance with the provisions of the Companies Act, 2013 (or applicable legislation) and the remuneration policy of the Company.

FURTHER RESOLVED THAT a copy of this resolution certified to be true by any Director or Company Secretary be provided to the Independent Director and any other person or authority as may be required.”

ITEM NO. 6 - Appointment of Secretarial Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. Mukesh Purohit and Company, Company Secretaries (Membership No. F13005)(Certificate of Practice No.25204) as the Secretarial Auditor of the Company for a period of five (5) years, commencing on April 01, 2025, until March 31, 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

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

Sayli Jadhav
Company Secretary
ACS: 73914

Mumbai, dated 07th June 2025

NOTES:

1. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA), General Circular 09/2024 dated September 19, 2024 and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to bkg_satyam@yahoo.com. and to the Company at the email address yashman@hotmail.com.
5. The register of directors and key managerial personnel (KMP) 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 from the date of circulation of this Notice up to the date of AGM, i.e. 29th July 2025. Members seeking to inspect such documents can send an email to yashman@hotmail.com.
6. Members whose shareholding is in demat 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 opt for the Electronic Clearing System (ECS) mode to receive dividends on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer to point no. 17 for the process to be followed for updating bank account details.
7. Members are requested to address all correspondence, including dividend-related matters, to RTA, Adroit Corporate Services Pvt. Ltd, Unit: **Yash Management & Satellite Ltd.**, 18-20, Jafferbhoy Ind. Estate, Ground Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400 059.
8. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, 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 Limited (CDSL). 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 (C.P. No. 40889), Partner of M/s BKG & Associates, Practicing Chartered Accountant, (FRN: 114852W) as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
9. Members holding shares either in physical or dematerialized mode, as on cut-off date, i.e. 21st July 2025, may cast their votes electronically. The e-voting period commences on Thursday, July 24, 2025 (9:00 a.m. IST) and ends on Monday, July 28, 2025 (5:00 p.m. IST). The e-voting module will be disabled by CDSL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. 21st July 2025. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

10. 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 Tuesday, 22nd July 2025 to Tuesday, 29th July 2025 (both days inclusive) for the purpose of 32nd Annual General Meeting.
11. The Members may join the 32nd AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 03.45 P.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the 32nd AGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 32nd 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 32nd AGM without any restriction on account of 'first come first served' basis.
12. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
13. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. 21st July 2025, may obtain the login ID and password by sending a request to helpdesk.evoting@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.
14. Details as required in Regulation 36 of the SEBI Listing Regulations, Secretarial Standard on General Meeting (SS-2) of ICSI and Section 102 of The Companies Act, 2013, forms integral part of the Notice.
15. In compliance with the Circulars, the Annual Report for 2024-25, the Notice of the 32nd AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP).
16. SEBI vide its circular dated 25 January 2022, has mandated listed companies to henceforth issue the securities in dematerialized 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 dematerialize their holdings.
17. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Adroit Corporate Services Pvt. Ltd at info@adroitcorporate.com, to receive copies of the Integrated Annual Report 2024-25 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend, if any.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Adroit Corporate Services Pvt. Ltd, either by email to info@adroitcorporate.com or by post to Adroit Corporate Services Pvt. Ltd, Unit: 18-20, Jafferbhoy Ind. Estate, Ground Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities	Form ISR-1

	held in physical mode	
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical mode	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

Members may access KYC Forms at <https://yashmanagement.in/KYC-Forms-for-Physical-Shareholder.html>

18. 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 the above details to all the Members holding shares in physical form.
19. Members may also note that the Notice of the 32nd AGM and the Annual Report 2024-25 will also be available on the Company's website at, <https://yashmanagement.in/Annual-Reports.html>, website of the stock exchange, i.e. BSE, at www.bseindia.com, and on the website of CDSL, www.evotingindia.com.
20. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
21. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, Shareholders are requested to complete their KYC by writing to the Company's RTA, Adroit Corporate Services Pvt. Ltd at info@adroitcorporate.com. The forms for updating the same are as mentioned in point no. 17.
22. 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.
23. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins from **9.00 A.M. (IST) on Thursday, July 24, 2025, and ends on Monday, July 28, 2025, 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 i.e., **July 21, 2025**, 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 at the meeting venue.
- (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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service

	<p>providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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: https://eservices.nsdl.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on 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 & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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 website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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, or 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (ii) Login method for e-Voting and joining virtual meetings 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.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
Dividend Bank Details OR 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. 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.

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) 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.

- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant **Yash Management & Satellite Limited** on which you choose to vote.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **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 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.
 - 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 & can be delink 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 favour 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 mandatory 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 RTA at the email address viz; info@adroitcorporate.com and to the Company at the email address viz; yashman@hotmail.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 & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meetings & e-Voting on the day of the AGM is same as the instructions mentioned above for 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 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.
4. Shareholders are encouraged to join the Meeting through Laptops / iPad 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 at least **7 days prior to meeting** mentioning

their name, demat account number/folio number, email id, mobile number at yashman@hotmail.com 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 yashman@hotmail.com. 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 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 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 WHOSE EMAIL ADDRESSES/ MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE.

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 info@adroitcorporate.com.
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 or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or call toll free no. 1800 21 09911.

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

www.yashmanagement.in

Mumbai, dated 07th June 2025

By Order of the Board of Directors

of Yash Management & Satellite Ltd.

Sayli Jadhav

Company Secretary

ACS: 73914

ANNEXURE TO AGM NOTICE

The Statement of disclosures/Brief Profile of Directors seeking Appointment/Re-appointment at the forthcoming 32nd Annual General Meeting 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:

Name of the Director	Mrs. Navrati Gupta
DIN	00399022
Age	57
Date of first appointment in the current designation	05/08/2014
Qualification	B. Sc
Brief Resume	Mrs. Navrati Gupta is a Science Graduate. She belongs to a business family. She has learned a lot about the basics of business during pre and post married period. Hence, she is able to contribute fairly in the betterment of the business of the company.
Nature of expertise in specific functional areas	Mrs. Gupta has good administrative skills and presently managing administration.
Directorships and Committee memberships held in other listing Companies as on 31.03.2024	Mrs. 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	Mrs. Gupta is Spouse of Mrs. Anurag Gupta, and Mother of Mr. Yash Gupta who are the Directors of the company.
No. of Meetings of the Board attended	6 on 6 in the F.Y. 2024-25
Details of remuneration last drawn	NIL
Number of Shares held in the Company	6,00,000
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

Name of the Director	Mr. Anurag Gupta
DIN	00398458
Age	63
Date of first appointment in the current designation	17/05/2025
Qualification	FCA
Brief Resume	Wider Managerial Experience
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Overall business Management and strategic planning; • Developing and executing business strategy; • Fund raising from capital market by IPO, PE investment or QIP and from banks and financial institutions for working capital and projects; • Managing and motivating teams.
Directorships and Committee memberships held in other listing Companies as on 31.03.2022	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 and Father of Mr. Yash Gupta, who are the Directors of the company.
No. of Meetings of the Board attended	6 out of 6 in the F.Y. 2024-25
Details of remuneration last drawn	Rs.12,00,000/- p.a. during the F.Y. 2024-25
Remuneration proposed to be paid	Rs. 12,00,000/- p.a. (Rupees one lac only)
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

Name of the Director	Mr. Yash Gupta
DIN	07638743
Age	33
Date of first appointment in the current designation	17/05/2025
Qualification	C.A. , MBA
Nature of expertise in specific functional areas	Mr. Yash Gupta is a qualified management and commerce graduate. His post qualification experience of over 11 years has been in the diverse fields of Management Consultancy, Project Finance, Investment banking controls, Indian Capital Market, Academic Research and Assurance. He also holds experience of executing a greenfield manufacturing project in the Indian polymer plastic industry.
Directorships and Committee memberships held in other listing Companies as on 31.03.2025	Mr. Yash 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. Yash Gupta is Son of Mr. Anurag Gupta, and Mrs. Navrati Gupta who are Directors of the company.
Remuneration proposed to be paid	Rs. 12,00,000/- p.a. (Rupees Twelve lac only)
Number of Shares held in the Company	50,000
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

Name of the Director	Mr. Pawan Agrawal
DIN	11021699
Date of Birth	11/10/1974
Date of Appointment	17/05/2025
Qualification	Holds a degree of MBA in Marketing and B.E. in Engineering.
Nature of expertise in specific functional areas	Mr. Pawan Agrawal is an engineering and management graduate holding a vast experience in the manufacturing and technology domains. His 20+ years of work experience includes extensive work in the manufacturing and exports domain. Prior to manufacturing experience, he has worked with the top global multinational technology companies, helping the companies establish a strong foothold in the Indian ecosystem
Directorships and Committee memberships held in other listing Companies as on 31.03.2025	Mr. Agrawal is not a director on the board of any other listed company.
Inter-se relationship between directors	Mr. Agrawal is not related to any of the directors or Key Managerial Personnel or their relatives in the company
Number of Shares held in the Company	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Yes

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

ITEM 3 CHANGE IN DESIGNATION OF MANAGING DIRECTOR TO CHAIRMAN

Mr. Anurag Gupta (DIN: 00398458) was appointed as the Managing Director of the Company, by the Members, with effect from July 25, 2022 for a term of 5 (five) years upto July 24, 2027.

During his tenure as Managing Director, he has been instrumental in leading the Company's growth and expansion efforts and has demonstrated strong operational and financial acumen. He is responsible for overall strategic planning and business development of the Company. Considering his valuable contributions and to strengthen the management structure, and to fulfil the Company's need for Chairman, the Board of Directors of the Company, at its meeting held on May 17, 2025, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members at the ensuing Annual General Meeting of the Company, approved the re-designation of Mr. Anurag Gupta as Chairman of the Company, and be liable to retire by rotation, with effect from May 17, 2025.

Mr. Anurag Gupta has given his consent to act as a Chairman of the Company in terms of Section 152 of the Companies Act, 2013.

Further, as per the confirmations received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Anurag Gupta has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The Brief Profile and 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 annexed in the Notes to the Notice of AGM.

The Board recommends the approval of the Special Resolution set out at item no. 3 of this Notice.

Except Mr. Anurag Gupta, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the company, if any.

ITEM 4 APPOINTMENT OF MANAGING DIRECTOR OF THE COMPANY

The Board of Directors on the recommendation of the Nomination and Remuneration Committee at their respective meeting held on May 17th, 2025 have appointed him as Additional Director in the capacity of Managing Director of the Company with effect from May 17th, 2025, and who holds office up to the conclusion of this Annual General Meeting, and being eligible to be Designated as Managing Director of the Company for a period of five (5) years with effect from the date of his appointment as Additional Director on the Board of the Company i.e. 17th May 2025 to 16th May, 2030, subject to obtaining the requisite approval of shareholders at the ensuing Annual General Meeting on the terms specified in the resolution above.

Mr. Yash Gupta holds a degree of ICAI and brings extensive leadership experience and a proven track record in the areas of overall business management, strategic planning, and execution of growth-oriented business strategies. He has expertise in developing and implementing business models that deliver sustained growth and profitability.

In addition, Mr. Gupta has demonstrated strong capabilities in team building, leadership, and talent management, having effectively built, led, and motivated high-performing cross-functional teams to achieve strategic business objectives.

Considering his deep expertise, leadership qualities, and past contributions, the Board believes that his appointment as Managing Director will be in the best interest of the Company and its stakeholders. He is not a director of any other listed entity.

Their appointment and remuneration is in terms of Section 196, 197, 198 and 203 read with Part II of Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

Minimum Remuneration:

Notwithstanding anything to the contrary contained herein above, wherein in any financial year, during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay salary, perquisites and allowances as specified above to the Managing Director or any other amount as may be decided by Board as minimum remuneration to him subject to the provisions contained in

Section 196, 197, 198 and 203 read with Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Managing Director so long as he functions as such shall not be paid any sitting fees for attending the meetings of the Board of directors or Committees thereof.

The overall managerial remuneration payable to Mr. Gupta shall be such amount as may be fixed by the Board from time to time but shall not exceed the maximum limit prescribed under Companies Act, 2013 at any point of time and that the terms and conditions of the aforesaid remuneration payable to said Managing Director be varied /altered / revised within said overall limit, in such manner as may be required.

Where in any Financial Year the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by Board of Directors of the Company from time to time shall be paid as remuneration.

The Company approves the remuneration where in the event of no profits or inadequate profits in any financial year during the currency of Mr. Yash Gupta's tenure, the Company shall pay Mr. Gupta, the existing remuneration or any other amount as may be decided by the Board as minimum remuneration subject to maximum remuneration shall not exceed the limit prescribed under Part II, of Schedule V of the Act.

The Company has received the following from Mr. Yash Gupta:

- i Consent to act as Managing Director under Section 152 of the Act.
- ii. A declaration that he is not disqualified under Section 164(2) of the Companies Act, 2013.
- iii. Confirmation that he is not debarred by SEBI or any other authority.

A copy of the draft agreement to be entered into with Mr. Yash Gupta is available for inspection by the members at the Registered Office of the Company during normal business hours on all working days up to the date of the AGM.

The Board recommends the approval of the Special Resolution set out at item no. 4 of this Notice.

Except Mr. Yash Gupta and his relatives, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The Brief Profile and 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 annexed in the Notes to the Notice of AGM.

ITEM 5 APPOINTMENT OF INDEPENDENT DIRECTOR

The Board of Directors wishes to inform the shareholders that due to Change in Management of the Company, there was need to change the Composition of Board of Directors.

In light of the above, it is imperative for the continuity of effective governance and oversight that new independent director be appointed to the Board. The appointment of independent director is crucial for maintaining the balance of the Board and ensuring adherence to corporate governance standards.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Board at its meeting dated May 17th, 2025, approved the appointment of Mr. Pawan Agarwal (DIN: 11021699) as an Additional Directors (Independent) of the Company with effect from May 17th, 2025. Pursuant to Sections 152 and 161 of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, to hold the office for a period of 5 (Five) consecutive years not liable to retire by rotation subject to the approval of shareholders at the ensuing Annual General Meeting.

The Company has received a declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He also gave his consent to be appointed as an Independent Director of the Company if so, appointed by the members.

Notice in writing has been received from the shareholders of the Company, under Section 160 of the Act, signifying their intention to propose Mr. Pawan Agarwal as a candidate for the office of Director.

The board Considers that the proposed independent director bring a wealth of experience and expertise that will contribute significantly to the Board's decision-making processes and enhance the overall governance of the Company. His appointment will help ensure that the Company continues to meet the regulatory requirements and maintain high standards of corporate governance.

The proposed appointments comply with the Companies Act and SEBI (LODR), ensuring that the Board remains in line with industry best practices and legal requirements.

The Board recommends that the shareholders approve the appointment of Mr. Pawan Agrawal as independent director. Their approval will contribute to the effective functioning of the Board and support the Company's ongoing commitment to governance excellence.

Except Mr. Pawan Agrawal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. The appointee director is not related to any Director of the Company.

Details of the Director seeking confirmation of appointment at the forthcoming annual general meeting under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulation, 2015 is annexed in the Notice.

ITEM NO. 6 – APPOINTMENT OF SECRETARIAL AUDITOR

After evaluating and considering various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on June 07, 2025, proposed the appointment of M/s. Mukesh Purohit and Company, Company Secretaries, (Membership No. F13005)(Certificate of Practice No.25204), as the Secretarial Auditors of the Company, for a term of five consecutive years from Financial Year April 1, 2025 to March 31, 2030.

The remuneration approved is Rs. 30,000/- (Rupees Thirty Thousand only) per annum excluding taxes and reimbursement of out of pocket expenses for carrying out Secretarial Audit and issue the Secretarial compliance Report.

Mr. Mukesh Purohit is an Associate Member of the Institute of Company Secretaries of India (ICSI). A law graduate and commerce graduate having good working experience and proficiency in all matters related to company law, SEBI and various other business laws.

M/s. Mukesh Purohit and Companies, Company Secretaries. have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI (LODR) Regulations, 2015.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

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

**Sayli Jadhav
Company Secretary
ACS 73914**

Mumbai, dated 07th June 2025