

**TO SHAREHOLDERS**

**NOTICE** is hereby given that the Twenty Fourth Annual General Meeting of **YKM INDUSTRIES LIMITED** will be held on Friday the 28<sup>th</sup> day of September 2018 at 3.30 P.M at Treebo Majestic Inn - Parthasarathi Puram, Bazullah Road, T Nagar, Chennai, 600017 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Mr. Yerabhabha Meera Reddy** [DIN:00591080] who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions if any of the Companies Act 2013 and the Companies (Audit and Auditors Rules) 2014 including any Statutory modification or Re-enactment thereof for the time being in force **M. Krishna Kumar & Associates** (Firm Regn. No.006853S) (Membership No. 203929) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Jothilingam. S Chartered Accountants (Firm Reg No. 000433S) (Membership No. 219301), and is hereby appointed as Statutory Auditors of the Company for a period of three years with effect from the Conclusion of the forthcoming AGM till the conclusion of the 27th AGM to be held in the year 2021, at an Annual remuneration as may be decided by the Board plus out of pocket expenses subject to the approval of members in the forthcoming Annual General Meeting of Members.”

**SPECIAL BUSINESS:**

- 4. To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution:**

**“RESOLVED THAT** pursuant to the provision of Section 152 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. ShaileshRajagopalan, (DIN: 01855598) who was appointed as an additional director with effect from July, 26 2018 and in respect of whom a Notice has been received from a Member proposing his candidature as per Section 160 of the Companies Act, 2013 and holds office till the date of the AGM in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as a Non Executive Director of the Company liable to retire by rotation.”

- 5. To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution:**

**“RESOLVED THAT** pursuant to the provision of Section 152 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 **Mr. Kalpesh Kumar**, DIN: 07966090 who was appointed as an Additional director with effect from July, 26 2018 and in respect of whom a Notice has been received from a Member proposing his candidature as per Section 160 of the Companies Act, 2013 and holds office till the date of the AGM in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as a Executive Director of the Company liable to retire by rotation.”

- 6. To consider and if thought fit to pass with or without modification(s), the following resolution as an Special resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 196 and other applicable and related provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Schedule V of the Act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any statutory modification or re-enactment thereof for the time being in force), subject to approval of the shareholders of the Company in the forthcoming general meeting to appointment **Mr. Kalpesh Kumar**, DIN: 07966090,as Managing Director of

the Company for a period of 3 years in compliance with the provisions of Section 196 and payment of monthly remuneration not exceeding Rs 5,00,000/-(Rupees Five Lakhs only) to him by way of Salary, commission, perquisites and allowances for the period from 28th September, 2018 to 25<sup>th</sup> September 2021.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to fix the quantum of Remuneration payable to Mr. Kalpesh Kumar as Managing Director of the Company, from time to time within the aforesaid limits.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

**7. To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution:**

**“RESOLVED** that pursuant to Section 149, 150, 152 and other provisions of the Companies Act 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and pursuant to Regulation 16 (1) (b) and 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 Mr. Hem Senthil Raj holding (DIN 06760725) who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 26<sup>th</sup>, 2018 and who holds office until the date of the AGM in terms of Section 161 of the Company's Act, 2013 and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his/her intention to propose Mr. Hem Senthil Raj holding (DIN 06760725) as a candidate for the office of the Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years till the conclusion of 27<sup>th</sup> AGM to be held in the year 2021.”

**8. To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution:**

**RESOLVED THAT** pursuant to Section 149, 152 and other provisions of the Companies Act 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and pursuant to Regulation 16 (1) (b) and 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 Mrs Jamuna Ravikumar holding (DIN 08009308) who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 26, 2018 and who holds office until the date of the AGM in terms of Section 161 of the Company's Act, 2013 and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Companies Act, 2013 his/her intention to propose Mrs Jamuna Ravikumar as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Women Director of the Company to hold office for a term of three consecutive years till the conclusion of 27<sup>th</sup> AGM to be held in the year 2021.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the Registrar of Companies, Chennai, the consent of the Company be and is hereby accorded to alter the Memorandum of Association of the Company as follows:

(a) The style of clause numbers of the memorandum of association be changed from Roman numeric to English numeric like 1st, 2nd, 3rd etc.;

(b) The existing Clause III(A), “The main Objects to be pursued by the Company on its incorporation are” be substituted by the new sub-heading “3(a) - The Objects to be pursued by the Company on its incorporation are”;

(c) Substitute in Clause III(B) with the new sub-heading “3(b) - Matters which are necessary for furtherance of the Objects specified in Clause 3(a)”;

(d) The existing liability clause be substituted in line of new clause provided as per Companies Act, 2013 “4th. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

e) The existing Capital clause Roman V to be Substituted as Numeric 5 in line with Schedule I of the Companies Act 2013

f) The existing Subscription clause Roman VI to be Substituted as Numeric 6 in line with Schedule I of the Companies Act 2013 .

**“RESOLVED FURTHER THAT** the Memorandum of Association incorporating the aforesaid alterations placed before the Meeting be and is hereby approved.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Shareholders be and is hereby accorded, and subject to the approval of the Registrar of Companies, Chennai, the object clause III (A) of the Memorandum of Association of Company be and are hereby amended by Substituting existing clauses 1, 2 and 3 to the main objects of the Memorandum of Association of Company with the following new clauses:

1. To carry on in India or Abroad the business of Establishing, Commissioning, Setting-up, Operating, Managing and Maintaining, providing support services for power generation based on either conventional or non-conventional resources. To Own and/or Operate or Acquire, in any manner, for supply of Energy through evacuation, transmission, distribution, trading or supply of

energy, either by establishing new infrastructure or using hitherto established infrastructure.

2.To carry on in India or Abroad the business of Designing and Planning, Development, Construction, Managing, Operations & Maintenance including Distribution and Billing, of Infrastructure Projects, including but not limited to, Energy Parks and other manifestations of Conventional and Non-Conventional energy resources, Industrial and Commercial Infrastructure facilities like Water Resources Management, Waste-Water Management, Roads, Highways and Bridges, Irrigation Projects and other utility services provided for facilitating Public conveniences.

3. To engage in India or Abroad, the business of trading in Carbon Credits, CDM(Clean Development mechanism), CER (Carbon Emission Reduction) and any other Ancillary benefits arising out of Generation, Distribution, Management of Power.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and such other applicable provisions, if any, of the Companies Act, 2013 consent of the Shareholders be and is hereby accorded, and subject to the approval of the Registrar of Companies, Chennai, to append following sub clause 39 and 40,41 and 42 after the existing sub clause 39 of III (B) to the Memorandum of Association of Company.

39. To sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient. 40. To guarantee the payment of money unsecured or secured by or payable under in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instrument and securities of any company or of any Authority, Municipal, Local or otherwise of any person whosoever, whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations.
41. To purchase or by any other means acquire any free-hold, lease-hold or other property or any estate or interest whatever, any rights, privileges or easements over or in respect of any property and any shops, buildings, factories, mills, works roads, machinery, engines and any real or personal

property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.

42. To enter into agreements with indigenous or foreign persons, firms or Companies or other incorporated bodies under any law of foreign countries, carrying on or engaged in or about to carry on or engaged in business or transactions, capable of being conducted and arrange for collaboration, technical, financial and otherwise on such terms as may be deemed to be beneficial or advantageous directly, to the Company and to execute such agreements and arrangements to advance the Company's interests.

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

**“RESOLVED** that the pursuant to the provisions of Section 180 (1)(c) of the Companies Act, 2013 and subject to such other provisions as may be applicable from time to time, Subject to approval of Shareholders in the Forthcoming general meeting to the Board to borrow money for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, but so that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs. 100 Crores (Rupees One Hundred Crores only) in excess of the aggregate of its paid up capital of the Company and its free reserves i.e., reserves not set apart for any specific purpose as per the latest annual audited Financial statements.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or any committee or persons authorized by the Board, be and are hereby authorized to finalize, settle and execute such documents/ deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in their absolute discretion deemed necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in regard to creating securities as aforesaid or other considered to be in the best interest of the company.”

**11. 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 180 (1) (a) of the Companies Act, 2013, Subject to approval of Shareholders in the Forthcoming general meeting, to the Board for selling, leasing, mortgaging and/or charging the whole or substantially the whole of the immovable and movable properties of the Company whosoever situate, present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company and/or conferring power to enter upon and take possession of the assets of the Company in certain event to or in favour of Financial Institutions/Banks or any other person(s) for securing any loan obtained/ to be obtained, together with interest, costs, charges, expenses and any other money payable by the Company to them.”

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

**“RESOLVED THAT** pursuant to section 186 and all other applicable provisions if any of the Companies Act 2013 read with the relevant rule thereof (Including any statutory modification or re-enactment thereof for the time being in force) Subject to approval of Shareholders in the Forthcoming general meeting to authorize Board to Give loan to any person or other body corporate or

1. Give any guarantee or to provide any security in connection with a loan to any other body corporate or person

2. Acquire by way of subscription, purchase or otherwise the security of any other body corporate exceeding 60% of company's paid-up capital and its free reserves and security premium account or 100% of the free reserves and securities premium account whichever is more provided that the total loans or investments made guarantee given and securities provided shall not at any time exceed Rs. 200/- Crores (Rupees Two Hundred Crores only) over and above the permissible limits.”



**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any questions or difficulty that may arise in regard to the proposed Loans or Guarantees or Securities or Investment and to do all such acts, deeds, matters or things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection thereof.”

**13. To consider and if thought fit to pass with or without modification the following as a Special resolution.**

**RESOLVED THAT** Pursuant to the provisions of Section 181 of the Companies Act 2013, Subject to approval of Shareholders in the Forthcoming general meeting to authorize Board to contribute charitable or other funds, not directly related to the business of the company or welfare of its employees any amount the aggregate of which will in any financial year of the company exceed an amount of five per cent of the company's average net profits as determined in accordance with the provision of section 197 of the said act for the three financial years immediately preceding, subject to a maximum of Rupees 1 Crore or 5 % of Net profits whichever is greater.

**By Order of The Board/**

Place: Chennai  
**Date: 26.07.2018**

**For YKM Industries Limited**

**Yerabhadra Meera Reddy**  
**Managing director**  
**DIN: 00591080**

**PROFILE OF THE DIRECTORS BEING RE-APPOINTED / APPOINTED**

The brief resume of each of the Directors who are proposed to be appointed/re-appointed is given below:

Name of the Director	Mr. Yerabhadra Meerareddy
Director Identification Number (DIN)	00591080
Date of Birth	08.10.1961
Date of Appointment	30.09.2004
Profile	Yerabhadra Meera Reddy 57 years aged has a bachelor's degree in Management and has good experience in business. Has been the promoter director of M/s. Sri Kausalya Constructions Ltd since inception and has contributed immensely for the growth of the company. He has been spearhead of marketing the properties to various IT Companies. She is also a Director in Sri Ayyan Constructions Private Limited, SKCL Property Management Services Private Limited, and Delphina Consultants Private Limited. She is retiring by rotation in the current year and being eligible offer himself for reappointment. The directors recommend her appointment.
Directorship in other Companies	<ul style="list-style-type: none"> <li>• SKCL Property Management Services LLP-DP</li> <li>• SKCL Office Venture LLP-DP</li> <li>• Aalya Venture LLP - DP</li> <li>• Sri Ayyan Constructions Private Limited Director</li> <li>• Sri Kausalya Constructions Limited-Managing Director</li> <li>• SKCL Property Development Limited Director</li> <li>• SKCL Property Management Services Private Limited Director</li> <li>• Delphina Consultants Private Limited - Additional Director</li> </ul>
Shareholding in the Company	24,16,460
Remuneration Sought to be paid	Nil

**NOTES:**

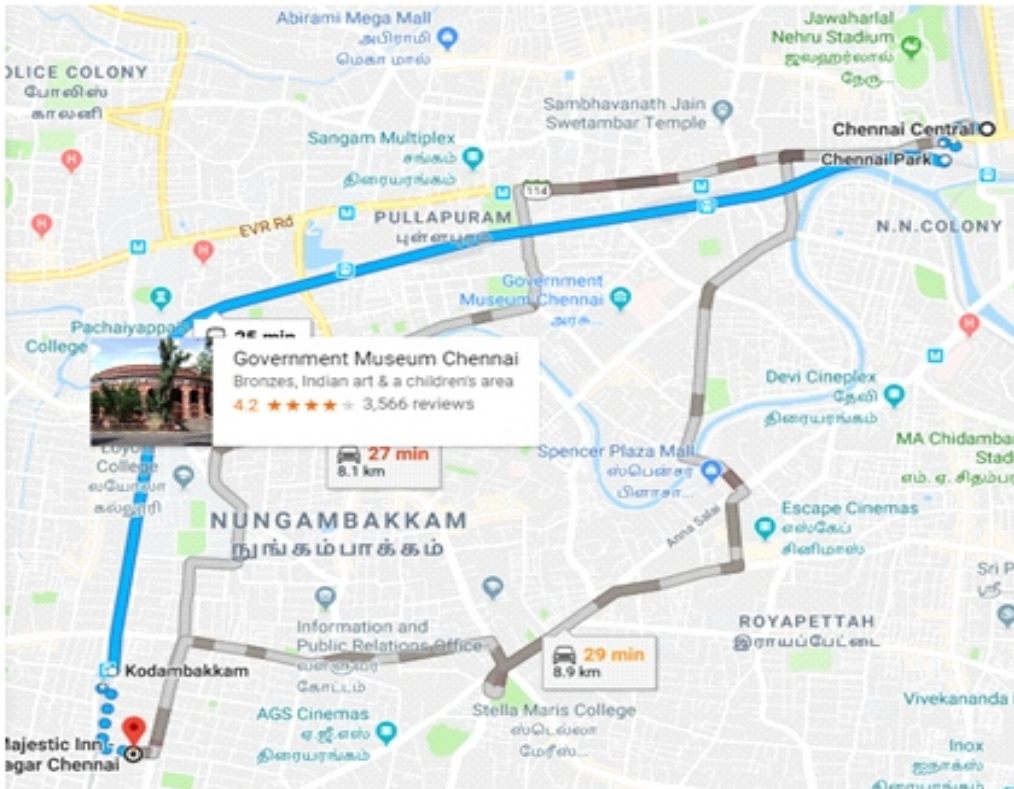
1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument appointing the proxy, duly completed must be deposited at the registered office of the Company atleast 48 hours before the Commencement of the meeting. A blank proxy form is attached.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Members/Proxies/Authorized Representatives should bring duly filled Attendance Slip sent herewith to attend the meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from **24.09.2018 to 28.09.2018** (both days inclusive) for the purpose of Annual General Meeting for the financial year 2017-18.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The relevant details as required by Regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, and Secretarial Standards issued by the Institute of Company Secretaries of India of persons seeking appointment/re-appointment as Director, are provided in the annexure.
8. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS)/ Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Company's Registrar and Share Transfer Agent (RTA), **M/s. GNSA Infotech Limited**, Chennai. Changes intimated to the Registrar and Share Transfer Agent (RTA) will then be automatically reflected in the Company's records which will help the Company and **M/s. GNSA Infotech Limited**, Chennai to provide efficient and better services.
10. Members holding shares in physical form are requested to send all correspondence with respect to the updation of their bank details, transfer of shares, change of address, conversion of physical shares into Demat form etc., to **M/s. GNSA Infotech Limited**, Chennai.
11. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company for assistance in this regard.
12. Members may visit Company's website: [www.ykmindustries.com](http://www.ykmindustries.com) and contact us at e-mail: [ykmindustrieslimited@gmail.com](mailto:ykmindustrieslimited@gmail.com) or [ykminds@gmail.com](mailto:ykminds@gmail.com)
13. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing a facility to its members to exercise their votes electronically through the remote e-voting facility arranged by National Securities Depository Limited (NSDL) for all items of business as set out in the notice of the AGM and confirms that the business can be transacted through e-voting in pursuance of the above provisions. The facility for voting through ballot/poll paper will also be made available at the AGM and the members who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through voting by ballot/poll paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The Notice of the 24<sup>th</sup> AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent to all members by Registered Post/Speed Post.
14. The Company is concerned about the environment and utilizes the natural resources in a sustainable way. We request you to update your email address with RTA to enable us to send Annual Report, Notices and all other

communications via email.

15. Members who are holding shares in more than one folio are requested to intimate to the Registrar and Share Transfer Agent, the details of all folio numbers for consolidation into a single folio.
16. Members desiring any information as regards the financial statements are requested to write to the Company at least seven days before the date of the meeting.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
18. For the convenience of the members to attend the meeting route map is provided below.

**Route map**



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

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

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who holdshares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

1. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file.

Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
  - 6) If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
    - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address
  - 7). After entering your password, tick on Agree to “Terms and Conditions” by selecting on the checkbox.
  - 8). Now, you will have to click on “Login” button.
  - 9). After you click on the “Login” button, Home page of e-Voting will open.



**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to needamohan@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 ANNEXED TO THE NOTICE**

**ITEM NO:3**

M/s. Jothilingam. S, Chartered Accountants (Firm Reg No. 000433S) (Membership No. 219301), Chartered Accountants, Chennai appointed for a period of 5 years with effect from 25.09.2017 have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M. Krishna Kumar & Associates (Firm Regn. No.006853S) (Membership No. 203929) Chartered Accountants, Chennai be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation M/s. Jothilingam. S Chartered Accountants (Firm Reg No. 000433S) (Membership No. 219301), Chartered Accountants, Chennai.

M. Krishna Kumar & Associates (Firm Regn. No.006853S) (Membership No. 203929) Chartered Accountants, Chennai have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Directors recommend the passing of the Resolution under Item No.3 of the accompanying Notice for the approval of the Members of the Company.

None of the other Directors of the Company or the Key Managerial Persons of the Company or their respective relatives, are concerned or interested in the passing of the above Resolution.

**ITEM NO :4**

The Board of Directors at their meeting held on July 26 2018 appointed Mr. Shailesh Rajagopalan as an Additional Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, . 2013, Mr. Shailesh Rajagopalan will hold office up to the date of ensuing AGM. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the appointment of Mr. Shailesh Rajagopalan as a Non Executive Director, liable to retire by rotation. The Board is of the opinion that the Company would be greatly benefitted by the Induction of Mr. Shailesh Rajagopalan as a member of the Board.

**CONCERN OR INTEREST, FINANCIAL OR OTHERWISE OF DIRECTORS AND**

**KEY MANAGERIAL PERSONNEL AND THEIR RELATIVES**

Except **Mr. Shailesh Rajagopalan** the appointee , none of the directors / key managerial personnel of the company or their relatives is concerned or interested in the resolution Other details as required under secretarial standard on general meeting (SS-2) and the SEBI (listing obligation and disclosure requirements ) regulation 2015 are furnished separately below.

The Following are the details of Mr. Shailesh Rajagopalan (holding DIN01855598), who is a Director.

Age:	41
Qualification details:	Master of Business Administration
Experience:	15+ years in Business Divisions& Investments
Terms & conditions:	NA
Remuneration last drawn:	NA
Date of first appointment	26.07.2018
Shareholding details:	NIL
Relationship with other Directors/KMP :	NIL
Details of other Directorship, membership/ Chairmanship of other Boards	NIL

The Board recommends the resolution for the approval of the members

**ITEM NO: 5 and 6**

The Board of Directors at their meeting held on July 26 2018 appointed Mr. Kalpesh Kumar as an Additional Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Kalpesh Kumar will hold office up to the date of ensuing AGM. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the appointment of Mr. Kalpesh Kumar as an Executive Director. The Board is of the opinion that the Company would be greatly benefitted by the Induction of Mr. Kalpesh Kumar as a member of the Board.

In compliance of the provisions of Companies Act, 2013 read with Schedule V of the Act and Rules made there under **Mr. Kalpesh Kumar**, would be appointed by the shareholders of the Company as a Managing Director for a tenure of 3 years at a remuneration not exceeding Rs 5,00,000 Per Month comprising of Salary, Commission and other perquisites & allowances:

**CONCERN OR INTEREST, FINANCIAL OR OTHERWISE OF DIRECTORS AND**

**KEY MANAGERIAL PERSONNEL AND THEIR RELATIVES**

Except **Mr. Kalpesh Kumar** the appointee , none of the directors / key managerial personnel of the company or their relatives is concerned or interested in the resolution Other details as required under secretarial standard on general meeting (SS-2) and the SEBI (listing obligation and disclosure requirements ) regulation 2015 are furnished separately below.

The Following are the details of Mr. Kalpesh Kumar (holding DIN07966090), who is a Director

Age:	36
Qualification details:	Masters in Business Administration
Experience:	10+ years in Finance Sector
Terms & conditions:	NA
Remuneration last drawn:	NA
Date of first appointment	26.07.2018
Shareholding details:	NIL
Relationship with other Directors/KMP :	NIL
Details of other Directorship, membership/ Chairmanship of other Boards	NIL

**The Board recommends the resolution for the approval of the members.**

**ITEM NO :7**

Pursuant under Section 149 (10) of the companies act 2013(“the Act”) and the Regulation 17 SEBI ( Listing Obligation and Disclosure Requirement) Regulation Act 2015, the Board of Directors , have pursuant to the resolution adopted on June 26 2018 ,appointed Mr Hem Senthil Raj (DIN 06760725) as an Additional Women Independent Director of the Company pursuant to Sections 149, 152, 161 read with schedule IV and other applicable provisions of the Act as an Additional Director he holds office upto the date of this AGM. In terms Section 149 and other applicable provisions of the Act and the rules made there under, the proposed resolution seeks the approval of the members for the appointment of Mr Hem Senthil Raj as independent director for a term of three consecutive years from the conclusion of this AGM till the conclusion of 27<sup>th</sup> AGM to be held in he year 2021, not liable to retire by rotation.

The company has a received a notice in writing under the provisions of Section 160 of the companies Act 2013 along with requisite deposit amount , from a member proposing the candidature of Mr Hem Senthil Raj for the office of independent director

, to be appointed as such under the provisions of Section 149 of the Act .

A copy of the letter of appointment of Mr Hem Senthil Raj as an independent director setting out the terms and conditions is available for inspection without any fee for the benefit of the members at the company's registered office during normal business hours.

**CONCERN OR INTEREST, FINANCIAL OR OTHERWISE OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR RELATIVES**

Except Mr Hem Senthil Raj the appointee , none of the directors / key managerial personnel of the company or their relatives is concerned or interested in the resolution Other details as required under secretarial standard on general meeting (SS-2) and the SEBI (listing obligation and disclosure requirements ) regulation 2015 are furnished separately below.

The Following are the details of Mr Hem Senthil Raj (DIN 06760725) who is a Director

Age:	30
Qualification details:	Associate Company Secretary ship
Experience:	7+ years in Legal and Secretarial Field
Terms & conditions:	NA
Remuneration last drawn:	NA
Date of first appointment	26.07.2018
Shareholding details:	NIL
Relationship with other Directors/KMP :	<sup>20</sup> NIL
Details of other Directorship, membership/ Chairmanship of other Boards	NIL

**The Board recommends the resolution for the approval of the members.**

**ITEM NO :8**

Pursuant under Section 149 (10) of the companies act 2013(“the Act”) and the Regulation 17 SEBI ( Listing Obligation and Disclosure Requirement) Regulation Act 2015, the Board of Directors , have pursuant to the resolution adopted on June 26 2018 ,appointed Mrs. Jamuna Ravikumar (DIN 08009308) as an Additional Women Independent Director of the Company pursuant to Sections 149, 152, 161 read with schedule IV and other applicable provisions of the Act as an Additional Director she holds office upto the date of this AGM. In terms Section 149 and other applicable provisions of the Act and the rules made there under, the proposed resolution seeks the approval of the members for the appointment of Mrs.JamunaRavikumar as women

independent director for a term of three consecutive years from the conclusion of this AGM till the conclusion of 27<sup>th</sup> AGM to be held in he year 2021, not liable to retire by rotation.

The company has a received a notice in writing under the provisions of Section 160 of the companies Act 2013 along with requisite deposit amount , from a member proposing the candidature of Mrs. Jamuna Ravikumar for the office of independent director , to be appointed as such under the provisions of Section 149 of the Act .

A copy of the letter of appointment of Mrs. Jamuna Ravikumar as an independent director setting out the terms and conditions is available for inspection without any fee for the benefit of the members at the company's registered office during normal business hours.

**CONCERN OR INTEREST, FINANCIAL OR OTHERWISE OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR RELATIVES**

Except Mrs. Jamuna Ravikumar the appointee , none of the directors / key managerial personnel of the company or their relatives is concerned or interested in the resolution Other details as required under secretarial standard on general meeting (SS-2) and the SEBI (listing obligation and disclosure requirements ) regulation 2015 are furnished separately below.

The Following are the details of Mrs. Jamuna Ravikumar (holding DIN 08009308), who is a Director

Age:	34 Years
Qualification details:	Master of Commerce from University of Madras
Experience:	3 years' experience in accounts and Finance line, six years' experience in ROC and Income tax filing and Secretarial matters.
Terms & conditions:	
Remuneration last drawn:	NA
Date of first appointment	NA
Shareholding details:	NA
Relationship with other Directors/KMP :	NIL
Details of other Directorship, membership/ Chairmanship of other Boards	NIL
	NIL

**The Board recommends the resolution for the approval of the members**

**ITEM NO:9**

Since there is change in management of the Company object clause of the Company is desired to be changed in line with Solar and Infrastructure related activities. New management is pioneer in Solar, EPC related activities in the market accordingly, it is proposed to insert new objects in the main object clause of the Memorandum of Association of the Company.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of new Clauses 1,2, and 3 by Substituting the existing clauses 1,2,3 and adding Clauses 39 42 after existing Clause 38 as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies, Chennai and any other Statutory or Regulatory Authority, as may be necessary

The Directors commend the passing of the Resolution under Item No. 8 of the accompanying Notice for the approval of the Members of the Company.

None of the other Directors of the Company or the Key Managerial Persons of the Company or their respective relatives, are concerned or interested in the passing of the above Resolution.

The Board recommends the resolution for the approval of the members.

**Item No. 10:**

In terms of section 180(1)(c) of the companies act of 2013, the board of directors of a company shall exercise the power to borrow money, where money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business only with consent of the company by passing a special resolution.

The shareholders may kindly note that the Board intends to set the borrowing limits to Rs 100 Crores (Rupees One Hundred Crores only) and current proposal is only to comply with the requirement of passing of special resolution under section 180 of the Companies Act of, 2013.

The relevant resolution proposed for the member 'approval is specified collectively at item No 10. The board of directors recommended the special resolution as set out in item No:10 of the notice for the approval of the shareholders.

None of the directors, key managerial personnel or their relatives is in any way concerned or otherwise interested in this resolution.

**Item No. 11:**

The Members of the Company are informed that, to enable the Company to borrow money as mentioned in Item No. 10 the financial assistance proposed to be availed will

have to be secured by a mortgage or charge on the immovable and movable properties of the Company.

Section 180 (1) (a) of the Companies Act, 2013, inter alia, that the Board of Directors shall not without the consent of the Members in a General Meeting, sell, lease, mortgage or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. Since the mortgaging of the properties in favour of financial institutions/banks amounts to disposing the assets of the Company, approval of the members is sought under Section 180 (1) (a) of Companies Act, 2013.

The Directors recommend the resolution for Members approval.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are directly or indirectly concerned or interested in this resolution.

**Item No. 12:**

In terms of provisions of section 186 of the Companies Act 2013 where giving of any loans or guarantee or providing Security or the acquisition of Securities exceeds sixty percent of the aggregate of the paid up capital and free reserves and Securities premium account or Hundred percent of its free Reserves and securities premium account, whichever is more, prior approval of the shareholder by means of a special resolution shall be necessary.

Taking into account the future requirements of business and to ensure company's funding obligation towards group entities and other corporates. It is proposed to obtain the shareholders' approval upto an amount of Rs 200/- Crores (Rupees Two Hundred Crores Only) which as on date is higher than the limits specified under Section 186 of the Act.

None of the directors and key managerial personnel of the company or their respective relatives are concerned or interested in the resolution.

The board of directors commends the Special resolution for the approval of the members as a special resolution.

**Item No. 13.**

Your company has formulated a well-structured policy aimed at providing focus and direction to the various activities on CSR. The company is committed to identify and supporting the following programs.

Health care, Drinking water, Sanitation

Education

Promotion of Arts, Culture and Sports

Safety of woman and Children

Rural Development Projects

Environmental Sustainability, Ecological balance, conservation of natural resources

In order to pursue the above mentioned objects further your board intends to contribute towards said economic and social causes. Accordingly it is proposed to be seeking the member's approval to the contribution which is likely to exceed 5 % of the Companies average net profit for the 3 immediately preceding financial years in terms of section 181 of the companies Act, 2013.

None of the directors, key managerial personnel or their relatives is in any way concerned or financially or otherwise interested in this resolution.

The Board recommends the Special Resolution set out mentioned in item no 13 for the member's approval.

**By Order of The Board/**

**Place: Chennai  
Date: 26.07.2018**

**For YKM Industries Limited**

**Yerabhagha Meera Reddy  
Managing director  
DIN: 00591080**