

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Twenty Third Annual General Meeting of **YKM INDUSTRIES LIMITED** will be held on Monday, **the 25th Day of September 2017** at **10.00 A.M.** at No.4, Jayalakshmipuram, 1st Street, Nungambakkam, Chennai 600034 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2017, including the audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Mrs. Yerabgha Meerareddy Prasoon** who retires by rotation and being eligible offers himself for re-appointment.
3. **To appoint Statutory Auditors and fix their remuneration**

To consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution.

“RESOLVED THAT, pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendations of the Audit Committee, **Mr.S.Jothilingam, Chartered Accountant (MM No.219301) PAN : AIAPJ9482B** be and is hereby appointed as the statutory auditor of the Company in the place of **M/s.Ganesh Venkat & Co.**, Chartered Accountants to hold office from the conclusion of this Annual General meeting to the conclusion of the Twenty Eighth Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of the appointment by the members at every AGM by means of an Ordinary Resolution to be held after this AGM) on such remuneration as may be determined by the Audit Committee for the financial year 2017-18.”

By Order of The Board/

Place: Chennai
Date: 30.05.2017

For **YKM Industries Limited**

Y. Meera Reddy
Managing director

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 **23.09.2017** to **25.09.2017** (both days inclusive) for the purpose of Annual General Meeting for the financial year 2016-17.
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

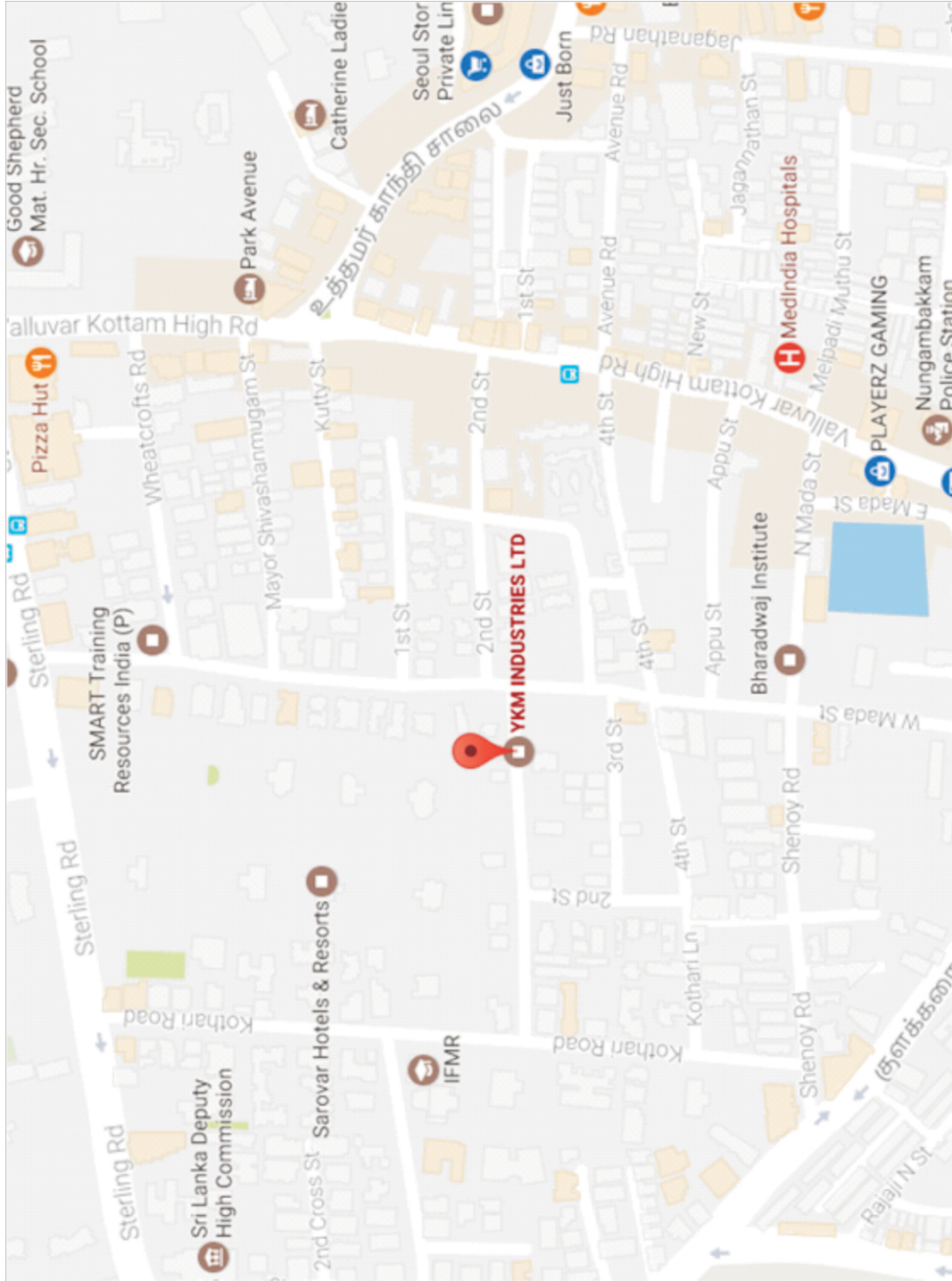
Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

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 and contact us at e-mail: ykmindustrieslimited@gmail.com or 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 23rd 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



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	Ms. Yerabgha Meerareddy Prasoon
Director Identification Number (DIN)	00591274
Date of Birth	17.10.1970
Date of Appointment	29.01.1998
Profile	Yerabgha Meerareddy Prasoon 46 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. She has been spearhead of marketing the properties to various IT Companies. She is also a Director in M/s. Sri Ayyan Constructions Limited, M/s. Bay Life Exports Limited, M/s. SKCL Property Management Services Private Limited, and M/s. IndoSpace SKCL Industrial Park Private Limited. She is retiring by rotation in the current year and being eligible offer herself for reappointment. The directors recommend her appointment.
Directorship in other Companies	SKCL Property Management Services LLP-DP SKCL Office Venture LLP-DP Sri Ayyan Constructions Private Limited-WTD Sri Kausalya Constructions Limited-WTD
Shareholding in the Company	3,31,610
Remuneration Sought to be paid	Nil

Instructions for e-voting

The complete detail of the instructions for e-voting is annexed to this notice.

Registered Folio No. / DP ID No. / Client ID No.	Number of shares held:
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Dear Member,

Subject: Instructions for e-voting

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility, additionally, to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 23rd Annual General Meeting to be held on day, the 25th day of September, 2017 at 10.00 A.M. (IST). The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

EVEN (E-voting Event Number)	User ID	Password

Please read the instructions printed below before exercising your vote.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on **25th September, 2017**.

Steps for Remote e-voting

1. Open the internet browser and type the following URL:
2. URL: <https://www.evoting.nsdl.com>
3. Click on Shareholder Login
4. If you are already registered with NSDL for e-voting, then you can use your

existing User ID and Password for Login.

5. If you are logging for the first time, please enter the User ID and Password provided in this document.
6. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. Home page of e-Voting opens. Click on e-Voting: Active E-voting Cycles.
8. Select "EVEN" of YKM INDUSTRIES LIMITED.
9. Now you are ready for e-Voting as Cast Vote page opens.
10. Cast your vote by selecting appropriate option and click on "Submit" and also "Conform" when prompted.
11. Upon conformation, the message "Vote cast successfully" will be displayed.
12. Once you have voted on the resolutions, you will not be allowed to modify your vote.
13. For the votes to be considered valid, the 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at csdhanapal@gmail.com with a copy marked to evoting@nsdl.co.in
14. 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 Downloads section of www.evoting.nsdl.com.
15. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

General Instructions:

1. The facility for voting through ballot/poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

2. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
3. The remote e-voting period commences on **09.30 A.M.** on **Saturday, September 22nd, 2017** and ends on **5.00 P.M** on **Sunday, September 24th, 2017**. During this period, the shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 18, 2017**, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. Since the Company is required to provide members the facility to cast their vote by electronic means (remote e-voting), shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **September 18, 2017** (and who have not cast their vote electronically during currency of remote e-voting, may only cast their vote at the Annual General Meeting.
5. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the Cut Off date i.e **September 18, 2017** may obtain the login ID and password by sending a request in writing at evoting@nsdl.co.in.
6. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.
7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through ballot paper.
8. **Shri. N. Ramanathan**, Partner of **M/s.S Dhanapal & Associates**, A firm of Practicing Company Secretaries (Membership No. FCS: 6665) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
9. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" / "Poling Paper" for all those members who are present at the

AGM but have not cast their votes by availing the remote e-voting facility.

10. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
11. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on date **September 18, 2017**.
12. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.ykmindustries.com and on the website of NSDL within 48 hours of conclusion of the Annual General Meeting and the same shall be communicated simultaneously to the Stock Exchanges.

All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 23rd Annual General Meeting of the Company.

By Order of The Board/

Place: Chennai
Date: 30.05.2017

For YKM Industries Limited

Y. Meera Reddy
Managing director