



CIN: L74999MH1995PLC220253

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014, as amended ("the Management Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) of the Act or Rules or Listing Regulations, as the case may be, for the time being in force), Circulars issued by the Ministry of Corporate Affairs ('MCA Circulars') as amended from time to time and all other applicable laws, rules and regulations, if any, that the Resolution(s) as appended below, be passed by the Members of Yuvraaj Hygiene Products Limited ('the Company') through Postal Ballot only by way of "remote e-voting" ("e-voting") for the following special resolution

Sr.No	Particulars
1.	To approve increase in remuneration of Mr. Vishal Kampani, Managing Director having (DIN: 03335717) from Rs. 5 00,000/- (Rupees Five Lakh) to Rs. 10,00,000/- (Rupees Ten Lakh) per month with effect from December 01, 2024

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts pertaining to said resolution(s) forms part of this Notice.

The Board of Directors of the Company has appointed CS Mannish L. Ghia (Membership No. 6252), Partner at M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting Postal Ballot/e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the MCA Circulars and Regulation 44 of the Listing Regulations read with Circular dated December 9, 2020 issued by the Securities and Exchange Board of India on e-voting facility provided by Listed Entities as amended from time to time, Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Company is pleased to extend e-voting facility to enable the Members to cast their votes electronically instead returning duly filled physical postal ballot form.

In compliance with regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted to Remote e-voting only i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for Remote e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/ depository participants. The details of the procedure to cast the vote form part of this Postal Ballot Notice

For the purpose of e-voting, the Company has engaged the services of Central Depository Services (India) Limited ('CDSL').

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9:00 A.M. (IST) on Tuesday, October 22, 2024
Conclusion of e-voting period	5:00 P.M. (IST) on Wednesday, November 20, 2024
Cut-off date for eligibility to vote	Friday, October 18, 2024

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Wednesday, November 20, 2024, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorised by the Chairman and the results of the voting will be announced as per prescribed limits under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, from the conclusion of the Remote e-voting. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of Remote e-Voting i.e., **Wednesday, November 20, 2024**. The said results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.hic.in and on the website of CDSL, www.evotingindia.com

SPECIAL BUSINESS

Item no. 1 – To approve increase in remuneration of Mr. Vishal Kampani, Managing Director having (DIN: 03335717) from Rs. 5 00,000/- (Rupees Five Lakh) to Rs. 10,00,000/- (Rupees Ten Lakh) per month with effect from December 01, 2024

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the section 197, 2(78) and 2(54) of the Companies Act, 2013 read with schedule V and other applicable provisions and rules made thereunder, including any statutory modification or re-enactment thereof, and based on recommendation of Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for increase in remuneration of Mr. Vishal Sudhir Kampani (DIN: 03335717), Managing Director of the Company from Rs. 5,00,000/- (Rupees Five) per month to Rs. 10,00,000/- (Rupees Ten Lakh) per month with effect from December 01, 2024 till completion of his term i.e. April 10, 2026 and on such terms and conditions as detailed in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Vishal Sudhir Kampani passed at the Annual General Meeting of the Company held on September 30, 2022 shall continue to remain in full force and effect.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company, be and is hereby severally authorized to sign and submit all the necessary documents, papers including e-forms electronically with the Registrar of Companies and in general to do all such things, acts and deeds as may be necessary and expedient in the aforesaid regard in order to put the foregoing appointment into action.”

**By order of the Board of Directors
For Yuvraaj Hygiene Products Limited**

Sd/-

**Mustafa Badami
Company Secretary & Compliance Officer
Membership No.: ACS. 30133**

**Place: Mumbai
Date: 10/10/2024**

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 setting out all the material facts and reasons in respect of the business set out at Resolution No. 1 in the Postal Ballot Notice is annexed hereto and forms part of Postal Ballot Notice. Members are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter, record their assent or dissent through the Remote voting facility provided by the Company.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent via electronic mode only, to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ("Depositories") as on **Friday, October 18, 2024** ("Cut-off Date"), and whose e-mail addresses are registered with the Company/ the Registrar and Transfer Agent (RTA) - CIL Securities Ltd, the Depositories/ Depository Participants. The Company has also made necessary arrangements for the members to register their email address for receiving the Postal Ballot Notice. Members who have not registered their email address are requested to register the same as per the process mentioned below.
3. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-Voting only. A Member cannot exercise his vote by proxy on postal ballot.
4. The Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories as on **Friday, October 18, 2024**, the Cut-off Date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
5. Members may note that this Notice will be available on the Company's website at www.hic.in, websites of the Stock Exchanges i.e. BSE Limited www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com
6. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and the Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India on General Meetings, the Company is pleased to provide e-voting facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited (CDSL).
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, October 18, 2024**. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on **Friday, October 18, 2024** Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.
9. The relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement shall be available for inspection electronically, during business hours on all working days, from the date of dispatch until the last date of the Remote e-Voting, basis the request of the Member(s) being sent on yhpl@hic.in mentioning their name, Folio no./Client ID and DP ID and the name of the document they wish to inspect, with a self-attested copy of their PAN Card attached to the e-mail.

10. The e-voting period commences on **Tuesday, October 22, 2024, at 9:00 A.M. (IST)** and ends on **Wednesday, November 20, 2024 at 5:00 P.M. (IST)** During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date i.e., **Friday, October 18, 2024**, may cast their vote by e-voting. The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
11. The Company has appointed CS Mannish L. Ghia (Membership No. 6252), Partner at M/s. Manish Ghia & Associates, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorised by the Chairman and the results of the voting by Postal Ballot will be announced as per prescribed limits under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, from the conclusion of the Remote e-voting.
12. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of Remote e-Voting i.e., **Wednesday, November 20, 2024**. The said results declared along with the Scrutinizer's Report shall be placed on the Company's website viz www.hic.in and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- 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 on **Tuesday, October 22, 2024, at 9:00 A.M. (IST)** and ends on **Wednesday, November 20, 2024 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 **Friday, October 18, 2024** 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.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting 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. 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 cdsl 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 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 is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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. 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>	<ol style="list-style-type: none"> 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. 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 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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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.</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 for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at 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.

(v) Login method for Remote e-Voting 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)

	<ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) **Click on the EVSN for the relevant Yuvraaj Hygiene Products Limited on which you choose to vote. The EVSN of the Company is 241010003**
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 Scrutinizer and to the Company at the email address viz; yhpl@hic.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding 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 at toll free no. 1800 21 09911

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 READ WITH SECTION 110 OF THE ACT:

ITEM NO. 1:

Mr. Vishal Kampani (DIN: 03335717) is one of the promoters of the Company and has been associated with the Company for more than 10 years. He has experience in the business of Hygiene Products which is the main business activity of the Company. Considering his experience, knowledge, dedication and meritorious services and significant contribution to the overall growth of the Company, he was appointed as Managing director of the Company at the Annual General Meeting held on September 30, 2022 for a term of 3 years commencing from April 11, 2023 to April 10, 2026.

Further, at the Annual General meeting held on September 30, 2022, remuneration payable to Mr. Vishal Kampani was agreed at Rs. 1,00,000/- (Rupees One Lakh) per month. Subsequently, at the Board meeting held on May 30, 2023, remuneration payable to him increased to Rs. 2,00,000/- (Rupees Two Lakh Only) per month. Further, with the recommendation of Nomination and Remuneration Committee and approved by the Board of Directors at their meeting held on May 29, 2024 his remuneration increased at Rs. 5,00,000/- (Rupees Five Lakh Only) per month.

Further, on recommendation of Nomination and Remuneration Committee and approval of Board of directors at their meeting conducted on October 10, 2024, remuneration payable to Mr. Vishal Kampani shall be increased from Rs. 5,00,000 (Rupees Five Lakh) per month to Rs. 10,00,000 (Rupees Ten Lakh) per month with effect from December 01, 2024 up to April 10, 2026.

However, according to the latest audited financial statement for the financial year ended March 31, 2024, and upon calculation of effective capital which is negative. Therefore, pursuant to Schedule V read with Section 197 of the Companies Act, 2013, Company cannot pay remuneration in excess of Rs. 60,00,000/- (Rupees Sixty Lakh) per annum.

Thus, for the aforesaid remuneration to be paid which is Rs. 10,00,000/- (Rupees Ten Lakhs Only) per month aggregating to 1,20,00,000 per annum, shareholder approval is required which is being sought for the remaining period of his tenure and the same is being proposed through postal ballot.

The remuneration to Mr. Vishal Kampani, Managing Director of the Company shall be payable as followed:

1. **Period:** With effect from December 01, 2024 till the end of his current tenure i.e April 10, 2026
2. **Fixed Salary:** Fixed salary of a sum not exceeding Rs. 10,00,000/- (Rupees Ten Lakh) per month in any financial year.
3. **Benefits, Perquisites & Allowances:** In addition to the fixed salary, Mr. Vishal Kampani shall not be entitled to perquisites, allowances and other benefits including retirement benefits like gratuity, contribution to provident fund etc. as per the Company's internal policies which are applicable to all its employees.
4. **Reimbursement of out of pocket expenses:** The Company will reimburse to Mr. Vishal Kampani all out of pocket expenses incurred by her in the course of legitimate business of the Company whether in India or abroad.
5. **Minimum Remuneration:** In any financial year end, during the tenure of Mr. Vishal Kampani as the Managing Director, if the Company becomes profitable then remuneration payable to him by way of salary as noted above shall be paid in accordance with section 196,

197 and 198 of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, or such other limits as may be prescribed by the Government from time to time and applicable to the Company.”

The Board recommends the resolution as set out in the Notice for approval of the members as Special Resolution.

None of the Director/key managerial personnel/ their relatives, except Vishal Kampani to whom this resolution is related and Mrs. Benu Kampani, being his spouse and Mr. Ankur Kampani, relative of Mr. Vishal Kampani, are concerned or interested, financially or otherwise, in the special resolution set out in Item No. 01 of the Notice.

Statement of information for the members pursuant to section II of part II of Schedule V to the Act has been provided as under.

General information

a. Nature of industry:

-The Company is gradually climbing the ladder of success in aspects of Hygiene and Cleaning equipments as well as products, equipment catering to insects, pesticides, households and commercial use.

b. Date of commencement of commercial production:

-The Company is in existence and operational since 1994-95.

c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

-Not applicable (the Company is an existing company)

d. Financial performance based on given indicators:

(Rs. In Lakhs)

Particulars	For Financial Year Ended	
	March 31, 2024	March 31, 2023
Total Income	1,975.92	2,019.15
Profit/(loss) before exceptional items & tax	6.44	(127.96)
Profit/(loss) for the year	(33.57)	(116.94)

e. Foreign investments or collaborations, if any:

-None

Information about the appointee

a. Background details:

-Mr. Vishal Kampani is at the position of Managing Director in the Company. He is Commerce Graduate who is having experience of more than 30 years in business of Hygiene Products.

b. Past remuneration:

-Remuneration paid to Mr. Vishal Kampani was Financial Year 2023-2024 was Rs. 22,00,000 /- per annum.

c. Recognition or awards:

-Under his guidance and leadership, the business of the Company has flourished.

d. Job profile and his suitability:

-He is responsible for managing daily affairs of the Company. deep knowledge of the Company's operations and its industry, Mr. Vishal Kampani is well suited to his role.

e. Remuneration proposed:

-Rs. 10,00,000/- per month

f. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

- Justified in comparison to remuneration paid in the Industry and the size of the Company.

g. Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any:

- Mr. Vishal Kampani is a part of promoter group of the Company and is also a relative of Mrs. Benu Kampani, Whole Time Director and Mr. Ankur Kampani, Director of the Company. Further, he holds control of 55.22% of share capital in the Company.

Other information

a. Reasons of loss or inadequate profits:

- The reasons for loss are largely due to stiff competition in the hygiene and cleaning industry.

b. Steps taken or proposed to be taken for improvement:

- The management has taken concrete steps to further improve the overall business volume and profitability. The Company intends to create a niche for itself in this sector and increase its business activities in coming years. Further, the company is exploring alternative options for turnaround of the Company.

c. Expected increase in productivity and profits in measurable terms:

- The increase in productivity or profits cannot be forecast accurately in measurable terms. However, with the steps taken for improvement, the outlook is expected improve.

Disclosures:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. is not applicable. Since he will be paid fixed salary of Rs. 10,00,000/- (Rupees Ten Lakh Only) per month.

By order of the Board of Directors
For Yuvraaj Hygiene Products Limited

Sd/-

Mustafa Badami
Company Secretary & Compliance Officer
Membership No.: ACS. 30133

Place: Mumbai
Date: 10/10/2024