

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of M/s. Shreeyash Industries Ltd will be held at 5-8-272, Flat No. 201, Ayesha Residency, Public Garden Road, Nampally, Hyderabad - 500001 on Wednesday the 9th July, 2014 at 11.30 AM to transact the following business.

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Audited Profit & Loss Account for the period ended on that date together with the reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mudigonda Phaneesh, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. C.S.Jadhav, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint M/s. S.K.Bang & Co Chartered Accountants, as Auditors of the Company and to authorize the Board to fix their remuneration and if thought fit to pass the following resolution with or without modification if any:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, M/s. S.K. Bang & Co., Chartered Accountants, be and hereby appointed as Statutory Auditors of the company for the financial year 2014-15 in place of M/s Chakradhar & Nandan, Chartered Accountants, who have expressed their un-willingness for re-appointment due to preoccupation, and that M/s. S. K. Bang & Co., Chartered Accountants shall hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and they shall be paid such remuneration as may be fixed by the Board of Directors, in addition to payment of other services and reimbursement of actual out of pocket expenses.”

SPECIAL BUSINESS:

5. To consider, and if thought fit, to pass, with or without modifications, the following resolution as Ordinary resolution:

“**RESOLVED THAT** Mr. Yezdi Batliwala, who was appointed as an Additional Director of the Company by the Board of Directors and who holds the office as per Section 161 of the Companies Act, 2013, up to the ensuing Annual General Meeting and in respect of whom the Company has, pursuant to the provisions of Section 160 of the Companies Act, 2013, received a notice in writing from a member, proposing his candidature for the office of Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation.”
6. To consider, and if thought fit, to pass, with or without modifications, the following resolution as Ordinary resolution:

“**RESOLVED THAT** Mr. Sandiip G Modi, who was appointed as an Additional Director of the Company by the Board of Directors and who holds the office as per Section 161 of the Companies Act, 2013, up to the ensuing Annual General Meeting and in respect of whom the Company has, pursuant to the provisions of Section 160 of the Companies Act, 2013, received a notice in writing from a member, proposing his candidature for the office of Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation.”
7. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 6,00,00,000/- (Rupees Six Crores only) divided in to 60,00,000 (Sixty Lakhs only) Equity shares of Rs. 10/- each to Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided in to 1,40,00,000/ - (One Crore Forty Lakhs Only) Equity Shares of Rs. 10/- each by creation of further 80,00,000 (Eighty Lakhs Only) Equity shares ranking Pari Passu with the existing shares”.

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds and things necessary to give effect to this above resolution.”
8. **To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members be and is hereby accorded to alter the Capital clause of the Memorandum of Association of the Company by substituting the following words in the existing Clause V of the Memorandum of Association with the following:

V. The Authorized Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 1,40,00,000 (One Crore Forty Lakhs only) Equity shares of Rs.10/- (Rupees Ten only) each.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things necessary to give effect to this above resolution.”

9. **To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special resolution:**

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members be and is hereby accorded to alter the Articles of Association of the Company by substituting the existing Clause 3 (a) of the Articles of Association with the following:

3. (a)The Authorized Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 1,40,00,000 (One Crore Forty Lakhs only) Equity shares of Rs.10/- (Rupees Ten only) each.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things necessary to give effect to this above resolution.”

10. **To alter the Objects of the Memorandum of Association of the Company and for this purpose, to consider and, if thought fit, to pass, pursuant to Section 110(1)(a) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the following resolution as a Special resolution by way of Postal Ballot :**

“RESOLVED THAT pursuant to Section 13(9) and other applicable provisions, if any, of the Companies Act, 2013, the existing Main Objects Clause of the Memorandum of Association of the Company be and are hereby altered by inserting the following additional new Main Objects as Clause 4 to 9 after the existing Main objects clauses 3:

NEW OBJECTS

4. To plant, grow, cultivate, produce, and raise plantations of various agricultural plants of proven utility along with other plantation, horticultural, medicinal and aromatic plants and crops and to buy, sell, export, import, process, distribute or otherwise deal with all kinds of natural, agricultural, plantation, horticultural, medicinal and aromatic plants and plant products.
5. To manufacture, produce, refine, process, formulate, acquire, convert, sell distribute, import, export, deal in organic and inorganic chemicals, chemical compounds, chemical products, light and heavy chemicals of any nature used in the hair products, solvents of any mixtures, derivatives and compounds thereof
6. To manufacture, produce, refine, process, formulate, acquire, convert, sell distribute, import, export, deal in Ayurvedic and natural herbs, herbal products, mixtures of herbs, herbal oils, pastes and natural conditioners, natural and processed herbs used in hair and facial products and any mixtures thereof and to carry on the business of manufacturing, refining, processing, preparing, raising, acquiring, buying, selling, importing, exporting, distributing and dealing, either on their own or as agents in various formulations of all kinds of health welfare drugs and/ or pharmaceuticals of various kinds, be it generic, medicinal, bio medicine and all other chemicals used in manufacturing of nutraceuticals and to carry on the business in India or abroad to develop, import, export, transfer, lease or carry on research in the field of molecular modelling of various applications in the field of bio technology or any stream of basic/ complex science and to establish centers in the field of biotechnology to further research for various commercial or non commercial applications, to enter into joint ventures, to take or grant licences for applications of the research and other rights attained by the Company in the related areas.
7. To construct, build, take on lease, purchase or acquire or manage in any manner whatsoever any residential or commercial estates, whether on ownership or development basis, such as land, open sites, apartments, houses, flats, rooms and multistoried or other buildings and group houses schemes, huts or other accommodation whether furnished or non furnished and to let or dispose of them on installment basis, on time – sharing basis, rent - purchase basis, whether by private treaty or by auction or in any other mode of disposition , all or any integral part thereof and to carry on the business of architects, engineers and contractors of all types of construction and fabrication works.

8. To carry on in India and/or elsewhere the business of Renewable and alternative energies like power generation from Biomass, MSW (Municipal Solid Waste), Wind power, from the Tidal waves, solar power and other non conventional methodologies of production of Synthetic Diesel or Bio Diesel or the intermediate or By products.
9. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of cereals, Sugar and sugar related products, wheat, rice and other agri products on retail as well as on wholesale basis in India or elsewhere., to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, export house of goods, merchandise on retail as well as on wholesale.

“RESOLVED FURTHER that Board of Directors be and are hereby authorized to do all such acts, deeds, things as may be necessary in this regard to give effect to above alteration.”

Place : 5-8-272, Flat No. 201, Ayesha Residency,
Public Garden Road, Nampally,
Hyderabad - 500001

Date : 24.05.2014.

By Order of the Board

Sd/-

(Hitesh M. Patel)
Managing Director

NOTES:

1. A Member entitled to attend and vote is entitled to appoint Proxy to attend and vote instead of himself and the Proxy need not be the Member of the Company. The Proxies in order to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. Members/proxies are requested to fill the attendance slips duly filled in for attending the meeting and bring their copies of the Annual Report to the meeting.
3. Members are requested to notify immediately any change in their address to our Share Transfer Agents.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 5th July, 2014 to 9th July, 2014 (both days inclusive)
5. Members, who are holding shares in identical order of names in more than one folio, are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
6. Corporate Members intending to depute their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. Members are requested to write to the Company for any queries, regarding Accounts, so as to reach the Company at least ten days before the meeting, to enable the management to keep the information ready at the Meeting.
8. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
9. Shri Ajay S Shrivastava, Practicing Company Secretary, having his office at 303, Durga Apartments, Road No. 10, Surya Nagar Colony, Somajiguda, Hyderabad – 500 082 has been appointed as Scrutinizer for the Special Business mentioned in Item nos 10 in this notice to be conducted by Postal Ballot.
10. The Shareholders are requested to convey their Assents or Dissents in writing in the Postal Ballot Form annexed to this notice and send the same in the Pre-Stamped and self addressed envelope which is also annexed herewith within 30 Days from the date of dispatch of this Notice i.e. by 07.07.2014.
11. The results of this Postal Ballot will be declared at the Annual General Meeting of the Company to be held on Wednesday the 9th July, 2014 at 11:30 AM held at the registered office of the Company.
12. Members are requested to make all correspondence pertaining to shares to the Company's Registrar & Transfer Agent.
13. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
14. The relevant documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days, between 11.00 a.m. and 1.00 p.m. up to the date of the declaration of result.
15. The information pertaining to the Directors proposed to be re-appointed are furnished below in terms of Clause 49 of the Listing Agreement with the Stock Exchanges:

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the companies Act, 1956)

Item No.5

The Board of Directors of the Company appointed Mr. Yezdi Batliwala as Additional Director of the Company and he will hold the office up to the ensuing Annual General Meeting. The Board has received a notice in writing from One member of the Company proposing their appointment as Director of the Company, under Section 160 of the Companies Act, 2013, and who is liable to retire by rotation.

The Board of Directors recommends the passing of the resolutions.

None of the Directors or Key Managerial person other than the appointees concerned or interested in the said resolutions.

Item No. 6

The Board of Directors of the Company appointed Mr. Sandip G Modi as Additional Director of the Company and he will hold the office up to the ensuing Annual General Meeting. The Board has received a notice in writing from One member of the Company proposing their appointment as Director of the Company, under Section 160 of the Companies Act, 2013, and who is liable to retire by rotation.

The Board of Directors recommends the passing of the resolutions.

None of the Directors or key managerial person, other than the appointees concerned or interested in the said resolutions.

Item Nos. 7 to 9:

Your Company wishes to expand its business operations by diversification in to new businesses namely Healthcare, Natural Minerals, Herbal products, Agricultural products and Construction etc. by acquiring companies already engaged in the said business activities through a scheme of arrangement. Pursuant to the proposed scheme of arrangement, fresh equity is to be issued as consideration to the shareholders of the merging companies as per the Exchange ratio after approval of the same by High Court.

In order to facilitate such fresh equity issue, the Company is required to increase its Authorized share capital to the extent of Rs. 14,00,00,000/-. In this connection, as per the provisions of Section 61 of the Companies Act, 2013, your approval is required in favor of resolution no 1 in the form of an ordinary resolution.

The resolutions in Item Nos. 8 & 9 are consequential to item no 7 for alterations of Capital clauses of Memorandum & Articles of Association of the Company respectively.

The Board recommends your approval for item nos 7 to 9.

None of the Directors or key managerial person is in any way concerned or interested in the said resolutions.

Item No. 10:

The Company has been carrying on the business of manufacturing and trading in Garments. Due to heavy competition and lack of adequate working capital, the Company is not able to carry out its business activities effectively on a large scale. Currently the company does not have any employable fixed assets for carrying out its business activities.

Considering the current business situation and in order to improve the Company's Business profile and profitability and to create value for all stakeholders, the management of the Company has decided to opt for conglomerate diversification and expand its business operations by diversifying in to the stream of Healthcare, natural minerals, Herbal products, Agricultural products such as Biomass, Bio diesel, Renewable energy activity such as Wind power, Solar Power implementation of second generation technologies for nonconventional power generation and construction etc.

For the Company to carry out the said new businesses on completion of the proposed Scheme of Arrangement, Alteration of the Main objects clause of the Memorandum of Association of the Company is required so as to insert new objects 4 to 9 specified in the resolution above in addition to the existing objects 1 to 3 in the Main objects Clause of the Memorandum of association of the Company.

In the best interests of the Company and its shareholders, the Board of Directors recommends the approval of the resolution in Item No 10.

Pursuant to Section 110, in respect of Item Nos. 10, the following is also stated:

For the proposals in Item nos. 10, your approval is being sought under the provisions of Section 110 of the said Act, read with Companies (Management & Administration) Rules, 2014 through a resolution to be passed by Postal Ballot as set out in the Notice.

You are requested to carefully read the instructions contained in the Postal Ballot Form and send the same after exercising your vote to the Scrutinizer Shri Ajay S Shrivastava, Practicing Company Secretary, 303, Durga Apartments, Rd. No. 10, Surya Nagar Colony, Somajiguda, Hyderabad – 500 082.

The Board has appointed him as Scrutinizer for the Postal Ballot Programme.

Please note that after recording your vote, please sign the postal form and forward it to the Scrutinizer in the enclosed prepaid self-addressed envelope so as to reach to the Scrutinizer on or before 7th July, 2014 – by 5.00 PM to be able to announce the result of the Postal Ballot by the Chairman at the Annual General Meeting on 9th July, 2014.

SHREEYASH INDUSTRIES LIMITED

REGD OFFICE: 5-8-272, 276 & 322, Ayesha Residency,
Public Garden road, Nampally, Hyderabad – 500 001
POSTAL BALLOT FORM

S. No.

1. Name of the shareholder (in BLOCK letters) including Joint holder(s)	
Registered Address of the First/ sole named shareholder	
Registered Folio No. / Client ID No. (Applicable to members holding shares in Demat Form)	
No. of Shares held	
I / We hereby exercise my/our vote in respect of the Special resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/ our assent / dissent to the said resolution(s) by placing tick (*) mark at the appropriate box given below.	

Item No. 10	No. of Shares		Please tick(*) in the appropriate box below
Special Resolution under Section 13 of the Companies Act, 2013 for alteration of Main Objects Clause of Memorandum of Association of the Company.		I / We Assent to the resolution	
		I / We Dissent to the resolution	

Place:

Date:

Signature of the shareholder

Please read the instructions printed overleaf before exercising the vote

ELECTRONIC VOTING PARTICULARS

EVSN for postal Ballot	140616009
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INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot form and send it to the Registered office of the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier at the expenses of the registered shareholders will also be accepted .
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. There will be only one Postal Ballot Form for every Folio / Client ID.
4. This form should be completed and signed by the shareholders. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
5. Unsigned Postal Ballot form will be rejected.
6. Duly completed Postal Ballot form should reach the Company before closing of the business hours on 5.00 P.M. on 7th July, 2014. Postal ballot form received after this date will be strictly treated as not received.
7. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority.
8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the date of dispatch of the Notice for the said meeting .i.e. 2nd June, 2014.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as the envelope will be sent to the Scrutinizer Shri. Ajay Shrivastava, 303, Durga Apartments, Rd no. 10, Surya Nagar colony, Somajiguda, Hyderabad-500082 and any extraneous paper found in the envelope would be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
11. A Member can opt only one mode for voting i.e. either Physical or e-voting. In case a member opts e-voting, he cannot exercise his vote through postal ballot form and vice-versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then the voting done through physical Ballot shall prevail and voting done by e- voting will be treated as invalid.
12. Instructions for e-voting facility being provided through NSDL are given elsewhere in the Notice.

Voting through Electronic Means:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies(Management & Administration) Rules, 2014, the Company is pleased to provide members with the facility to exercise their right to vote by electronic means, as an alternative to vote physically at the Extra Ordinary General meeting (EGM) and the business may be transacted through e-voting services provided by Central Depository Services(India) Limited (CDSL). Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their votes exercising both the options ie. Physically and e-voting, then votes cast through e-voting shall be only taken into consideration and treated as Valid whereas votes cast physically at the meeting shall be treated invalid. The cut off date to ascertain the Members for the purpose is 2nd June, 2014.

The instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail:

- i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii) Log on to the e-voting website www.evotingindia.com.
- iii) Click on “Shareholders” tab to cast your votes.
- iv) Now, select the Electronic Voting Sequence Number - “EVSN” along with **Shreeyash Industries Limited** from the drop down menu and click on “SUBMIT”
- v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <**ABCDE1234F**> in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value <**01/06/2014**> in the DOB column.

- vi) After entering these details appropriately, click on “SUBMIT” tab.

- vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ % & *). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- viii) Click on the relevant EVSN on which you choose to vote.
- ix) 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.
- x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xi) 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.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(II) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

- (B) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.
- (C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- (D) The voting period begins on 5th July, 2014 at 9 AM and ends on 7th July, 2014 at 6.00PM . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date ie. 2nd June, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

e-Voting support desk

Central Depository Services (India) www.cdslindia.co.in)

Bigshare Services (P) Limited

Contact person :

T.PTaju

Vice President

BY ORDER OF THE BOARD

Sd/-

Hitesh M Patel

Managing Director