

YKM INDUSTRIES LIMITED

24th Annual Report

2017 - 2018

YKM INDUSTRIES LIMITED

CIN : L05001TN1994PLC028263

BOARD OF DIRECTORS

Mr. YERABHAGAMEERA REDDY	Managing Director
Mr. KALPESH KUMAR	Additional Director
Mr. SHAILESH RAJAGOPALAN	Additional Director
Mr. HEM SENTHIL RAJ	Additional Director (Independent)
Mrs. JAMUNA	Additional Director (Independent)

BANKERS

AXIS BANK LTD.
Ayanavaram Branch

COMPANY SECRETARY

Sadasivam Deivanayagam

AUDITORS

Mr. S. JOTHILINGAM
Chartered Accountant
No.23A, 1st Floor, Thangam Colony
2nd Street, Anna Nagar West,
Chennai - 600040.
Ph: 044 - 64601464 / 42693061
E-mail: jothioffice@gmail.com

SHARES LISTED AT

BSE Limited

REGISTERED OFFICE

2nd Floor, No.67, Bazullah Road,T. Nagar
Chennai-600017. **Website** www.ykmindustries.com

REGISTRAR AND SHARE TRANSFER AGENTS

GNSA INFOTECH LIMITED
STA Department, Nelson Chambers,
4th Floor, F Block, No. 115, Nelson Manickam Road,
Aminjikarai, Chennai 600029.

TO SHAREHOLDERS

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of **YKM INDUSTRIES LIMITED** will be held on Friday the 28th 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 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Mr. Yerabhagha 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 25th 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 26th, 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 27th 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 27th 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 whosesoever 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

Yerabhagha 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"> • SKCL Property Management Services LLP-DP • SKCL Office Venture LLP-DP • Aalya Venture LLP - DP • Sri Ayyan Constructions Private Limited Director • Sri Kausalya Constructions Limited-Managing Director • SKCL Property Development Limited Director • SKCL Property Management Services Private Limited Director • Delphina Consultants Private Limited - Additional Director
Shareholding in the Company	24,16,460
Remuneration Sought to be paid	Nil

NOTES:

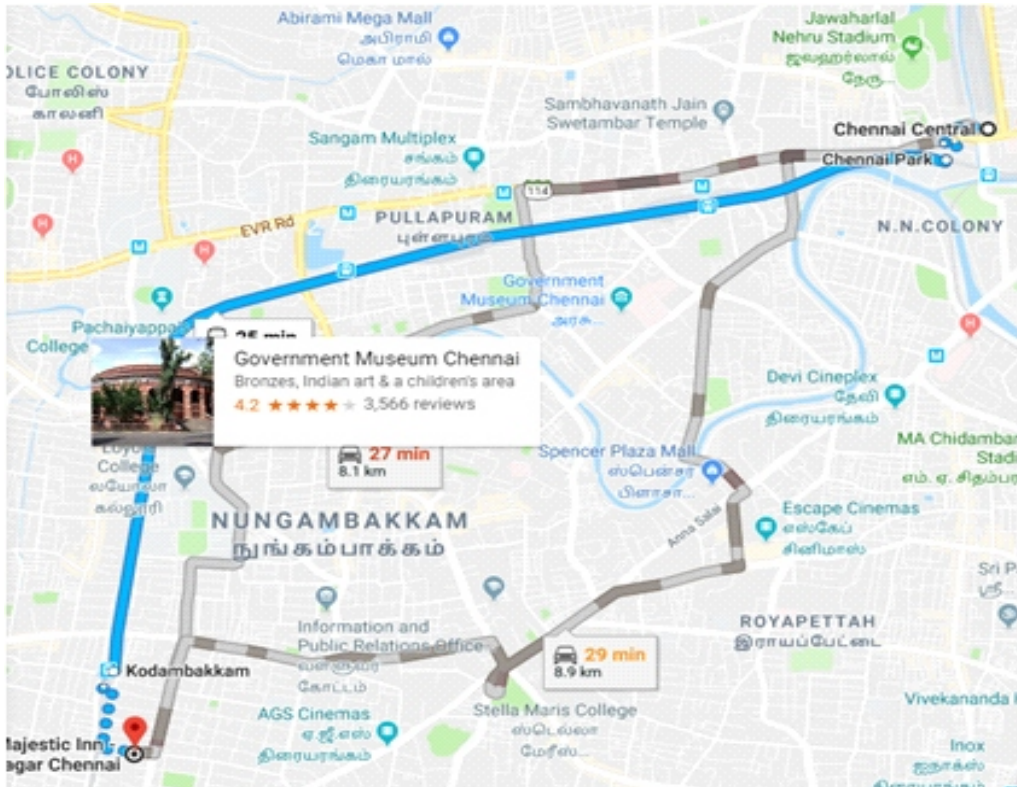
1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten 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 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 24th 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 hold shares 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***

Even : 109962
2018

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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 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 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 or call on toll free no.: 1800-222-990 or send a request to 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 27th 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 :	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. Jamuna Ravikumar as women independent director for a term of three consecutive years from the conclusion of this AGM till the conclusion of 27th AGM to be held in the year 2021, not liable to retire by rotation.

The company has 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. 9 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**

BOARD'S REPORT

To the Members, To the Members,

The Directors have great pleasure in presenting the 24th Annual Report of the Company along with the audited financial statements for the financial year ended March 31, 2018.

FINANCIAL RESULTS:

The financial results of the Company for the year ended **31st March, 2018** are summarized below:

Sl. No.	Particulars	Current Year ended 31st March, 2018	Previous Year ended 31st March, 2017
(i)	Revenue from operations (net)	-	-
(ii)	Other Income	-	-
(iii)	Total Income	-	-
(iv)	Operating Expenditure	9,67,465	5,72,986
(v)	Profit before Interest, Depreciation and		
	Amortization and Tax	(9,67,465)	(5,72,986)
(vi)	Finance Costs (net)	-	-
(vii)	Depreciation and Amortisation	-	-
(viii)	Profit before Taxes	(9,67,465)	(5,72,986)
(ix)	Tax Expenses	2,17,811	81,384
(x)	Net Profit / (Loss) for the Year	(7,49,654)	(4,91,602)

PERFORMANCE OF THE COMPANY:

Your company has not done any business during the financial year. As a consequence your Company has incurred a net loss after tax of Rs.7,49,654/- during the financial year 2017-2018.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED SINCE 31.03.2018 TILL THE DATE OF THIS REPORT:

There is a Change in management of the Company by virtue of acquisition made by the Acquirers namely, Mr. Anil Jain, Mrs. Dimple Jain, Mrs. Ugam Devi Jain and

Sherisha Technologies Private Limited as a going concern during the month of July, 2018 and is functioning under the new management.

CHANGES IN THE NATURE OF BUSINESS IF ANY:

There are no changes in the nature of business of the company during the financial year under review.

DIVIDEND:

Due to non-availability of profits during the financial year, your Directors do not recommend any dividend for the financial year 2017-2018.

SHARE CAPITAL:

During the year, your Company has not made any allotment, subsequent to which there is no change in the share capital of the Company.

TRANSFER TO RESERVES:

The Company has incurred loss and has carried the losses to Profit & Loss Account as such there is no transfer to General Reserve made during the Financial Year.

PUBLIC DEPOSITS:

Your company did not invite or accept any deposits from the public under section 73 of the Companies Act, 2013 read with Companies Acceptance of Deposits, Rules 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

There were no loans, guarantees or Investments made by the Company falling under Section 186 of the Companies Act, 2013.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Shri.Yerabhadra Meera Reddy Managing Director retires by rotation in the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. The Board has recommended his re-election. A resolution is proposed for his re-appointment in the notice.

The Composition of the Board has been changed in the manner as mentioned below with the following directors has been appointed and resigned in the dates as mentioned hereunder:

DETAILS OF CESSATION OF DIRECTORS & OTHER MANAGERIAL PERSONNEL DURING THE YEAR (RULE 8(5)(III) of Chapter IX)

Name	DIN	Designation	Date of Cessation	Reason for Cessation (Sec.168)
AnbumaniNeikkuppai Govindarajan	02303791	Director	26/07/2018	Resignation
AshishDadhichi Loganathan	08142793	Additional Director	26/07/2018	Resignation
Dhakshinamoorthy	02298925	Director	26/07/2018	Resignation
Manivasagam Sivachandran	08142767	Additional Director	26/07/2018	Resignation
RamuYuvaraj	08115409	Additional Director	26/07/2018	Resignation
Yerabhagha Meerareddy Prasoon	00591274	Director	26/07/2018	Resignation

DETAILS OF APPOINTMENT OF DIRECTORS & OTHER MANAGERIAL PERSONNEL DURING THE YEAR RULE 8(5) (III)

Name	DIN	Designation	Date of Appointment
Sadasivam Deivanayagam	NA	Company Secretary	03/11/2017
Kalpeshkumar	07966090	Additional director	26/07/2018
ShaileshRajagopalan	01855598	Additional director	26/07/2018
Hem senthil raj	06760725	Additional director	26/07/2018
Jamuna	08009308	Additional director	26/07/2018

DECLARATION BY INDEPENDENT DIRECTORS:-

The Company did not have any Independent Directors as on 31.03.2018. Consequently, the question of receiving any declarations from its Independent Directors under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of financial year ending 31.03.2018 does not arise.

BOARD MEETINGS HELD DURING THE FINANCIAL YEAR:

During the year, 5 (Five) Board Meetings were convened and held as given below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Board Meeting Date	Attendance Details
30.05.2017	All directors present
09.08.2017	All directors present
01.11.2017	All directors present
13.11.2017	All directors present
14.02.2018	All directors present

BOARD COMMITTEES:

The Board has not constituted any Committees during the year.

DETAILS OF POLICIES DEVELOPED BY THE COMPANY:**Board Diversity:-**

The Company recognizes and values the importance of a diverse board as part of its success. The Company believes that a truly diverse Board will leverage differences in ideas, knowledge, thought, perspective, experience, skill sets, age, ethnicity, religion and gender which will go a long way in retaining its competitive advantage.

Whistle Blower Policy Vigil Mechanism:-

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the Employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or Policy. The mechanism provides for adequate safeguards against victimization of employees and directors to avail of the mechanism and also provide for direct access to the Chairman of the Board/Chairman of the Audit Committee in exceptional cases.

In line with the statutory requirements, the Company has formulated a Whistle Blower Policy/Vigil Mechanism, which covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is or is likely to be affected and formally reported by whistle blowers concerning its employees.

The Managing Director is responsible for the administration, interpretation, application and review of this policy. The Managing Director is also empowered to bring about

necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee. The mechanism also provides for access to the Chairman of the Audit Committee in required circumstances.

EVALUATION OF BOARD, COMMITTEE AND DIRECTORS:-

The Company has now constituted the composition of the Board of Directors as required. Evaluation of Board, Committee and its Directors will take place in the subsequent years as Pursuant to the provisions of the Companies Act of 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirement), Regulation 2015 ("The Listing Regulation")

MEETING OF THE INDEPENDENT DIRECTORS:

Since the Company has not appointed any independent directors during the year, the question of any meeting by the independent directors does not arise.

TRAINING AND FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:-

Training and familiarization programmes were not conducted during the year, as the Company did not find any suitable candidate for being appointed as an Independent Director on the Board.

This requirement will be met in the financial year [2018-2019] for the appointments made subsequently.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:-

Since the Company did not have any operations during the year, preparation of Management Discussion and Analysis Report is not applicable to the Company.

NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:-

The Company has no subsidiaries, joint venture or associate companies and hence the disclosure of the same does not arise.

STATUTORY AUDITORS:-

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.

SECRETARIAL AUDITOR:-

In accordance with the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. A Mohan Kumar , (FCS 4347 C.P: 19145) Practicing Company Secretary, Chennai, to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as 'Annexure 2'.

PARTICULARS OF EMPLOYEES AND REMUNERATION:-

Since there were no employees during the year under review, disclosure pertaining to the remuneration and other details as required u/s 197 of the Act, the rules thereunder does not arise.

Details required as per Section 197 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:-

Name of Director/KMP	Amount of Remuneration Per	Ratio of remuneration	% increase	Comparison of
Sadasivam Deivanayagam (Company Secretary)	Rs 75000/- (W.E.F 03.11.2017- 31.03.2018)	NA	NA	NA

Percentage increase in the median remuneration of employees in the Financial Year:-

NOT APPLICABLE.

Number of permanent employees on the rolls of the Company as on 31.03.2018:-

NOT APPLICABLE.

Explanation on relationship between average increase in remuneration and Company performance:-

NOT APPLICABLE.

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:-

NOT APPLICABLE.

Affirmation that the remuneration is as per the remuneration policy of the Company:-

NOT APPLICABLE.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Since your Company did not have any operations during the year, the board is of opinion that internal financial control will be in place once the operations are commenced in full swings.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

As a matter of fact there were no employees during the year under review. Hence no disclosures regarding sexual harassment of women at workplace does not arise.

LISTING WITH STOCK EXCHANGES:

The equity shares of the company are listed with Bombay Stock Exchange. The code given to the company is 531260

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year there are no significant and Material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

EXTRACT OF ANNUAL RETURN:

An extract of the Annual Return in **Form MGT-9** is annexed herewith and marked as **Annexure B** forms part of this report

RELATED PARTY TRANSACTIONS:

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has developed a policy on dealing with Related Party Transactions and such policy is disclosed on the Company's website www.ykmindustries.com

There were no related party transactions as contemplated under Section 188 of Companies Act, 2013 entered into during the financial year by the Company with its Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

Company has not entered into any related parties transaction falling under AS-18.

DISCLOSURE ABOUT COST AUDIT:

As per Companies (Cost Records and Audit) Amendments Rules, 2014 dated 31/12/2014 issued by the MCA, the company is not subjected to cost audit.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details on Conservation of energy, technology absorption, foreign exchange earnings and outgo is annexed herewith and marked as **Annexure C** forms part of this report.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The directors have prepared the annual accounts on a going concern basis.
- v. The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

DEPOSITORY SYSTEM:

Pursuant to the Directions of the Securities and Exchange Board of India, the Company's Securities has been dematerialized and also admitted into National Securities Depository Limited and has been allotted with ISIN INE332F01018. The Company's Shares are listed.

REPLY TO QUALIFICATIONS IN SECRETARIAL AUDITOR'S REPORT:

The Company does not have any operations and hence has not appointed an Internal Auditor and Chief Financial Officer. Once the operational performance of the Company improves, it will appoint an internal auditor and chief financial officer.

The Company has appointed 3 Non Executive and Independent Directors during the Financial Year 2018-2019.

The Company will constitute Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee as per the provisions of the Companies Act, 2013.

The Company will conduct the Performance appraisal of Directors, Board and Committees as per the provisions of the Companies Act, 2013.

ACKNOWLEDGEMENTS:

The Directors would also like to thank members and bankers for the continued support given by them to the Company and their confidence reposed in the management. The Directors appreciate and value the contributions made by every member of YKM Industries Limited.

By Order of The Board/

Place: Chennai
Date: 26.07.2018

For YKM Industries Limited

Yerabhasha Meera Reddy
Managing director
DIN: 00591080

Annexure – A
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
For the financial year ended 31.03.2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

YKM Industries Limited

Chennai

1. I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s.YKM Industries Limited**, (hereinafter called the Company). Secretarial Audit was conducted based on records made available to me, in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.
2. Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to us and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I, on strength of those records, and information so provided, hereby report that in my opinion and understandings, the Company, during the audit period covering the financial year ended on **March 31, 2018**, appears to have complied with the statutory provisions listed hereunder and also in my limited review, the Company has proper and required Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minutes book, forms and returns filed and other records maintained by the Company and made available to us, for the financial year ended on **March 31, 2018** according to the applicable provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder. The Company has no Overseas Direct Investment and External Commercial Borrowing and hence not applicable.
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Not Applicable to the Company during the financial year under review;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; Not Applicable to the Company during the financial year under review;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; The Company did not issue any security during the financial year under review and hence not applicable;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not Applicable to the Company during the financial year under review;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; During the financial year under review the Company has not issued any debt securities and hence not applicable;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; The Company is not registered as transferor to issue and Share Transfer Agent during the financial year under review and hence not applicable.
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not applicable during the financial year under review as the Company has not delisted its equity shares from any stock exchange; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; The Company has not bought back any of its securities during the financial year under review and hence not applicable;
- vi) The management has **informed that there are no laws, which are specifically applicable to the Company:**

I have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.

- ii) The Listing Agreements entered into by the Company with BSE Limited and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from 1st December, 2015)

During the period under review, the Company has complied in accordance with the requirements to be met with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to a required extent, except:

Appointment of Chief Financial Officer as required under Section 203 of the Companies Act, 2013;

Appointment of Internal Auditor & Independent Directors However after the conclusion of the financial year, the Company has appointed Mr. Yuvaraj Ramu as Independent Director with effect from 24/04/2018 and Mr. Ashish Dadhichi and Mr. Manivasagam Sivachandran as Independent Directors with effect from 29/05/2018;

Constitution of Nomination and Remuneration Committee under Section 178 of the Companies Act, 2013;

Re-constitution of Stake Holders Relationship Committee under Section 178 of the Companies Act, 2013;

Re-constitution of Audit Committee under Section 177 of Companies Act, 2013;

Performance appraisal of Directors, Board and Committees as required under the provisions of Sections 134, 178 read with Schedules IV of the Companies Act, 2013;

It is represented to us that the Company has initiated measures, wherever required, to address issues raised by the statutory authorities and letters / notices received by the Company during the financial year under various enactments as applicable to the Company.

I further report that, subject to the above, the related documents that I have come across depict that:

The Board of Directors of the Company is constituted as applicable with proper balance of Executive Directors, Non-Executive Directors **whereas the Company is yet to appoint Independent Directors** and there were no changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is

carried through in the meeting.

I further report that based on my limited review of the compliance mechanism established by the Company, there appear adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

I further report that my Audit was subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and I am not responsible for any lapses in those compliances on the part of the Company.

Place: Chennai
Date: 29.05.2018

A.MOHAN KUMAR
Practicing Company Secretary
Membership Number: FCS 4347
Certificate of Practice Number: 19145

This Report is to be read with our testimony of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To,

The Members,

M/s. YKM Industries Limited,

Chennai.

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I have followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai

Date: 29.05.2018

A.MOHAN KUMAR
Practicing Company Secretary
Membership Number: FCS 4347
Certificate of Practice Number: 19145

Annexure B
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March 2018
of

YKM INDUSTRIES LIMITED

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i	CIN	L05001TN1994PLC028263
ii	Registration Date	04.08.1994
iii	Name of the Company	YKM Industries Limited
iv	Category / Sub-Category of the Company	Company limited by shares / Indian Non-Government Company
v	Address of the Registered Office and Contact Details	No. 4, Jayalakshmipuram, 1 st Street, Nungambakkam, Chennai 600034 Phone No.: 044-4211 3810 E-mail: scanet@skcl.co.in
vi	Whether Listed Company (Yes / No)	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s GNSA Infotech Limited Regd Office: STA Department, Nelson Chambers, 4th Floor, F Block, No. 115, Nelson Manickam Road, Aminjikarai, Chennai - 600029

I. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

Sl. No	Name and Description of Main Products / Services	NIC Code of the Product/ Service	% to total turnover of the company
During the year no activity was carried on by the Company			

I.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL

Sl. No	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
-	-	-	-	-	-
-	-	-	-	-	-

I. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage to Total Equity)										
i). Category-wise Share Holding:										
Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year			% of Change During The year	
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total		% of Total Shares
(A)	Promoters									
(1)	Indian									
(a)	Individual / HUF	2876880	NIL	2876880	64.07	2876880	NIL	2876880	64.07	NIL
(b)	Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(c)	State Govt (s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d)	Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e)	Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(f)	Any Other...	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub-Total (A) (1)	2876880	NIL	2876880	64.07	2876880	NIL	2876880	4.07	NIL
(1)	Foreign									
(a)	Individual / HUF	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(b)	Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(c)	State Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d)	Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e)	Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(f)	Any Other...	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub-Total (A) (2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total Share holding of Promoter (A) = (A) (1) + (A) (2)		2876880	-	2876880	64.07	2876880	-	2876880	64.07	-

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change During The year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(B)	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(b)	Banks / FI	-	-	-	-	-	-	-	-	-
(c)	Central Govt.	-	-	-	-	-	-	-	-	-
(d)	State Govt (s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FIs	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i)	Others (Specify)	-	-	-	-	-	-	-	-	-
	OCB	-	-	-	-	-	-	-	-	-
	Sub-Total (B) (1)	-	-	-	-	-	-	-	-	-
(2)	Non-Institutions									
(a)	Bodies Corp.									
i.	Indian	452500	18900	471400	10.50	452500	18900	471400	10.50	-
ii.	Overseas	-	-	-	-	-	-	-	-	-
(b)	Individuals									
i.	Individual shareholders holding nominal share capital upto Rs.1 lakh	12600	459610	472210	10.52	12600	419010	431610	9.62	-
ii.	Individual shareholders holding nominal share capital in excess of Rs.1 lakh	572210	97200	669410	14.91	572210	137800	710010	15.81	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change During The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(c)									
Non Resident Indians	-	-	-	-	-	-	-	-	-
Sub-Total (B) (2)	1037310	575710	1613020	35.93	1037310	575710	1613020	35.93	-
Total Shareholding of Public (B) = (B) (1) + (B) (2)	1037310	575710	1613020	35.93	1037310	575710	1613020	35.93	-
C Shares held by custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3914190	575710	4489900	100	3914190	575710	4489900	100	-

ii). Share Holding of Promoters:

Sl. No	Shareholders' Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% of Change During The year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Mr. Y Meera Reddy	24,16,460	53.82	Nil	24,16,460	53.82	Nil	Nil
2	Mrs. YMR Prasoon	3,31,610	7.39	Nil	3,31,610	7.39	Nil	Nil
3	Mr. A H Kishore	1,28,810	2.87	Nil	1,28,810	2.87	Nil	Nil
	Total	28,76,880	64.07	Nil	28,76,880	64.07	Nil	Nil

iii). Change in Promoters' Shareholding (Please specify, if there is no change): There is no change in Promoters' Shareholding during the year.

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the end of the year	-	-	-	-

iv). Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For each of the top 10 shareholders	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year				
1	Bay Life Exports Limited	4,52,500	10.08	4,52,500	10.08
2	Rajani V	2,88,900	6.43	2,88,900	6.43
3	Varadarajan C. M.	2,45,300	5.46	2,45,300	5.46
4	A. Prathima	38,010	0.79	38,010	0.79
5	Uma Suresh	33,400	0.69	33,400	0.69
6	Jayaraman K	23,000	0.48	23,000	0.48
7	Venkatachalam V	15,700	0.33	15,700	0.33
8	Sathiamurthi R	14,900	0.31	14,900	0.31
9	MBFS Investments Pvt Ltd.	14,600	0.30	14,600	0.30
10	Selvakumari V	10,200	0.21	10,200	0.21
	Date wise increase / decrease in promoters shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	NIL			
	At the end of the year (or on the date of separation, if separated during the year)				

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Bay Life Exports Limited	4,52,500	10.08	4,52,500	10.08
2	Rajani V	2,88,900	6.43	2,88,900	6.43
3	Varadarajan C. M.	2,45,300	5.46	2,45,300	5.46
4	A. Prathima	38,010	0.79	38,010	0.79
5	Uma Suresh	29,800	0.69	29,800	0.69
6	Venkatachalam V	15,700	0.35	15,700	0.35
7	Sathiamurthi R	14,900	0.33	14,900	0.33
8	MBFS Investments Pvt Ltd.	14,600	0.33	14,600	0.33
9	Selvakumari V	14,400	0.32	14,400	0.32

v). Shareholding Pattern of Directors and Key Managerial Personnel:

Sl. No.	Particulars For each of the top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year Yerabhadra Meera Reddy (Managing Director)	24,16,460	53.82	24,16,460	53.82
2	Yerabhadra Meera Reddy Prasanna (Non Executive Director)	3,31,610	7.39	3,31,610	7.39
3	Anbumani Neikkuppai Govindarajan (Independent Director)	-	-	-	-
4	Loganathan Dhakshinamoorthy (Independent Director)	-	-	-	-

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	For each of the top 10 shareholders				
	Date wise increase / decrease in promoters shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
1	At the end of the year Yerabagha Meera Reddy (Managing Director)	-	-	-	-
2	Yerabagha Meera Reddy Prasoonna (Non Executive Director)	24,16,460	53.82	24,16,460	53.82
3	Anbumani Neikkuppai Govindarajan (Independent Director)	3,31,610	7.39	3,31,610	7.39
4	Loganathan Dhakshinamoorthy (Independent Director)	-	-	-	-

V). INDEBTEDNESS: NIL

Indebtedness of the company including interest outstanding / accrued but not due for payment

Particulars		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness (in Rs.)
Indebtedness at the beginning of the financial year					
(i)	Principal Amount	-	-	-	-
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	Total (i + ii + iii)				
Changes in Indebtedness during the financial year					
I	Addition	-	-	-	-
ii)	Reduction	-	-	-	-
iii)	Net Change	-	-	-	-
Indebtedness at the end of the financial year					
I)	Principal Amount				
ii)	Interest due but not paid				
iii)	Interest accrued but not due				
	Total (i + ii + iii)				

VI). REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A Remuneration of Managing Director, Whole time Directors and/or Manager: Nil

SI. No	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount(in Rs.)
1	Gross Salary	-	-	-	-
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-	-	-
(b)	Value of perquisites U/s 17(2) of the Income-tax Act, 1961	-	-	-	-
©	Profits in lieu of Salary under Section 17 (3) of the Income-tax Act, 1961				
2	Stock Option	-	-	-	-
3	Sweat Equity				
4	Commission - as % of profit - others, specify		-	-	-
5	Others – Retirement Benefits				
Total (A)					
Ceiling as per the Act					

B. Remuneration to other Directors: Nil

Sl. No	Name of Directors	Particulars of Remuneration				Total Amount (in Rs.)
		Fee for attending Board / Committee Meetings	Commission	Others, please specify		
Independent Directors:						
1	-	-	-	-	-	
2	-	-	-	-	-	
3	-	-	-	-	-	
Total (1)						
Other Non-Executive Directors						
1	-	-	-	-	-	
2	-	-	-	-	-	
3	-	-	-	-	-	
Total (2)						
Total (B) = (1 + 2)						
Total Managerial Remuneration						
Overall Ceiling as per the Act						

C Remuneration of Key Managerial Personnel other than MD / WTD / Manager: NIL

Sl. No	Particulars of Remuneration	Key Managerial Personnel			Total Amount (in Rs.)
		CEO	CS	CFO	
1	Gross Salary	-	75000	-	75000
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	75000	-	75000
(b)	Value of perquisites U/s 17(2) of the Income-tax Act, 1961	-	-	-	-
©	Profits in lieu of Salary under Section 17				
2	(3) of the Income-tax Act, 1961 Stock Option	-	-	-	-
3	Sweat Equity				
	Commission				
4	- as % of profit				
	- others, specify	-	-	-	-
5	Others – Retirement Benefits				
Total (A)		-	75000	-	75000
Ceiling as per the Act					

VII). PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT	Appeal made, if any (give details
(A) Company;					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
(B) Directors;					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
(C) Other Officers in Default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

Place: Chennai
Date: 26.07.2018

For YKM Industries Limited

Yerabhagha Meera Reddy
Managing director
DIN: 00591080

ANNEXURE C**TO DIRECTORS REPORT****CONSERVATION OF ENERGY**

There was no Power & Fuel consumption during the year in your company.

RESEARCH AND DEVELOPMENT

During the year, your company has not carried out any Research & Development activities and the expenditures related to Research & Development are NIL.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

During the year, your company has not taken any steps to adopt any new technologies and has not enjoyed any benefits out of the latest technologies and innovations.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Sl. No.	Particulars	Year ended 31.03.2018 (in Rs.)	Year ended 31.03.2017 (in Rs.)
1.	Foreign exchange earnings	-	-
2.	CIF Value of Imports	-	-
3.	Expenditure in foreign currency	-	-
4.	Dividend paid in foreign currency	-	-

By Order of The Board/

Place: Chennai
Date: 26.07.2018

For YKM Industries Limited

Yerabhagha Meera Reddy
Managing director
DIN: 00591080

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF YKM INDUSTRIES LIMITED

Report on the Financial Statements

I have audited the accompanying financial statements of **YKM INDUSTRIES LIMITED** ("the company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit.

In conducting my audit, I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under Section 143(11) of the Act.

I conducted my audit of the financial statements in accordance with the Standards on

Auditing specified under section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the financial statements.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2018 and its loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section 11 of Section 143 of the Act, I give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, based on my audit, I report that:
 - a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit;
 - b) In my opinion, proper books of account as required by law have been kept by the Company so far as appears from my examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss including comprehensive income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

- d) In my opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- e) On the basis of written representations received from the directors as on 31 March 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate report in "Annexure-B" my report expresses an unmodified opinion on the adequacy; and operating effectiveness of the Company's internal financial controls over financial reporting
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, as amended in my opinion and to the best of my information and according to the explanations given to me:
 - (i) The Company does not have any pending litigation as on the balance sheet date which would impact its financial position.
 - (ii) The Company does not have any long term contracts including derivative contracts as on the balance sheet date and
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March 2018.

Place : Chennai
Date : May 29, 2018

S.Jothilingam
Chartered Accountant
Membership No.219301

ANNEXURE-A TO AUDITORS' REPORT

(Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of my report to the members of YKM Industries Limited of even date)

- (i) The Company does not hold any fixed assets and thus reporting under Clause 3(i) of the Order is not applicable to the Company.
- (ii) The Company does not hold any inventory and thus reporting under Clause 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act, and thus reporting under Clause 3(iii) of the Order is not applicable to the Company.
- (iv) According to the information and explanations given to me, since the Company has not made any loans, investments, guarantees and securities under section 185 and 186 of the Act, the compliance with the provisions of Section 185 and 186 does not arise.
- (v) The Company has not accepted any deposits from the public and therefore the provisions of the Clause 3(v) of the Order are not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act for the business activities carried out by the Company and thus reporting under Clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to me and the records of the Company examined by me, in my opinion, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues as applicable have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanation given to me, no undisputed amounts payable in respect of aforesaid statutory dues were in arrears as at 31st March 2018 for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to me, there are no

disputed aforesaid statutory dues which have not been deposited with the appropriate authorities on account of any dispute.

- (viii) The Company does not have any loans or borrowings from any financial institution, banks, governments or debenture holders during the year, thus reporting under Clause 3(viii) of the Order is not applicable to the Company.
- (ix) The Company has not raised any money by way of initial public offer or further public offer and term loans during the year, thus reporting under Clause 3(ix) of Order is not applicable to the Company.
- (x) To the best of my knowledge and according to the information and explanations given to me, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) Since there is no managerial remuneration during the year, the provisions of section 197 are not applicable to the Company.
- (xii) The Company is not a nidhi Company, thus reporting under Clause 3(xii) of Order is not applicable to the Company.
- (xiii) According to the information and explanations given to me and based on my examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to me and based on my examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and thus reporting under Clause 3 (xiv) of the Order is not applicable to the Company.
- (xv) In my opinion and according to the information and explanations given to me, during the year the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence provisions of Section 192 of the Act are not applicable to the Company.
- (XVI) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Place : Chennai
Date : May 29, 2018

S.Jothilingam
Chartered Accountant
Membership No.219301

ANNEXURE-B TO INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of my report to the members of YKM Industries Limited of even date)

Report on the Internal Financial Control under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

I have audited the internal financial controls over financial reporting of **YKM INDUSTRIES LIMITED** (“the company”), as of 31 March 2018 in conjunction with my audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Financial Internal Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial control over financial reporting criteria established by the Company considering essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and deduction of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the

internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My audit of the internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of

controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In My opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Chennai

Date : May 29, 2018

S.Jothilingam

Chartered Accountant

Membership No.219301

YKM INDUSTRIES LIMITED

BALANCE SHEET

I	ASSETS:	Note	NoteAs at 31st March	
			2018	2017
	Non-Current Assets		(Amount in Rs.)	
	(a).Financial Assets (i).Investments	2.1	1,00,000	1,00,000
	(b).Deferred Tax Assets (Net)	-	17,72,739	15,54,928
	(c).Other Non-Current Assets	2.2	13,472	13,472
	Total Non-Current Assets_		18,86,211	16,68,400
II	Current Assets			
	(a).Financial Assets			
	(i).Cash and Cash Equivalents	2.3	4,34,28,711	4,42,99,757
	Total Current Assets		4,34,28,711	4,42,99,757
	Total Assets		4,53,14,922	4,59,68,157
1	EQUITY AND LIABILITIES:			
	Equity			
	(a).Equity Share Capital	2.4	4,74,49,500	4,74,49,500
	(b).Other Equity	2.5	(22,75,134)	(15,25,480)
	Total Equity		4,51,74,366	4,59,24,020
2	Current Liabilities			
	(a).Financial Liabilities	2.6	1,40,556	44,137
	a).Other Current Liabilities			
	Total		4,53,14,922	4,59,68,157

The accompanying notes form an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of

Sd/
S.Jothilingam
Chartered Accountant
Membership No.219301

Sd/
Y.Meera Reddy
Managing Director
DIN:00591080

Sd/
Y.M.R.Prasoon
Director
DIN:00591274

Place : Chennai.
Date : May 29, 2018

Sd/
N.G.Anbumani
Director
DIN:02303791

Sd/
Sadasivam Deivanayagam
Company Secretary

YKM INDUSTRIES LIMITED

STATEMENT OF PROFIT AND LOSS

		Note	For the year ended 31st March	
			2018	2017
			(Amount in Rs.)	
I	INCOME:			
	(a).Revenue from Operations	-	-	-
	Total	-	-	-
II	EXPENSES:			
	(a).Employee Benefits	2.7	75,000	-
	(b).Other Expenses	2.8	8,92,465	5,72,986
	Total		9,67,465	5,72,986
III	Profit/(Loss) before tax	-	(9,67,465)	(5,72,986)
IV	Tax Expense			
	- Current Tax	-	-	-
	- Deferred Tax	-	2,17,811	81,384
V	Profit/(Loss) for the year -		(7,49,654)	(4,91,602)
VI	Other Comprehensive Income			
	Items that will not be reclassified to profit or loss			
	Income tax relating to items that will not be reclassified to profit or loss		-	-
	Items that will be reclassified to profit or loss		-	-
	Income tax relating to items that will be reclassified to profit or loss		-	-
	Total Other Comprehensive Income/loss net of tax		-	-
VII	Total Comprehensive Income/Loss for the year		(7,49,654)	(4,91,602)
VIII	Earning per Equity Share of Rs.10 each- Basic and Diluted		(0.17)	(0.11)
	The accompanying notes form an integral part of the financial statements			
	As per our report of even date For and on behalf of the Board of Directors			
	Sd/ S.Jothilingam Chartered Accountant Membership No.219301	Sd/ Y.Meera Reddy Managing Director DIN:00591080	Sd/ Y.M.R.Prasoona Director DIN:00591274	
		Sd/ N.G.Anbumani Director DIN:02303791	Sd/ Sadasivam Deivanayagam Company Secretary	
	Place : Chennai. Date : May 29, 2018			

YKM INDUSTRIES LIMITED

CASHFLOW STATEMENT

	Note	For the year ended 31st March	
		2018	2017
		(Amount in Rs.)	
Cash Flow from Operating Activities:			
Net Profit/(Loss) Before Tax		(9,67,465)	(5,72,986)
<u>Adjustments for:</u>			
Depreciation		-	-
Changes in Assets and Liabilities		(9,67,465)	(5,72,986)
<u>Adjustments for :</u>			
Trade and Other Receivables		-	(7,000)
Trade and Other Payables		96,419	(2,926)
Net Cash from Operating Activities		(8,71,046)	(5,75,912)
Cash Flow from Investing Activities :			
Other Income		-	-
Net Cash Flow from Investing Activities		-	-
Cash Flow from Financing Activities :			
Net Cash Used in Financing Activities		-	-
Net Increase/Decrease in Cash & Cash Equivalents :		(871,046)	(5,75,912)
Cash & Cash Equivalents at the beginning of the Year		4,42,99,757	4,48,75,668
Cash & Cash Equivalents at the End of the Year		4,34,28,711	4,42,99,757

The accompanying notes form an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors

Sd/

S.Jothilingam

Chartered Accountant
Membership No.219301

Sd/

Y.Meera Reddy

Managing Director
DIN:00591080

Sd/

Y.M.R.Prasoona

Director
DIN:00591274

Sd/

N.G.Anbumani

Director
DIN:02303791

Sd/

Sadasivam Deivanayagam

Company Secretary

Place : Chennai.

Date : May 29, 2018

YKM INDUSTRIES LIMITED**Note-1:- Significant Accounting Policies****1.1 Basis for preparation of Financial Statements :**

These Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis, the provisions of the Companies Act, 2013 ('the Act') and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules 2015 and relevant amendment rules issued thereunder.

The Company has adopted all the Indian AS effective from 1st April 2017. The transition was carried out from Indian Accounting Principle generally accepted in India as prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP) which was the previous GAAP.

Accounting policies have been consistently applied except where a newly-issued accounting standards is initially adopted or a revision to an existing accounting standards requires a change in the accounting policy hitherto in use

1.2 Use of Estimates :

The preparation of financial statements in conformity with Ind AS requires the management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

1.3 Retirement Benefits to Employees :

The Company has only one employee appointed during the year and hence liability towards retirement benefit does not arise.

1.4 Investments :

Long Term Investments are stated at cost unless there is a permanent fall in the value. Provision for diminution is made to recognise a decline other than temporary in the value of Long Term Investments.

1.5 Deferred Tax :

Tax expense comprises of deferred tax. Deferred tax resulting from timing difference between book profit and tax profit for the year is accounted based on the rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. However deferred tax assets arising from timing difference are recognised to the extent of reasonable certainty about its realisability in future.

YKM INDUSTRIES LIMITED

Note-2 Notes on Financial Statements for the year ended 31st March 2018

	2018	2017
Note - 2.1	(Amount in Rs.)	
Non-Current Investments		
Trade (Quoted)		
Investment in Equity Instruments		
100000 fully paid equity shares of Rs.10 each in Wellness Noni Ltd	98,62,627	98,62,627
Less: Provision for diminution in value of investments	97,62,627	97,62,627
	1,00,000	1,00,000
Note - 2.2		
Other Non-Current Assets		
Security Deposit	13,472	13,472
	13,472	13,472
Note - 2.3		
Cash and Cash Equivalants		
Cash on Hand	13,386	19,665
Balance with Banks in current Account	4,34,15,325	4,42,80,092
	4,34,28,711	4,42,99,757
Note - 2.4		
Equity		
Equity Share Capital		
Authorised		
7000000 (7000000) Equity Shares of Rs.10/- each	70,000,000	70,000,000
Issued, Subscribed and Paid up		
4489900 (4489900) Equity Shares of Rs.10/- each fully paid-up	4,48,99,000	4,48,99,000
	25,50,500	25,50,500
Add: Shares Forfeiture A/c	4,74,49,500	4,74,49,500
Note - 2.5		
Other Equity		
Surplus in Statement of Profit & Loss	(15,25,480)	(10,33,879)
Opening Balance	(7,49,654)	(4,91,602)
Add: Profit/(Loss) for the year		
Closing Balance	(22,75,134)	(15,25,480)

YKM INDUSTRIES LIMITED

Note-2 Notes on Financial Statements for the year ended 31st March 2017

	2018	2017
Note - 2.6		
Other Current Liabilities		
Expenses Payable		
Investment in Equity Instruments	1,26,806	35,287
Other Payables	13,750	8,850
	1,40,556	44,137
Note - 2.7		
Employee Benefits		
Salary	75,000	-
Note - 2.8		
Other Expenses		
Administrative Expenses		
Professional Charges		
Listing Fees	5,11,329	1,91,156
Payment to Auditors	2,87,500	2,29,000
Other Administrative Expenses	40,000	70,725
	53,636	82,105
	8,92,465	5,72,986

YKM INDUSTRIES LIMITED

Note-2 Notes on Financial Statements for the year ended 31st March 2018

2.9 Earning Per Share (EPS) :

Profit/(Loss) as per Statement of Profit & Loss
 Weighted No. of equity shares
 EPS - Basic

2017-18	2016-17
(7,49,654)	(4,91,602)
44,89,900	44,89,900
(0.17)	(0.11)

2.10 Auditors' Remuneration:

- Statutory Audit
- Certification and Other Services

2017-18	2016-17
30,000	34,500
10,000	36,225

2.10 Disclosure on Specified Bank Notes:

(As per MCA Notification, G.S.R.308(E), dated March 30,2017)

The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination-wise SBNs and other notes as per the notification are as follows:-

Particulars	* SBNs	Other denomination notes (Rs.)	Total in Rs.
Closing cash in hand as on 08.11.2016	-	30,464	30,464
Add: Permitted receipts	-	-	-
Less: Permitted payments	-	-	-
Less: Amt deposited in Banks	-	-	-
Closing cash in hand as on 30.12.2016	-	30,464	30,464

* For the purposes of this clause, the term Specified Bank Notes shall have the same meaning provided in the notification of Government of India, in the Ministry of Finance, Department of Economic affairs number S.O.3407(E), dated November 8, 2016.

YKM INDUSTRIES LIMITED

Note-2 Notes on Financial Statements for the year ended 31st March 2018

2.11 Based on available information with the company, there are no dues to micro, small and medium enterprises as defined in the micro small and medium enterprise development act, 2006.

2.12 Previous year's figures have been recasted / reclassified, wherever necessary, to conform to the current year's classifications

2.13 Figures are rounded off to the nearest rupee.

As per our report of even date

For and on behalf of the Board of

Sd/

S.Jothilingam
Chartered Accountant
Membership No.219301

Sd/

Y.Meera Reddy
Managing Director
DIN:00591080

Sd/

Y.M.R.Prasoon
Director
DIN:00591274

Place : Chennai.
Date : May 29, 2018

Sd/

N.G.Anbumani
Director
DIN:02303791

Sd/

Sadasivam Deivanayagam
Company Secretary

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies

(Management and Administration) Rules, 2014]

CIN: L05001TN1994PLC028263

Name of the Company : YKM INDUSTRIES LIMITED

**Registered office : 2nd Floor, No.67, Bazullah Road, T. Nagar
Chennai-600017.**

Name of the member (s):

Registered address :

E-mail Id:

Folio No/ Client Id :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:..... E-mail Id:.....

Address:.....

Signature:

or failing him

2. Name:..... E-mail Id:.....

Address:.....

Signature:

or failing him

3. Name:..... E-mail Id:.....

Address:.....

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **24th Annual General Meeting** of the Company, to be held on the **Friday, 28th September 2018** at **3.30 P.M.** at **Treebo Majestic Inn - Parthasarathi Puram, Bazullah Road, T Nagar, Chennai, 600017.**

Signed this..... day of..... 2018

.....

.....

Signature of shareholder

Signature of Proxy holder(s)

Affix Re.1/
revenue
stamp of

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

It is optional to indicate your preference. If you have the for, against, or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

ATTENDANCE SLIP

Venue of the meeting : **Treebo Majestic Inn - Parthasarathi Puram,
Bazullah Road, T. Nagar, Chennai - 600017.**

Date & Time : **Friday, 28th September 2018 at 3.30 P.M.**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE
OF THE MEETING VENUE.

Name	
Address	

I certify that I am the registered members for the registered shareholder of the Company.
I hereby record my presence at the 24th Annual General Meeting of the Company held
on the **Friday, 28th September 2018 at 3.30 P.M. at Treebo Majestic Inn -
Parthasarathi Puram, Bazullah Road, T. Nagar, Chennai - 600017 .**

Signature of Member / Proxy

Note:

1. Electronic copy of the Annual Report for 2018 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2018 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email ids are not registered with the Company or have requested for a hard copy.

FORM NO MGT-12

[Pursuant to Section 109 (5) of the Companies Act 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

YKM INDUSTRIES LIMITED

(CIN: L05001TN1994PLC028263)

Registered Office: 2nd Floor , No. 67, Bazullah Road, T. Nagar, Chennai 600017.

T: +91-44-43405950 E- mail: ykmindustrieslimited@gmail.com

Ballot Form 24th AGM

1. Name (s) of member(s)
(Including) joint holders (if any) :
2. Registered address of the sole / first
named member :
3. Registered Folio / DPID / CID No(s). :
4. Number of Shares held :
5. I / We hereby exercise my / our vote in respect of the Resolutions to be passed through ballot for the business stated in the notice of the 24th Annual General Meeting (AGM) of the Company by sending my / our assent or dissent to the said Resolutions by placing the () mark at the appropriate box below.

Sl.No.	Description of Resolutions	No. of Shares	Assent (For)	Dissent (Against)
	ORDINARY BUSINESS			
1	Adoption of Audited Financial Statements for the Financial year ended 31 st March 2018 and Reports of Board of Directors and Auditors.			
2	Re-appointment of Mr Yerabagha Meera Reddy, Managing Director who retires by rotation			
3	Appointment of M. Krishna Kumar & Associates, Chartered Accountants, to be Statutory auditors in place of Mr Jothilingam. S Chartered Accountants for the term of 3 years			

Sl.No.	Description of Resolutions	No. of Shares	Assent (For)	Dissent (Against)
	SPECIAL BUSINESS			
4	Appointment of Mr. Shailesh Rajagopalan as an Non Executive Director			
5	Appointment of Mr. Kalpesh Kumar as an Executive Director			
6	Appointment of Mr. Kalpesh Kumar as an Managing Director for the term of 3 years			
7	Appointment of Mr. Hem Senthil Raj as an Independent Director of the Company a term of Three years.			
8	Appointment of Mrs. Jamuna Ravikumar as an Women Independent Director of the Company a term of Three years			
9	Re Alignment, Amendment and Alteration to the Memorandum of Association			
10	Increasing the Borrowing Limits of the Company to the extent of Rs 100 Crores			
11	Authorizing Company to selling, leasing, mortgaging and/or charging the whole or substantially the whole of the immovable and movable properties of the Company.			
12	Increasing the Lending, Investment powers of the Company under section 186 of the Companies Act 2013 to the extent of Rs 200 Crores.			
13	Authorizing Company Board to contribute charitable or other funds to the extent of Rs 1 Crore.			

Place:

Date:

Signature of the Member

Notes: Please read the instructions printed on the next page carefully before exercising your vote

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e- voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
3. The scrutinizer will collate the votes downloaded from the e-voting system and votes casted at the meeting through Ballot forms to declare the final result for each of the Resolutions forming part of the Notice of the AGM.
4. This form should be completed and signed by the member. In the case of joint holding, the form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his / her absence, by the next named member.
5. Incomplete, incorrect (or) unsigned ballot form will be rejected.
6. Voting rights shall be reckoned on the paid up value of shares registered in the names of the members as on 21st September, 2018
7. A member need not use all his votes nor does he need to cast all his votes in the same way.
8. Where the ballot form has been signed by an Authorized Representative of a body corporate, a certified copy of the relevant authorization should accompany the Ballot form.
9. In case the Ballot form is signed by the Power of Attorney holder (POA), POA registration number should be mentioned.