

EXTRA ORDINARY GENERAL MEETING ON 17th JUNE 2023



YASHRAJ CONTAINEURS LIMITED



NOTICE

NOTICE is hereby given that the **EXTRA ORDINARY GENERAL MEETING of the Members of YASHRAJ CONTAINERS LIMITED**, will be held on Saturday, the 17th June, 2023, at 3.00 p.m., **through Video Conferencing (VC) facility (Deemed Venue)** at Jwala Estate, Pushp Vinod-2, A-Wing, 2nd Floor, Soniwadi, Off S.V. Road, Borivali (West), Mumbai 400 092 to transact the following special business.

SPECIAL RESOLUTION

- 1) To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution.

TO INITIATE CORPORATE INSOLVENCY RESOLUTION PROCESS OF THE COMPANY

“RESOLVED THAT pursuant to provisions of Section 10 and other applicable provisions, if any, of the Insolvency and Bankruptcy Code (“Code”) and Rule 7 of the Insolvency and Bankruptcy (Application to Adjudicating Authority) Rules 2016, consent of the members is hereby accorded to initiate Corporate Insolvency Resolution Process (CIRP), **voluntarily, of the Company and file an application before the Hon'ble National Company Law Tribunal, Mumbai Bench u/s 10 of the Code.**

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, things and matters and to take all such steps as may be required in this connection and settle any questions, difficulties or doubts that may arise in this regards, without being required 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. “

REGISTERED OFFICE
MADHAV NIWAS CHSL,
Flat NO. B-1A, FIRST FLOOR
NATAKWALALANE,
OPP. S. V. ROAD, BORIVALI (WEST),
MUMBAI 400 092

BY ORDER OF THE BOARD

(JAYESH V VALIA)
MANAGING DIRECTOR

CIN NO : L28120MH1993PLCO73160
EMAIL ID : yashraj_bom@rediffmail.com
Website : www.barrelpeople.com
Tel No. : 022-2899 3092 / 2899 0841
Fax No. : 022 2899 7806
PLACE : MUMBAI
DATED : 17/05/2023

EXTRA ORDINARY GENERAL MEETING

NOTES:

1. In view of the on going Covid-19 Pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020. January 13, 2021, December 14, 2021, May 5, 2022, & No 10/2022 dt 28th Dec2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Extra Ordinary General Meeting ('EGM or Meeting') through video Conferencing ('VC') facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act') SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('SEBI Listing Regulations') and MCA Circulars, the EGM of the Company is being held through VC on Saturday, the 17th June, 2023, at 3.00 p.m (IST) at the (DeemeVenue) of the proceeding for the EGM will be At Jwala Estate, Pushp Vinod-2, A-Wing , 2nd Floor, Soni wadi, Off S.V. Road, Borivali (West), Mumbai 400 092.
2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE EGM VENUE ARE NOT ANNEXED TO THIS NOTICE.
 - (i) The voting period begins on **wednesday, June 14 , 2023 at 10.00 a.m. (IST) and ends on Friday, 16 June 2023, at 5.00 p.m. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 09 June 2023 , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Special item, of the Notice is annexed hereto.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL



5. The Members can join the EGM in the VC mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
 6. The Attendance of the Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 7. In line with the MCA Circulars and SEBI Circulars, , the Notice of the EGM, is being sent through electronic mode to those Members whose email- address are registered with the Company/ Depositories. The Notice convening the EGM has been uploaded on the website of the company at www.barrelpeople.com and may also be accessed from the relevant section of the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice is also available on the website of CDSL at www.evoting.cdsl.com.
 8. Pursuant to MCA Circular No. 14/2020 dated 08th April, 2020, 5th May 2020, 5th May 2022, 28th December 2022 & other circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC and cast their votes through e-voting.
 9. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrars and Transfer Agents to record additional details of members including their PAN details, email address etc.
 10. The members are requested to Intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, PAN, registering with LINK IN TIME –R&T Agent immediately
- Members who wish to inspect the relevant documents referred to in the Notice can send an email to yashraj_bom@rediffmail.com by mentioning their DP ID & Client ID/Physical Folio Number on or before 10th June 2023.**
11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time
 12. The Company has appointed M/s.. RSMJ & Associates, Chartered Accountant (No.87940) as Scrutinizer to scrutinize the evoting process in a fair and transparent manner.

EXTRA ORDINARY GENERAL MEETING

13. Registration of e-mail address with rnt.helpdesk@linkintime.co.in and Yashraj_bom@rediffmail.com

The Company has made special arrangements with rnt.helpdesk@linkintime.co.in and yashraj_bom@rediffmail.com for registration of email addresses of those Members (holding shares either in electronics or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible members whose email addresses are not registered with the Company /DPs are required to provide the same at yashraj_bom@rediffmail.com on or before 5.00 p.m. (IST) upto 10th June 2023\

The instructions and other information relating to e-voting are as under:

The way to cast votes electronically on NSDL/CDSL 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 votes electronically on NSDL e-Voting system.

Details for Step 1 are given below

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Types of shareholders	Login method
Individual Shareholders holding securities in Demat mode with CDSL/NSDL	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL/CDSL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL/CDSL and you will be re-directed to e-Voting website of NSDL/CDSL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL/CDSL. Open web browser by typing the following URL: https:// www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL/CDSL and you will be redirected to e-Voting website of NSDL/CDSL for casting your vote during the remote e-Voting period.



Types of shareholders	
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

EXTRA ORDINARY GENERAL MEETING

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login Types	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL/CDSL e-Voting website?

1. Visit the e-Voting website of NSDL/CDSL. 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 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.

- (v) Click on the EVSN No. 230518006 for the relevant YASHRAJ CONTAINEURS LTD. on which you choose to vote.

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***



5. Password details for shareholders other than Individual shareholders 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/CDSL 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
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 /CDSL 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL./CDSL
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. Click on the EVSN No. 230518006 for the relevant YASHRAJ CONTAINEURS LTD. on which you choose to vote.
10. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system. How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVSN” in which you are holding shares and whose voting cycle.
2. Select “EVSN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

EXTRA ORDINARY GENERAL MEETING

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 8. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

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

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to yashraj_bom@rediffmail.com or helpdesk.evoting@cdslindia.com or contact at toll free no. [022-23058738](tel:022-23058738) and [022-23058542](tel:022-23058542)-43-9.

- (v) Click on the **EVSN No. 230518006** for the relevant **YASHRAJ CONTAINEURS LTD.** on **which you choose to vote.**

General Guidelines for Members

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.cdsl.com to reset the password.

9 Transfer of shares only in dematerialized form

Member may note that with effect from 01-04-2019, the shares of the Company can be transferred only in dematerialized form, as per Notification issued by SEBI. Thus members who are holding physical shares are requested to get their dematerialized shares.

1. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013) EXTRA ORDINARY GENERAL MEETING

Item No 1

TO INITIATE CORPORATE INSOLVENCY RESOLUTION PROCESS OF THE COMPANY

Members are aware that the Company is in financial distress since long time and therefore, it is not able to service its debts leading to defaults in liability of the Lenders. Considering the precarious financial conditions of the Company, the Board of Directors in its Meeting held on 17th May 2023 has decided to apply for Corporate Insolvency Resolution Process ("CIRP") of the Company under section 10 of the Insolvency and Bankruptcy Code, 2016 ("Code") for resolution of debts and revival and rehabilitation of the Company.

As per the provisions Section 10 of the Code, approval of the shareholders by way of special resolution is required for initiating the CIRP by the Company and filing an application before the Hon'ble National Company



Law Tribunal.

In view of the above, the Board recommends the proposed resolution to the members of the Company for their consideration and approval as Special Resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of item No 1.

REGISTERED OFFICE

MADHAV NIWAS CHSL,
Flat NO. B-1A, FIRST FLOOR
NATAKWALALANE,
OPP. S. V.ROAD,BORIVALI (WEST),
MUMBAI 400 092

CIN NO : L28120MH1993PLCO73160
EMAIL ID : yashraj_bom@rediffmail.com
Website : www.barrelpeople.com
Tel No. : 022-2899 3092 / 2899 0841
Fax No. : 022 2899 7806
PLACE : MUMBAI
DATED : 17/05/2023

BY ORDER OF THE BOARD

(JAYESH VINODRAI VALIA)
MANAGING DIRECTOR