

YASH PAPERS LIMITED

Regd. Office: - 47/81, Hatia Bazar, Kanpur – 208001, Uttar Pradesh
Corp. Office : Yash Nagar, Faizabad – 224135, Uttar Pradesh
CIN – L24231UP1981PLC005294 | T: +91 5278 326611 - 12 | F: +91 5278 258062
E: info@yash-papers.com | Website: www.yash-papers.com

NOTICE

NOTICE is hereby given that the **35th Annual General Meeting** of the Members of Yash Papers Limited will be held on **Saturday, the 25th day of July, 2015 at 09:00 A.M. at Hotel Little Chef, 15/198 - A, Civil Lines, Kanpur – 208 001, Uttar Pradesh**, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended on 31st March, 2015 and the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Narendra Kumar Agrawal (DIN: 05281887), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To ratify appointment of M/s Kapoor Tandon & Co, Auditors and fix their remuneration and in this regard 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 of the Companies Act, 2013 read with

Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Audit Committee of the Board of Directors, the appointment of retiring Auditors M/s Kapoor Tandon & Co., Chartered Accountant, Kanpur who have furnished the eligibility certificate under Section 141 of the Companies Act, 2013 be and are hereby ratified as the Statutory Auditor of the Company from the conclusion of ensuing Annual General Meeting till the conclusion of next Annual General Meeting at remuneration of ₹3,00,000 per annum plus out of pocket expenses incurred for traveling, lodging and other expenses in connection with conducting the Statutory Audit.”

SPECIAL BUSINESS:

4. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014

(including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rakesh Mishra, Cost Accountant, of Kanpur who was appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration of ₹40,000/- per annum plus out of pocket expenses incurred for traveling, lodging and other expenses in connection with conducting the cost audit.”;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board



Sachin K. Srivastava

Head of Legal & Secretarial

Camp : Lucknow

Date : 2nd May, 2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not be act as a proxy for any other person or shareholder. The instrument appointing a proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

- 2.** The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instruction and other information relating to e-voting are given in this Notice under Note No.22. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the Members, separately.
- 3.** Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

- 4.** In terms of Section 152 of the Companies Act, 2013, Mr. Narendra Kumar Agrawal (DIN 00001623) and Shri P.M.S. Prasad (DIN : 05281887), Director Works, retire by rotation at the Meeting and being eligible, offer himself for reappointment. The Board of Directors of the Company commends his respective re-appointment. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

- 5.** A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 6.** Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- 7.** In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 8.** Members/ Proxies should fill the Attendance Slip for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification for attendance at the Meeting.
- 9.** Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available

for inspection at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of 35th Annual General Meeting of the Company.

- 10.** The Company has notified closure of Register of Members and Share Transfer Books of the Company from Saturday, 18th July, 2015 to Saturday, 25th July, 2015 (both days inclusive).
- 11.** Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to inform the change of their registered address to our Registrar and Transfer Agent (RTA), M/s Skyline Financial Services Private Limited at its 246, 1st Floor, Sant Nagar, East of Kailash, New Delhi – 110 065 by quoting their folio number.
- 12.** Pursuant to provisions of Section 205A(5) of the Companies Act, 1956, No dividends and Public Issue Refund etc. are remain unpaid/unclaimed for a period of 7 years from the date of transfer of the same to the Company's unpaid dividend account or Unpaid Public Issue Refund account, hence no transfer will be made to the Investor Education and Protection Fund (IEPF Fund) established by the Central Government.
- 13.** Company's Equity Shares are listed at Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI- 400001.
- 14.** Members desirous of obtaining any information with regard to the Annual Reports, are requested to

write to the Company's Corporate Office at Faizabad at least ten days before the date of Annual General Meeting so that the information can be made available at the meeting.

15. Company has been allotted **ISIN No. INE551D01018**. Members are requested to approach their DPs for dematerialisation of equity shares of the Company.
16. All material documents referred to in notice are open for inspection by the members on all working days between 11:00 AM to 1:00 PM at the Registered Office of the Company.
17. Members holding shares in single name and physical form are advised to make nomination as per provision of the Companies Act, 2013 in respect of their shareholding in the Company. The nomination Form No. SH-13 can be downloaded from the Company's website www.yash-papers.com under the section 'Investor Relations'.
18. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.
19. scn@yash-papers.com has been designated for the purpose of registering complaints by investor, pursuant to clause 47(f) of the Listing Agreement.
20. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all the communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
21. 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 details to the Company / Skyline Financial Services Limited.

22. In accordance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the company is pleased to provide the facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

The instructions for the shareholders for e-voting are as under:

A. In case of Shareholders receiving e-mail from NSDL:

- i) Open email and open the PDF file viz, "YPL e-voting.pdf" with your client ID or Folio No. as password. The said PDF file contains user ID and password for e-voting. Please note that the password is an initial password;
- ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>;
- iii) Click on Shareholder – Login;
- iv) Insert user ID and password as initial password noted in step (i) above. Click Login;

- v) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- vi) Home Page of e-Voting opens. Click on e-Voting: Active e-Voting Cycles;
- vii) Select "EVEN" of Yash Papers Limited;
- viii) Now you are ready for e-voting as Cast Vote page opens;
- ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
- x) Upon confirmation, the message "Vote cast successfully" will be displayed;
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote;
- xii) For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at info@yash-papers.com with a copy marked to evoting@nsdl.co.in

B. In case of Shareholders who have not registered their e-mail Id and will be receiving physical copy of the Notice of EGM:

- i) User ID and Password is provided at the top

of the attendance sheet.

- ii) Please follow all steps from Sl.No. (ii) to Sl. No. (xii) in Point A above, to cast vote.

23. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

24. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting of your vote.

25. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the following voting period:

Commencement of e-voting:

From 9.00 a.m. IST on 22nd July, 2015

End of e-voting:

Upto 5.00 p.m. IST on 24th July, 2015.

E-Voting shall not be allowed beyond 5.00 p.m. of 24th July, 2015. During the e-voting period, Shareholders of the Company, holding shares as on the cut-off date (record date) July 18, 2015 either in physical form or in dematerialized form may cast their vote electronically.

26. The Company has appointed Mr. Adesh Tandon, Practicing Company Secretary (Membership No.F2253 and Certificate of Practice No.1121), as 'Scrutinizer' for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

27. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

28. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on July 18, 2015.

29. The results declared alongwith Scrutinizer's Report shall be placed on the Company's website www.yash-papers.com and on the website of NSDL within two days of passing of the resolutions at the 35th Annual General Meeting of the Company on July 25, 2015 and communicate to the Bombay Stock Exchange Limited, Mumbai.

By Order of the Board

Sachin K. Srivastava

Head of Legal & Secretarial

Camp : Lucknow

Date : 2nd May, 2015

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Rakesh Mishra, Cost Accountant, of Kanpur as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 at a remuneration of ₹40,000/- per annum plus out of pocket expenses incurred for traveling, lodging and other expenses in connection with conducting the cost audit.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and

Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the shareholders.

By Order of the Board

Sachin K. Srivastava

Head of Legal & Secretarial

Camp : Lucknow

Date : 2nd May, 2015

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PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
 Joint shareholders may obtain additional Slip at the venue of the meeting.

| | | | | | | | |
|--------|--|------------|--|-----------|--|---------------|--|
| DP ID* | | Client ID* | | Folio No. | | No. of Shares | |
|--------|--|------------|--|-----------|--|---------------|--|

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 35th ANNUAL GENERAL MEETING of the Company held on Saturday, July 25, 2015 at 09:00 a.m. at Hotel Little Chef, 15/198, Civil Lines, Kanpur – 208 001 (Uttar Pradesh).

* Applicable for investors holding shares in electronic form.

 Signature of the Shareholder / proxy



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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]

| | | | |
|------------------------|--|------------------------|--|
| Name of the member(s): | | E-mail ID: | |
| Registered address: | | Folio No./ *Client ID: | |
| | | *DP ID: | |

I/We, being the member(s) of shares of Yash Papers Limited, hereby appoint:

- 1).....of.....having e-mail id or failing him
- 2).....of.....having e-mail id or failing him
- 1).....of.....having e-mail id

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th ANNUAL GENERAL MEETING of the Company held on Saturday, 25 July, 2015 at 09:00 a.m. at Hotel Little Chef, 15/198, Civil Lines, Kanpur – 208 001 (Uttar Pradesh) and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolutions: | For | Against |
|---|------------|----------------|
| 1. Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors (Ordinary Resolution) | | |
| 2. Re-appointment of Mr. Narendra Kumar Agrawal, Director Works, who retires by rotation (Ordinary Resolution) | | |
| 3. Ratification of Reappointment of M/s Kapoor Tandon & Co. as Statutory Auditors from the conclusion of this Annual General Meeting till next Annual General Meeting and fixing their Remuneration (Ordinary Resolution) | | |
| 4. Approval of Remuneration of Mr. Rakesh Misra, Cost Auditors (Ordinary Resolution) | | |

I hereby record my presence at the 35th ANNUAL GENERAL MEETING of the Company held on Saturday, July 25, 2015 at 09:00 a.m. at Hotel Little Chef, 15/198, Civil Lines, Kanpur – 208 001 (Uttar Pradesh).

Signed this _____ day of _____ 2015

Signature of Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of Shareholder

Notes:

- (1) This form of proxy in order to be elective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

SHAREHOLDERS PARTICULARS

| | | |
|----|--|--|
| 1. | Name(s) of Shareholder(s) (in block letter) (including joint holders, if any) | |
| 2. | Registered address of the sole/first named shareholder | |
| 3. | Registered folio no./ DP ID No./ Client ID No.* (Applicable to investors holding shares in dematerialized form) | |
| 4. | Number of shares held | |

ELECTRONIC VOTING PARTICULARS

| Even (E Voting Event No.) | User ID | Password/Pin |
|---------------------------|---------|--------------|
| | | |

Wherever the shareholder is already registered for electronic voting, no password has been provided above. They may kindly use their existing Password. For assistance contact: NSDL@ 022-2499 4800 or email @ evoting@nsdl.co.in

Note: Please read the instructions carefully printed herein below, before exercising your vote through Electronic Voting.

Instructions for Electronic Voting

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Clause 35B of the listing Agreement the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the general meeting.

The Benpos date for sending e-voting form through email / physically to Shareholders is Friday, June 19, 2015. The cut-off date for voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Saturday, July 18, 2015.

The process and instructions for e-voting are as under:

A. A shareholder who receives email from NSDL [for shareholders whose email IDs are registered with the STA/Depository Participant (s)] is requested to:

- Open email and open PDF file viz: "YPL e-voting.pdf" with his/her Client ID or Folio No. as password. The said PDF file contains his/her user ID and password/PIN for e-voting. Shareholders may please note that the password is an initial password.
- Launch Internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- Click on Shareholder-Login
- Put userID and initial password/PIN noted in step (i) above. Click Login.
- Password change menu appears. Change the password/PIN

with new password of his/her choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.

- Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- Select "EVEN" of Yash Papers Limited.
- Now the shareholder is ready for e-voting as Cast Vote page opens.
- Shareholder may cast his/her vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- Once the shareholder has voted on the resolution, he/she will not be allowed to modify his/her vote.
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to adesh.tandon11@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a shareholder receives physical copy of the Notice of AGM [for shareholders whose email IDs are not registered with the STA/ Depository Participant(s) or requesting physical copy]:

- Initial password is provided hereinabove.
- Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of item (A) above, to cast vote.
- In case of any queries, the shareholder may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of URL: <https://www.evoting.nsdl.com/>
- If the shareholder is already registered with NSDL for e-voting

then he/she can use his/her existing user ID and password/PIN for casting his/her vote.

- Shareholder can also update his/her mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The e-voting period commences on 22.07.2015 (9:00 am) and ends on 24.07.2015 (5:00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The Shareholders can opt for only one mode of voting, i.e. either physically by attending AGM or e-voting. If any shareholder opts for e-voting, he/she will not be eligible to vote physically in AGM.
- Mr. Adesh Tandon, Practicing Company Secretary (Membership No. F2253 and Certificate of Practice No. 1121) of M/s Adesh Tandon & Associates has been appointed as the Scrutinizer by the Company to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes In the presence of at least two (2) witnesses not in the employment of the Company and submit Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.
- The Results shall be declared at the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company' website: www.yash-papers.com and on the website of NSDL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchanges.