

## YASH PAPERS LIMITED

Regd. Office: - 13/65, Parmat, Civil Lines, 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 **36th Annual General Meeting** of the Members of Yash Papers Limited will be held on Saturday, the **30th day of July, 2016 at 9:00 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 31st March, 2016 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 Ms. Kimberly Ann McArthur (DIN: 05206436), who retires by rotation at this Annual General Meeting and being eligible has offered herself 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, M/s

Kapoor Tandon & Co., Chartered Accountant, Kanpur, the appointment of retiring Auditors 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 subject to ratification of appointment by the Members of the Company at Annual General Meeting at remuneration of ₹4,50,000 per annum including fees for Limited Review and Audit Report plus out of pocket expenses incurred for traveling, lodging and other expenses in connection with conducting the Statutory Audit.”

### SPECIAL BUSINESS:

4. To appoint Mr. Imanul Haque (DIN: 00001284) as an Independent Director 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Imanul Haque (DIN No.00001284), who was appointed as an Additional Director on 6th February, 2016, pursuant to section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2021.”

5. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2017 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 31st March, 2017, be paid the remuneration of ₹50,000/- 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.”

**6. To consider and, if thought fit, to pass with or without modification(s) following resolution as Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of the Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of the Members of the Company at General Meeting and such other approvals as may be necessary, Mr. Narendra Kumar Agrawal be and is hereby appointed as Director Works of the Company for a period of 3 years w.e.f. 24th July, 2015 on the following remuneration and terms and conditions:-

**(a) Basic Salary:** ₹ 1,14,841/- per month in the grade of ₹ 1,14,841 – 5,000 – 1,50,000. Increment will be effective from 1st June each year, the amount being decided by the Board.

**(b) Variable Dearness Allowance (V.D.A.):** As applicable for the employees of the Company from time to time.

**(c) Production Incentive:** As per applicable scheme for the employees of the Company from time to time.

**(d) House Rent Allowance:** As per applicable scheme for the employees of the Company from time to time.

**(e) Tea:** As per applicable scheme for the employees of the Company from time to time.

**(f) Perquisites:** Mr. Narendra Kumar Agrawal shall not be entitled for any perquisites.

**(g) Provident Fund:** Company's contribution to Provident Fund to the extent are not taxable under the Income Tax Act, 1961, gratuity payable as per rules of the Company and encashment of leave at the end of his tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

**(h) Minimum Remuneration:** If in any accounting year, the Company has no profits or its profits are inadequate or in any case remuneration by way of salary, perquisites and other allowances will be subject to the ceilings set out in Schedule V of the Companies Act, 2013.

**(i) Leave:** On full pay and allowances, as per rules of the Company. Encashment of leave shall not be included in the computation of the ceiling on perquisites.

**(j)** Mr. Narendra Kumar Agrawal shall also be entitled to reimbursement of entertainment, traveling, hotel and other expenses actually incurred by him in performance of the duties on behalf of the Company.

**(k)** Any other benefits, facilities, allowances and expenses may be allowed under Company rules/

schemes and available to other employees.

**(l)** No sitting fees will be paid for attending the meetings of the Board of Directors of the Company or Committees thereof.

**7. To consider and, if thought fit, to ratify with or without modification(s) following resolution as Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (“**Companies Act**”) read with the rule made thereunder, to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of Sections of the Companies Act, 2013), various rules, circulars, press notes, clarification issued by Foreign Investment Promotion Board (“**FIBP**”), the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations**”), and subsequent amendments thereto, including but not restricted to the (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI Takeover Regulations**”) and amendments thereto as in force and subject to other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“**SEBI**”), (“**SEBI Regulations**”), the Reserve Bank of India (“**RBI**”) and the stock exchange where the shares of the Company are listed (“**Stock Exchanges**”) and enabling provisions

of the Memorandum and Articles of Association of Yash Papers Limited ("**Company**") and the listing agreements entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and / or sanctions if any, of FIPB, SEBI, the Stock Exchanges and other appropriate authorities, including RBI, as may be required and subject to such conditions as may be prescribed by any of them while granting any approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the power conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot up to 75,40,000 equity warrants at a price of ₹15/- per warrant or at a price being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations and carrying a right to subscribe to equal number of equity shares in the company on conversion of warrants, in cash aggregating to ₹ 11,31,00,000/- or at a price not less than the price which is calculated in accordance with the Guidelines for Preferential Issue issued by SEBI under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, with November 18, 2015 being the relevant date i.e. the date 30 days prior to the date of Extraordinary General Meeting of the Company where the proposed issue is to be considered on such terms as may be deemed appropriate by the Board, on preferential basis to Mr. Ved Krishna, Managing Director (Promoter) S/o Late Mr. Krishna Kumar Jhunjunwala R/o Officers' Colony, Yash Papers Limited, Yash Nagar, Faizabad –

224135, Uttar Pradesh having PAN AJRPK1551C at such time or times, in one or more tranches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion."

**RESOLVED FURTHER THAT** the equity warrants will be convertible within a period which shall not exceed beyond 18 months at one or more times at the option of the allottees of the warrants subject to SEBI guidelines/ regulations or any other applicable law.

**RESOLVED FURTHER THAT** the equity warrants so issued shall have right to subscribe equal number of equity shares of nominal value of ₹10/- each at premium of ₹ 5/- per equity share or at a price not less than computed in accordance with Chapter VII (Guidelines for Preferential Issues) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.

**RESOLVED FURTHER THAT** ₹ 3.75 (25% of the decided price) per warrant shall be payable on the date of allotment of the warrants and ₹ 11.25 (remaining amount) per equity warrant shall be payable on the date of allotment of the resultant Equity Shares.

**RESOLVED FURTHER THAT** the Equity Shares so issued shall rank *pari passu* with the existing Equity Shares of the Company including dividend.

**RESOLVED FURTHER THAT** the equity warrants to be offered, issued and allotted shall be subject to lock-in after conversion into equity shares as provided under the provisions Chapter VII of the SEBI ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and

approvals.

**RESOLVED FURTHER THAT** subject to SEBI guidelines and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned warrant and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity warrants and listing of the equity shares on conversion to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the FIPB, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further

consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors, if required, to give effect to the aforesaid resolution."

**8. To consider and, if thought fit, to pass with or without modification(s) following resolution as Special Resolution:**

**"RESOLVED THAT** pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the

shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may

arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

**By Order of the Board**

**Sachin K. Srivastava**  
Company Secretary

Camp : Faizabad  
Date : 23rd April, 2016

**Route Map of the AGM Venue**



## 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, Ms. Kimberly Ann McArthur (DIN 05206436) Non-Independent Director (Promoter), retire by rotation at the Meeting and being eligible, offer herself for reappointment. The Board of Directors of the Company commends her 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 the Securities and Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations, 2015, 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 36th 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, 23rd July, 2016 to Saturday, 30th July, 2016 (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 D-153/A, 1st Floor, Okhla Industrial Area, Phase – 1, New Delhi – 110 020 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. The Company's Equity Shares are listed at BSE 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. The 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](http://www.yash-papers.com) under the section 'Investor'.
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 RTA, for consolidation into a single folio.
19. [scn@yash-papers.com](mailto:scn@yash-papers.com) has been designated for the purpose of registering complaints by investor, pursuant to the SEBI (LODR) Regulations, 2015.
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 EVoting 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](mailto:info@yash-papers.com) with a copy marked to [evoting@nsdl.co.in](mailto: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) 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](http://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 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 27th July, 2016

**End of e-voting:** Upto 5.00 p.m. IST on 29th July, 2016.

E-Voting shall not be allowed beyond 5.00 p.m. of 29th July, 2016. During the e-voting period, Shareholders of the Company, holding shares as on the cut-off date (record date) 25th July, 2016 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 results declared alongwith Scrutinizer's Report shall be placed on the Company's website [www.yash-papers.com](http://www.yash-papers.com) and on the website of NSDL within two days of passing of the resolutions at the 36th Annual General Meeting of the Company on 30th July, 2016 and communicate to the BSE Limited, Mumbai.

**By Order of the Board**



**Sachin K. Srivastava**  
Company Secretary

Camp : Faizabad  
Date : 23rd April, 2016

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

**ITEM NO. 4**

The Board of Directors of the Company appointed, pursuant to Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Imanul Haque (DIN: 00001284) as an Additional Director of the Company with effect from 6th February, 2016. In terms of the provisions of Section 161(1) of the Act Mr. Imanul Haque would hold office as an Additional Director of the Company up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of ₹ 1,00,000/- (Rupees

One Lac only) under Section 160 of the Act proposing the candidature of Mr. Imanul Haque for the office of Director of the Company.

Mr. Imanul Haque is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he shall not be included in the total

number of directors for retirement by rotation.

The Company has received a declaration from Mr. Imanul Haque that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015. Mr. Imanul Haque possesses appropriate skills, experience and knowledge, *inter alia*, in the field of finance.

In the opinion of the Board, Mr. Imanul Haque fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Securities

and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2016. Mr. Imanul Haque is independent of the management.

Brief Resume of Mr. Imanul Haque, nature of his expertise in specific function areas and name of companies in which he holds directorship and memberships / chairmanships of Board Committees, shareholding and relationship between directors *inter-se* as stipulated under the Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Imanul Haque is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Imanul Haque as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015.

Save and except Mr. Imanul Haque and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other 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.

#### **ITEM NO. 5**

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 31st March, 2016 at a remuneration of ₹ 50,000/- 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.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended 31st March, 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.5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

#### **ITEM NO. 6**

The Board of Directors in its meeting held on 24th July, 2015, approved the appointment of Mr. Narendra Kumar Agrawal as Director Works of the Company.

Approval of the Members u/s 196 and 197 read with schedule V to the Companies Act, 2013 is required for the remuneration of Director Works for payment of remuneration but in no circumstances the remuneration shall exceed the remuneration as laid down in Schedule V of Companies Act, 2013.

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.6 of the Notice.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

#### **ITEM NO. 7**

It is proposed to part finance to augment the new pulp mold project, the long term working capital requirements of the Company and contribution for pending CAPEX in CDR. The resultant increase in the borrowed funds needs to be offset by funds in the form of capital so as to reduce the borrowing cost and to enhance the debt / capital raising capacity in order to respond various opportunities for the future growth of the business in terms of introduction of new products so as to leverage such structure to achieve higher growth in terms of revenue and profit. Therefore, the Company is proposing to raise capital by allotment of equity warrants on preferential basis.

Raising Capital through Preferential allotment is one of the most cost effective methods as no merchant banker need to be appointed and other issue related expenses are not to be incurred. Preferential Issue is proposed by way of allotment of the equity warrants. Accordingly the Company proposes to issue 75,40,000 equity warrants at a price of ₹ 15 per equity warrants or such other higher price determined in terms of SEBI under Securities and Exchange Board of India (Issue of capital and Disclosure requirements 2009), in cash aggregating to ₹ 11.31crores on preferential basis.

Consent of the shareholders is sought for issuing the Equity Warrants as stated in the resolution to Mr. Ved Krishna, Managing Director (Promoter) S/o Late Mr. Krishna Kumar Jhunjunwala R/o Officers' Colony, Yash



Papers Limited, Yash Nagar, Faizabad – 224135, Uttar Pradesh having PAN AJRPK1551C, which shall result in issuance of up to 75,40,000 further equity warrants of the Company, on a preferential basis, resulting in an inflow of up to ₹ 11.31 crores to the Company in accordance with the terms and nature of the Equity Warrants to be issued by the Company.

Section 62 of the Companies Act, 2013 and the provisions of the Listing Agreement provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise.

The Resolution, if passed, will have the effect of allowing the Board to issue and allot Equity Shares to the Investor who is an existing member of the Company. Since the proposed Special Resolution would result in issue of Equity Warrants of the Company otherwise than to the members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013 and the Listing Agreement.

The equity warrants after conversion into equity shares would be listed on Bombay Stock Exchange Limited, Mumbai. The issue and allotment would be subject to the availability of regulatory approvals, if any.

The salient features of this Preferential Issue are:

- 75,40,000 warrants of ₹ 15/- each convertible as per detail given in the resolution.
- The equity warrants shall be locked in for a period of 3 years from the date of allotment or trading approval whichever is later or such period as

required by law.

- The right attached to equity warrants to subscribe to equal number of equity shares of ₹ 10/- each at a premium of ₹ 5/- representing 18.74% of the diluted share capital of the Company shall be exercised within a period which shall not exceed beyond 18 months from the date of allotment but subject to provision of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.
- The equity warrants will be convertible at one or more occasion at the option of the allottees within a period which shall not exceed beyond 18 months from the date of allotment of warrants.
- The equity warrants shall not carry any voting/ dividend rights.

In terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("Regulations"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of Extraordinary General Meeting

**i. The Object of the Preferential Issues:**

It is proposed to part finance to augment the new pulp mold project, the long term working capital requirements of the Company and contribution for pending CAPEX in CDR. The resultant increase in the borrowed funds needs to be offset by funds in the form of capital so as to reduce the borrowing cost and to enhance the debt / capital raising capacity in order to respond various opportunities for the future growth of the business in terms of introduction of new products so as to leverage such structure to achieve higher growth in terms of revenue and profit.

**ii. Intention of the Promoters/Directors/Key Management Persons to subscribe the Offer:**

Except Mr. Ved Krishna, Managing Director & Promoter, who will be subscribing to Equity

Warrants in preferential issue, none of the promoters, directors or key managerial personnel of the Company intends to apply / subscribe to any of the equity shares / equity warrants.

**iii. Relevant Date:**

The Relevant Date as per the Regulations for the determination of issue price of warrants pursuant to the aforesaid preferential allotment is fixed as November 18, 2015 i.e. the date falling 30 days prior to the date of this Extraordinary General Meeting to approve the proposed preferential issue, in terms of Section 62 of the Companies Act, 2013.

**iv. Pricing of Preferential Issue:**

The equity warrants will be allotted in accordance with the price determined in terms of ICDR Regulation 76 of the Regulations.

Since the Company is listed at Bombay Stock Exchange Limited, Mumbai, the maximum of the average of the weekly high and low of the closing prices of the equity shares quoted on the stock exchange during the six months preceding the relevant date or the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the relevant date will be considered to determine for computation of issue price.

As required under the Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the Regulations. Further, if the amount payable on account of re-computation of issuer price is not paid by the proposed allottees, i.e. Mr. Ved Krishna within the time stipulated under Regulations, the equity shares allotted to Mr. Ved Krishna shall continue to be locked in till the time such amounts are paid by them.

**v. Identity of the proposed allottees:**

The identity of the beneficial owners of the equity warrants proposed to be allotted is as follows:

Identity	Category	Pre-Issue Holding	% of Pre-issue holding	No. of warrants to be allotted	Issue Price (INR) of equity warrants	Post-issue holding	% of Post-issue holding
VED KRISHNA S/O LATE MR. KRISHNA KUMAR JHUNJHUNWALA YASH PAPERS LIMITED YASH NAGAR, FAIZABAD - 224135 PAN NO.: AJRPK1551C	Promoter	3434950	12.40%	7540000	₹ 15 per equity warrants	10974950	31.14%

**vi. Particulars of the proposed allottees:**

The proposed allottee, Mr. Ved Krishna is a Managing Director & Promoter of the Company. He has a rich experience of about 2 decades in Management and administration of paper Company.

He is also ex-chairman of Confederation of Indian Industry (C.I.I.), Uttar Pradesh. He has been awarded many awards in the field of Management from some of the prime institution.

**vii. Shareholding Pattern pre and post preferential Offer\***

Sl. No.	Categories of Shareholders	Pre-allotment Shareholding*		Post-allotment Shareholding**	
		No. of Shares	% to Shares	No. of Shares	% to Shares
1	Promoters**	8337456	30.10	15877456	45.06
2	Mutual Funds and UTI	1000	0.00	1000	0.00
3	Banks, Financial Institutions	0	0.00	0	0.00
4	Central/ State Government	211121	0.76	211121	0.60
5	Corporate Bodies	689937	2.49	689937	1.96
6	Individuals/ HUF / Trusts	18097666	65.34	18097666	51.35
7	Directors' Relatives	114585	0.41	114585	0.33
8	Foreign Nationals / NRIs	248235	0.90	248235	0.70
	<b>Total</b>	<b>27700000</b>	<b>100.00</b>	<b>35240000</b>	<b>100.00</b>

The above shareholding pattern may be changed upon transfer of shares by the existing shareholders of the company from time to time.

\*As at 13.11.2015

\*\*It Includes conversion of 75,40,000 warrants into 75,40,000 equity shares to be allotted on preferential basis.

**viii. Proposed time within which the allotment shall be completed:**

As required under Chapter VII of the Regulations, the Company shall complete the allotment of warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Extraordinary General Meeting or in the event allotment of warrants would require any approval(s) from any regulatory authority or the Central government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

**ix. Change in Control:**

There is no change in management or control of the Company pursuant to issue of equity warrants.

**x. Securities to be issued:**

The resolution set out in the accompanying notice authorizes the Board to issue to the allottee, up to 75,40,000 equity warrants of face value of ₹15/- each aggregating to ₹11.31/- crores (Rupees Eleven crores thirty one lacs only), in such manner and on such price, terms and condition as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations.

**xi. Auditors' Certificate:**

The Statutory Auditor's certificate, as required under Regulation 73(2) of the Regulations will be made available for inspection at the Corporate Office of the Company between 10 a.m. to 5:30 p.m. on all

working days (excluding Saturday and Sunday) up to the date of the meeting.

**xii. Lock in period:**

The proposed allotment shall be subject to lock-in as per requirements of the regulations.

**xiii. The Company has not made any preferential issued of securities during the current year:**

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter VII of the Regulations. The Board of Directors believes that the proposed Preferential issue and allotment of Equity warrants is in the best interest of the Company and its members. Your Directors therefore, recommend the resolution for your approvals.

Except Mr. Ved Krishna, Managing Director (Promoter), Mrs. Manjula Jhunjhunwala, Director (Promoter) and Ms. Kimberly Ann McArthur, Director (Promoter), None of the Directors / Key Managerial Personnel / their relatives of the Company are in any way concerned or interested in the resolution set out at item No.7 of the Notice.

The Board commends the Special Resolution set out at Item No.7 of the Notice for approval by the shareholders.

All the documents referred to in the accompanying Notice and Statement annexed thereto would be

available for inspection without any fee by the members at the Corporate Office of the Company during 09:00 A.M. to 05:30 P.M. on any working day (excluding Saturday and Sunday) up to the date of the meeting.

**ITEM NO. 8**

As per the provisions of Sections 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the Company in its Annual General Meeting.

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.8 of the Notice.

The Board commends the Special Resolution set out at Item No.8 of the Notice for approval by the shareholders.

**By Order of the Board**



**Sachin K. Srivastava**  
Company Secretary

Camp : Faizabad  
Date : 23rd April, 2016

## DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT / APPOINTMENT AT 36TH ANNUAL GENERAL MEETING

Particulars	Ms. Kimberly Ann McArthur	Mr. Imanul Haque	Mr. Narendra Kumar Agrawal
<b>DIN</b>	05206436	00001284	05281887
<b>Date of Birth</b>	19-05-1974	19-07-1965	15-04-1971
<b>Date of Appointment</b>	13-02-2012	06-02-2016	10-05-2012
<b>Education</b>	Master In Communication	Bachelor in Business Administration	Bachelor of Engineering
<b>Occupation</b>	Business	Business	Service
<b>Experience in specific functional areas</b>	<p>Kim is passionate about life. She earned a Masters in Communication and built her company Freerange Studios in the USA from a start up to a well known design firm that works on social causes.</p> <p>Kim knows how to communicate. She has a brain that can look at issues and guide as they need to be handled. From experience in running her own business for ten years, she gained business strategic experience combined with her great acumen for aesthetics and design. She also has a deep commitment to Yash Papers' CSR efforts.</p>	<p>Imanul has a wide experience in conversion and making of specialty papers. We look forward to his expert guidance and mentorship.</p>	<p>Yash Papers is blessed to benefit from Narendra's 2 decades of rich experience in projects. His skills have enabled Yash to minimize downtime, enhance production operations, and improve operational efficiencies. He has a Bachelor of Engineering (Mechanical) from MNREC Allahabad in year 1993. In his personal time he enjoys reading and organizing for the care of children and elderly.</p>
<b>Directorship in other Companies</b>	Yash Ecoenergy Limited	1. Genus Marketing Services Pvt Ltd 2. Rexcel Packaging Private Limited	
<b>Membership / Chairmanship of Committees of Listed entities (includes only Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee)</b>	Yash Papers Limited	-	-
<b>Number of Shares held in the Company</b>	-	-	500
<b>Relationship with any Director(s) of the Company</b>	1. Mr. Ved Krishna 2. Mrs. Manjula Jhunjunwala	-	-

**By Order of the Board**

**Sachin K. Srivastava**  
Company Secretary

Camp : Faizabad  
Date : 23rd April, 2016



# ATTENDANCE SLIP

## YASH PAPERS LIMITED

Regd. Office: - 13/65, Parmat, Civil Lines, 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

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	
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### NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 36th ANNUAL GENERAL MEETING of the Company held on Saturday, the 30th day of July, 2016 at 9:00 A.M. at Hotel Little Chef, 15/198 - A, Civil Lines, Kanpur – 208 001, Uttar Pradesh.

\* Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
 Signature of the Shareholder / proxy



Form No. MGT - 11

## PROXY FORM

## YASH PAPERS LIMITED

Regd. Office: - 13/65, Parmat, Civil Lines, 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

[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): Registered address:		E-mail ID: Folio No./ *Client ID: *DP ID:	
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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 36th ANNUAL GENERAL MEETING of the Company held on Saturday, the 30th day of July, 2016 at 9:00 A.M. at Hotel Little Chef, 15/198 - A, Civil Lines, Kanpur – 208 001, Uttar Pradesh and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Particulars	Optional*	
		For	Against
<b>Ordinary Business</b>			
1	Consider and adopt Audited Financial Statements, Report of the Board of Directors and Auditors (Ordinary Resolution)		
2	Re-appointment of Ms. Kimberly Ann McArthur (DIN: 05206436), Director who retires by rotation (Ordinary Resolution)		
3	Ratification of appointment of M/s Kapoor Tandon & Co., Chartered Accountants, Kanpur (Firm Registration No.000952C) as Statutory Auditor of the Company and fix their remuneration (Ordinary Resolution)		
<b>Special Business</b>			
4	Appointment of Mr. Imanul Haque (DIN: 00001284) as an Independent Director of the Company for a term of 5 (five) years (Ordinary Resolution)		
5	Approval of Remuneration of Mr. Rakesh Mishra, Cost Auditor (Ordinary Resolution)		
6	Re-appointment of Mr. Narendra Kumar Agrawal, Director Works of the Company (Special Resolution)		
7	Ratification of Resolution for allotment of 75,40,000 warrants of ₹15 each convertible into 75,40,000 equity shares of ₹10 each at a Securities Premium of ₹ 5 per equity shares to Promoters on preferential basis (Special Resolution)		
8	Service of document under Section 20 of the Companies Act, 2013 for delivery of documents in particular mode (Special Resolutions)		

I hereby record my presence at the 36th ANNUAL GENERAL MEETING of the Company held on Saturday, the 30th day of July, 2016 at 9:00 A.M. at Hotel Little Chef, 15/198 - A, Civil Lines, Kanpur – 208 001, Uttar Pradesh.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

\_\_\_\_\_  
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.



## YASH PAPERS LIMITED

CIN: L24231UP1981PLC005294

Registered Office: 13/65, Parmat, Civil Lines, Kanpur – 208001, Uttar Pradesh

Website: www.yash-papers.com; Email ID: scn@yash-papers.com; Ph: 05278-326611/12; Fax: 05278-258062

### 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015, 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, 1st July, 2016. 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 Monday, 25th July, 2016.

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.

v. 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.

vi. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

vii. Select "EVEN" of Yash Papers Limited.

viii. Now the shareholder is ready for e-voting as Cast Vote page opens.

ix. Shareholder may cast his/her 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 the shareholder has voted on the resolution, he/she will not be allowed to modify his/her vote.

xii. 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](mailto:adesh.tandon11@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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.

v. 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).

vi. The e-voting period commences on 27.07.2016 (9:00 am) and ends on 29.07.2016 (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.

vii. 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.

viii. 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.

ix. 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.

x. 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](http://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.