

ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
FCS, LLB, B.Com, AAIMA

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, **KANPUR** - 208 001 (U. P.)
Tel. : 0512-2332397 • Mobile : 09839100709
E-mail : adesh.tandon11@gmail.com

Date 20/09/2019

SCRUTINIZER'S REPORT - COMBINED

**[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rules 20 & 21(2)
of the Companies (Management & Administration) Rules, 2015, as amended]**

To,

The Chairman,

39th (Thirty Ninth) Annual General Meeting ("AGM") of the members of Yash Papers Limited (hereinafter referred as 'the Company') held on **Friday, September 20, 2019** at 02:00 Noon at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur-208002 (U.P.).

Dear Sir,

1. I, **Adesh Tandon**, Proprietor of Adesh Tandon & Associates, Kanpur have been appointed as scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the Remote e-voting process and Voting through poll at the AGM under the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the notice to the 39th AGM of the members of the Company, held on Friday, September 20, 2019 at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur-208002 (U.P.).
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Act and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 39th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report (Combined) of the votes casted 'in favour' or 'against' the resolutions stated below, based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the authorized agency engaged by the Company to provide e-voting and also based on the poll conducted at the AGM.



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3. The Company has engaged the services of NSDL as the Authorized Agency to provide Secured E-Voting process.
4. The E-Voting period remained open from 09:00 A.M. (IST) on Tuesday, September 17, 2019 upto 05:00 P.M. (IST) on Thursday, September 19, 2019.
5. The Cut-off date (i.e. the record date) for the purpose of determining the entitlement for remote E-Voting on the proposed resolutions is Friday, September 13, 2019.
6. The votes casted electronically were unblocked on September 20, 2019 after the conclusion of the AGM, in the presence of two witnesses Ms. Shriya Chopra, Plot No. 88 Ratan Lal Nagar, Kanpur- 208022 (UP) and Mr. Awashesh Dixit, R/o 30/6 Vishnupuri, Kanpur-208002 (UP) who are not in the employment of the Company. They have signed below in Confirmation of the E-Voting being unblocked in their presence.





7. The poll facility has been provided to all the shareholders who attended the AGM to vote at the Resolutions as contained in the Notice of the 39th AGM but not to those shareholders who have opted the facility to vote through remote E-Voting.
8. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'In Favour' and 'Against' the resolution, were generated from the E-Voting website of NSDL and based on such reports the results of Remote E-Voting and Poll on each resolution are given hereunder:

Resolution No. 1: Ordinary Resolution



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Consideration and adoption of the Audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss together with Statement of Cash Flows and Statements of Changes in Equity for the year ended on that date and the Report of Board of Directors and Auditors thereon.

Voted in '**FAVOUR**' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
17	1,58,90,089	3	962	1,58,91,051	100%

Voted '**AGAINST**' the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/P roxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

'INVALID' votes:



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

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Number of Members Voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/proxies Voted by Poll	Number of vote cast invalid by Poll	Total number of votes cast through e-voting and poll
0	0	0	0	0

Result:

As there is no votes cast against the resolution as set out in Notice as item No. 1. Hence, the ordinary resolution was passed with 100% majority.

Resolution No. 2: Ordinary Resolution

Declaration of Final Dividend of Rs. 1 per equity share for the Financial Year ended 31st March, 2019

Voted in 'FAVOUR' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and poll	% of total number of valid votes cast
17	1,58,90,089	3	962	1,58,91,051	100%

Voted 'AGAINST' the resolution:



ADESH TANDON & ASSOCIATES

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Number of Members Voted through electronic voting system	Number of vote cast 'against' resolution by e-voting	Number of Member/ Proxies Voted by Poll	Number of Vote cast 'Against' resolution by poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

'INVALID' votes:

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Members/Proxies Voted by Poll	Number of Vote Cast Invalid by Poll	Total Number of Vote cast through e-voting and Poll
0	0	0	0	0

Result:

As there is no votes cast against the resolution as set out in Notice as item No. 1. Hence, the ordinary resolution was passed with 100% majority.

Resolution No. 3: Ordinary Resolution



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Appointment of a director in place of Mrs. Manjula Jhunjhunwala (DIN: 00192901), who retires by rotation at this Annual General Meeting, and being eligible, has offered herself for re-appointment.

Voted in '**FAVOUR**' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
17	1,58,90,089	3	962	1,58,91,051	100%

Voted '**AGAINST**' the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/P roxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

'INVALID' votes:

Number of	Number of	Number of	Number of vote	Total



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Members Voted through electronic voting system	votes cast Invalid by e-voting	Member/proxies Voted by Poll	cast invalid by Poll	number of votes cast through e-voting and poll
0	0	0	0	0

Result:

As there is no votes cast against the resolution as set out in Notice as item No. 1. Hence, the ordinary resolution was passed with 100% majority.

Resolution No. 4: Special Resolution

Consideration and approval of change of name of company from 'Yash Papers Limited' to 'Yash Packs Limited'

Voted in '**FAVOUR**' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
16	1,58,89,821	3	962	1,58,90,783	99.99

Voted '**AGAINST**' the resolution:



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Number of Members voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/P roxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	268	0	0	268	.01

'INVALID' votes:

Number of Members Voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/proxies Voted by Poll	Number of vote cast invalid by Poll	Total number of votes cast through e-voting and poll
0	0	0	0	0

Result:

As the votes cast in favour of the resolution are more than thrice the votes cast against the resolution as set out in Notice as item No. 4. Hence, the special resolution was passed with special majority.

Resolution No. 5: Special Resolution



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Consideration and approval of Yash Team Stock Option Plan-2019

Voted in 'FAVOUR' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
16	1,58,89,821	3	962	1,58,90,783	99.99

Voted 'AGAINST' the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/P roxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	268	0	0	268	.01

'INVALID' votes:

Number of Members Voted	Number of votes cast Invalid by e-	Number of Member/proxies Voted by Poll	Number of vote cast invalid by Poll	Total number of votes cast



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through electronic voting system	voting	-		through e- voting and poll
0	0	0	0	0

Result:

As the votes cast in favour of the resolution are more than thrice the votes cast against the resolution as set out in Notice as item No. 4. Hence, the special resolution was passed with special majority.

Resolution No. 6: Special Resolution

Consideration and approval for acquisition of equity shares of the company through 'Yash Team Welfare Trust' for implementation of Yash Team Stock Option Plan-2019

Voted in '**FAVOUR**' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
16	1,58,89,821	3	962	1,58,90,783	99.99

Voted '**AGAINST**' the resolution:



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Number of Members voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/P roxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	268	0	0	268	.01

'INVALID' votes:

Number of Members Voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/proxies Voted by Poll	Number of vote cast invalid by Poll	Total number of votes cast through e-voting and poll
0	0	0	0	0

Result:

As the votes cast in favour of the resolution are more than thrice the votes cast against the resolution as set out in Notice as item No. 4. Hence, the special resolution was passed with special majority.

Resolution No. 7: Special Resolution



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Consideration and approval of Plan for provision of money to 'Yash Team Welfare Trust' for acquisition of the equity shares of the Company for the benefit of the employees under Yash Team Stock Option Plan-2019

Voted in '**FAVOUR**' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
16	1,58,89,821	3	962	1,58,90,783	99.99

Voted '**AGAINST**' the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/P roxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	268	0	0	268	.01

'**INVALID**' votes:

Number of	Number of	Number of	Number of vote	Total



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Members Voted through electronic voting system	votes cast Invalid by e-voting	Member/proxies Voted by Poll	cast invalid by Poll	number of votes cast through e-voting and poll
0	0	0	0	0

Result:

As the votes cast in favour of the resolution are more than thrice the votes cast against the resolution as set out in Notice as item No. 4. Hence, the special resolution was passed with special majority.

Resolution No. 8: Special Resolution

Consideration and approval of material Related Party Transaction with Yash Compostables Limited

Voted in 'FAVOUR' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
16	1,58,89,821	3	962	1,58,90,783	99.99

Voted 'AGAINST' the resolution:



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Number of Members voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/P roxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	268	0	0	268	.01

'INVALID' votes:

Number of Members Voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/proxies Voted by Poll	Number of vote cast invalid by Poll	Total number of votes cast through e-voting and poll
0	0	0	0	0

Result:

As the votes cast in favour of the resolution are more than thrice the votes cast against the resolution as set out in Notice as item No. 4. Hence, the special resolution was passed with special majority.

Resolution No. 9: Ordinary Resolution



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Ratification of the remuneration of the Cost Auditor for the financial year ending on 31st March, 2020

Voted in 'FAVOUR' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
16	1,58,89,989	3	962	1,58,90,951	99.99

Voted 'AGAINST' the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/P roxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	100	0	0	100	.01

'INVALID' votes:

Number of	Number of	Number of	Number of vote	Total



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Members Voted through electronic voting system	votes cast Invalid by e-voting	Member/proxies Voted by Poll	cast invalid by Poll	number of votes cast through e-voting and poll
0	0	0	0	0

Result:

As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in Notice as item No. 9. Hence, the ordinary resolution was passed with requisite majority.

9. The poll papers and all other relevant records were sealed and are being handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,
For Adesh Tandon & Associates
Company Secretaries

For ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
PROPRIETOR
C.P. No. 1121

Adesh Tandon
Proprietor
FCS No. 2253
C.P. No. 1121