

8<sup>th</sup> October, 2020

Dear Member,

You are cordially invited to attend the 40th Annual General Meeting of the members of Yash Pakka Limited ('the Company') to be held on Saturday, 31st October, 2020 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The Notice of the meeting, containing the business to be transacted is enclosed herewith. As per Section 108 of the Companies Act, 2013, read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are enclosed herewith.

Very truly yours,



**Pradeep Vasant Dhobale**

Chairman

DIN: 0274636

**Enclosures:**

1. Notice of the 40th Annual General Meeting (AGM)
2. Form for Registration / Updation of email
3. Instruction for e-voting

## YASH PAKKA LIMITED

(Formerly Yash Papers Limited)

**Regd. Office:** 2<sup>nd</sup> Floor, 24/57, Birhana Road, Kanpur – 208001, Uttar Pradesh

**Corp. Office:** Yash Nagar, Ayodhya – 224 135, Uttar Pradesh

**CIN –** L24231UP1981PLC005294 | **T:** +91 5278 258174

**E:** connect@yashpakka.com | **Website:** <https://www.yashpakka.com>

### NOTICE

NOTICE is hereby given that the 40<sup>th</sup> Annual General Meeting of the Members of Yash Pakka Limited will be held on Saturday, the 31<sup>st</sup> October, 2020 at 11:00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020 including Audited Balance Sheet as at 31<sup>st</sup> March, 2020, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a final dividend of Rs.1 per equity share for the financial year ended 31<sup>st</sup> March, 2020.
3. To appoint a Director in place of Mrs. Kimberly Ann McArthur (DIN:05206436), who retires by rotation at this Annual General Meeting, and being eligible, has offered herself for re-appointment.

### SPECIAL BUSINESS:

4. To consider and approve for re-appointment of Mr. Ved Krishna (DIN: 00182260) as an Executive Vice-

Chairman of the Company for a term of 3 years and in this regard pass, following resolution as a 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 Rules made thereunder Mr. Ved Krishna be and is hereby re-appointed as the Executive Vice-Chairman of the Company for a period of 3 years w.e.f. 1<sup>st</sup> August, 2020 on the following remuneration and terms and conditions:-

- (a) Basic Salary: Rs.5,86,999/- per month. Increment will be effective from 1<sup>st</sup> June each year, the amount being decided by the Board subject to maximum of Rs.8,50,000 per month.
- (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: In addition to the above, Mr. Ved Krishna shall be entitled to perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with utilities such as gas, electricity, water, furnishing and repairs; medical reimbursement leave travel concession for himself and his family, club fees, medical insurance etc.

(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) Reimbursement of Expenses: Mr. Ved Krishna shall also be entitled to reimbursement of entertainment, travelling, hotel and other expenses actually incurred by him in performance of the duties on behalf of the Company.
- (k) Other Benefits: Any other benefits, facilities, allowances and expenses may be allowed under Company rules/schemes and available to other employees.
- (l) Sitting Fees: No sitting fees will be paid for attending the meetings of the Board of Directors of the Company or Committees thereof.
- (m) Allowance: Payment of all the allowances including production incentive shall be limited to 6,00,000/- per month.
- (n) Commission on Net Profit: Mr. Ved Krishna will also be entitled for Commission upto 1% of Net Profit of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, modify or alter the terms and conditions of said re-appointment as it may deem fit and as may be acceptable to Mr. Ved Krishna in compliance with Schedule V of the Companies Act, 2013 and other applicable provisions and laws, if any. However, in case of loss or inadequacy of profit the minimum remuneration as per Schedule V of the Companies Act, 2013 shall be paid.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all acts and take such steps as necessary, proper or expedient to give

effect to this resolution.”

5. To consider and approve for re-appointment of Mr. Jagdeep Hira (DIN: 07639849) as a Managing Director & CEO of the Company for a term of 3 years and in this regard pass, following resolution as a 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 Rules made there under, Mr. Jagdeep Hira be and is hereby re-appointed as a Managing Director & CEO of the Company for a period of 3 years w.e.f. 21<sup>st</sup> July, 2020 on the following remuneration and terms and conditions:-

- (a) Basic Salary: Rs.5,58,908/- per month. Increment will be effective from 1<sup>st</sup> June each year, the amount being decided by the Board subject to maximum of Rs.8,00,000 per month.
- (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: 13% of Basic Salary as applicable from time to time.
- (e) Tea: As per applicable scheme for the employees of the Company.
- (f) Bonus: As per applicable scheme for the employees, as amended from time to time.
- (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) Reimbursement of Expenses: Mr. Jagdeep Hira 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) Other Benefits: Any other benefits, facilities, allowances and expenses may be allowed under Company rules/schemes and available to other employees.
- (l) Sitting Fees: No sitting fees will be paid for attending the meetings of the Board of Directors of the Company or Committees thereof.
- (m) Allowance: Payment of all the allowances including production incentive shall be limited to 6,00,000/- per month.
- (n) Commission on Net Profit: Mr. Jagdeep Hira will also be entitled for Commission upto 1% of Net Profit of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be

and are authorized to vary, modify or alter the terms and conditions of said re-appointment as it may deem fit and as may be acceptable to Mr. Jagdeep Hira in compliance with Schedule V of the Companies Act, 2013 and other applicable provisions and laws, if any. However, in case of loss or inadequacy of profit the minimum remuneration as per Schedule V of the Companies Act, 2013 shall be paid.

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

6. To consider and approve modification of Yash Team Stock Option Plan 2019 and matters connected with respect to the same and in this regard pass, following resolution as a Special Resolution:-

“RESOLVED that in supersession of earlier resolution passed by the Board of Directors in its meeting held on 11th August, 2019, Special Resolution passed by the Shareholders of the Company in 39th Annual General Meeting held on 20th September, 2019 and pursuant to the resolution passed by the Board of Directors in its meeting held on 12th September, 2020 in accordance with the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, subject to the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “SEBI SBEB Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable rules, regulations, circulars, guidelines

and laws in force, from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to modify the ‘Yash Team Stock Option Plan - 2019’ (hereinafter referred to as the “Plan”), the salient features of which are set out in the statement annexed hereto, and that the Board of Directors of the Company [hereinafter referred to as the ‘Board’ which expression shall also include Compensation (ESOP) Committee or such other Committee that may be constituted by the Board for this purpose (Committee) to create, issue, grant, offer and allot from time to time, directly or through, ‘Yash Team Welfare Trust’, a Trust to be set up by the Company, to the Eligible Employees (as defined in the Plan) as may be decided by the Board, such number of Options (‘Options’ as defined in the Plan) in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board, such that the aggregate of such Options to be granted under the Plan to such employees of the Company, as provided under the Plan and where the term ‘Employees’ shall be in terms of Regulation 2(1)(f) of the SEBI SBEB Regulations, which shall not in aggregate exceed 15,00,000 Options, each Option giving the right but not the obligation to the holder, or other person entitled under the Plan, to subscribe for cash to one fully paid Equity Share of Rs.10/- each of the Company (‘Share’) in terms of the Plan and the terms of the Grant (as defined in the

Plan), as per the details set out in the Explanatory Statement annexed to the notice convening the meeting.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board of Directors constituted by the Board, to exercise its powers including powers conferred by this Resolution), be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation and formulation of the Scheme to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER that it is hereby noted that the amendments to the Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to devise, formulate, evolve, decide upon and bring into effect the Plan as per the terms approved in this resolution read with the statement annexed hereto and at any time vary, modify or alter or amend any of the terms and conditions of the Plan, including but not limited to those for the grant of Options, issue of Shares on Exercise of Options, Exercise Price for the purpose of the Grant, Vesting Period and Exercise Period, subject to the compliance of SEBI SBEB Regulations and other applicable laws, rules and regulations, as may be prevailing from time to time.

RESOLVED FURTHER THAT that the Shares to be issued and allotted, upon exercise of the Options under the Plan, shall rank pari passu with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the Plan on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan;

RESOLVED FURTHER THAT Mr. Ved Krishna, Executive Vice-Chairman, Mr. Jagdeep Hira,

Managing Director & CEO, Mr. Narendra Kumar Agrawal, Director Works, Mr. Jignesh Shah, Chief Financial Officer and Mr. Sachin Kumar Srivastava, Company Secretary & Head Legal of the Company be and hereby authorised, jointly and severally, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and further to execute all such deeds,

documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the Plan and to take all such steps and do all acts as may be incidental or ancillary thereto."

By Order of the Board



Sachin Kumar Srivastava

Camp: Ayodhya Company Secretary & Head Legal  
Date: 12<sup>th</sup> September, 2020 M. No. A44270

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 (collectively referred as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the

Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to amitguptacs@gmail.com with a copy marked to evoting@nsdl.co.in
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 here to.
6. The Company has notified closure of register of Member and share transfer books of the Company

from Wednesday, 28<sup>th</sup> October, 2020 to Saturday, 31<sup>st</sup>, October, 2020.

7. The Company has fixed Tuesday, 27<sup>th</sup> October, 2020 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended 31<sup>st</sup> March, 2020, if approved at the AGM.
8. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on Wednesday, 4<sup>th</sup> November, 2020 as under:
  - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Tuesday, 27<sup>th</sup> October, 2020.
  - ii. To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business



hours on Tuesday, 27<sup>th</sup> October, 2020.

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Skyline Financial Services Private Limited ("Skyline") for assistance in this regard.
10. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Skyline in case the shares are held by them in physical form.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFS code, etc., to their DPs in case the shares are held by them in electronic form and to Skyline in case the shares are held by them in physical form.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [https://](https://www.yashpakka.com/pdf/NECS%20Mandate.pdf)

[www.yashpakka.com/pdf/NECS%20Mandate.pdf](https://www.yashpakka.com/pdf/NECS%20Mandate.pdf). Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Skyline in case the shares are held in physical form.

13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Skyline, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, 30<sup>th</sup> October, 2020 email on [cs@yashpakka.com](mailto:cs@yashpakka.com). The same will be replied by the Company suitably.
16. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For details,

please refer to corporate governance report which is a part of this Annual Report and FAQ of investor page on Company's website.

17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.yashpakka.com](http://www.yashpakka.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsd.com>
18. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. At the 37<sup>th</sup> AGM held on Saturday, 2<sup>nd</sup> September, 2017 the Members approved appointment of CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W/W-100036) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 42<sup>nd</sup> AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 40<sup>th</sup> AGM.
20. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1<sup>st</sup> April, 2020 and the Company is required to deduct

tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Skyline (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [compliances@skylinerta.com](mailto:compliances@skylinerta.com) by 11:59 p.m. IST on Tuesday, 27<sup>th</sup> October, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [compliances@skylinerta.com](mailto:compliances@skylinerta.com). The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on Tuesday, 27<sup>th</sup> October, 2020.

**21.** Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**22.** Instructions for e-voting and joining the AGM are as follows:

#### **A. VOTING THROUGH ELECTRONIC MEANS**

**i.** In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014,

as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

**ii.** The remote e-voting period commences on Wednesday, 28<sup>th</sup> October, 2020 (9:00 a.m. IST) and ends on Friday, 30<sup>th</sup> October, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, 27<sup>th</sup> October 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

**iii.** The Board of Directors has appointed Mr. Amit Gupta (Membership No. F5478 and COP No. 4682) of Amit Gupta & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

**iv.** The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

**v.** The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

**vi.** Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

**vii.** The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system

#### **Details on Step 1 are mentioned below:**

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
A) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
B) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

5. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this notice.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

**Details on Step 2 are mentioned below:**

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-voting as the Voting page opens
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.



7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to amitguptacs@gmail.com with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

In case of any grievances connected with facility for e-voting, please contact

Ms. Pallavi Mhatre,

Manager, NSDL,

4th Floor, 'A' Wing, Trade World,

Kamala Mills Compound, Senapati Bapat Marg,

Lower Parel, Mumbai 400 013.

Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) ; [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in),

Tel: 91 22 2499 4545/ 1800-222-990

Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, Skyline at <a href="mailto:compliances@skylinerta.com">compliances@skylinerta.com</a> providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) for registering email address.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ol style="list-style-type: none"> <li>a) Name and Branch of the Bank in which you wish to receive the dividend,</li> <li>b) the Bank Account type,</li> <li>c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions</li> <li>d) 9 digit MICR Code Number, and</li> <li>e) 11 digit IFSC Code</li> <li>f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.</li> </ol> <p>Demat Holding Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>

**B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by our RTA, Skyline Financial Services Pvt. Ltd. with support of NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members who need assistance before or during

the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/ 022-24994360/ +91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in)/ 022-24994553/ +91 9326781467.

4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [cs@yashpakka.com](mailto:cs@yashpakka.com) from 26<sup>th</sup> October, 2020 (9:00 a.m. IST) to 28<sup>th</sup> October, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**Other Instructions**

1. The Scrutinizer shall, immediately after the

conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.yashpakka.com](http://www.yashpakka.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

**By Order of the Board**



Sachin Kumar Srivastava

Company Secretary & Head Legal

Camp: Ayodhya

Date: 12<sup>th</sup> September, 2020

M. No. A 44270

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

Statements with respect to items under Special Business covered in the notice of the meeting are given below:

### ITEM NO. 4

Mr. Ved Krishna was re-designated as Executive Vice-Chairman of the Company in the meeting of Board of Directors held on 22<sup>nd</sup> September, 2018.

In appreciation of the dedicated services and having regard to the increased responsibilities shouldered, rich and diversified experience in the industry and improved performance of the Company, the Board of Directors at its meeting held on 20<sup>th</sup> June, 2020, approved the re-appointment of Mr. Ved Krishna as an Executive Vice-Chairman of the Company as recommended by Nomination and Remuneration Committee for a period of three years w.e.f. 1<sup>st</sup> August, 2020 subject to approval of the Members of the Company. The services of highly educated Executive Vice-Chairman with rich experience of corporate working will be in the best interest of the Company.

Information as required under Para (B) of Section II of Part II of Schedule V to the Companies Act, 2013 is given elsewhere in the Annual Report.

Approval of the Members under Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is required for the reappointment of Executive Vice-Chairman for

payment of remuneration but in no circumstances the remuneration shall exceed the remuneration as laid down in Schedule V of the Companies Act, 2013. The additional disclosures as required in Section II of Part II of Schedule V are provided elsewhere in the Annual Report.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.4 of the Notice except Mrs. Kimberly Ann McArthur, Director (Promoters' Group) and Mrs. Manjula Jhunjhunwala, Director (Promoter) of the Company.

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

### ITEM NO. 5

The Board of Directors of the Company appointed Mr. Jagdeep Hira as an Additional Director (Executive) and CEO (Key Managerial Personnel) of the Company and further designated him as Executive Director and CEO (Key Managerial Personnel) of the Company with effect from 22<sup>nd</sup> October, 2016. Mr. Jagdeep Hira was re-designated as Joint Managing Director of the Company in the meeting of Board of Directors held on 21<sup>st</sup> July, 2017. Mr. Jagdeep Hira was further re-designated as Managing Director & CEO of the Company in the meeting of Board of Directors held on 22<sup>nd</sup> September, 2018.

Mr. Jagdeep Hira has a vast experience of 26 years in specialty paper manufacturing and paper mill management. He had worked in domestic and MNC companies with extensive international experience.

In appreciation of the dedicated services, the Board of Directors at its meeting held on 20<sup>th</sup> June, 2020, approved the re-appointment of Mr. Jagdeep Hira as a Managing Director & CEO of the Company as recommended by Nomination and Remuneration Committee for a period of three years w.e.f. 21<sup>st</sup> July, 2020 subject to approval of the Members of the Company.

Information as required under Para (B) of Section II of Part II of Schedule V to the Companies Act, 2013 is given elsewhere in the Annual Report.

Approval of the Members u/s 196 and 197 read with Schedule V of the Companies Act, 2013 is required for the remuneration of Managing Director & CEO 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.5 of the Notice.

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

**ITEM NO.6**

**MODIFICATION OF THE YASH TEAM STOCK OPTION PLAN 2019 AND MATTERS CONNECTED WITH RESPECT TO THE SAME**

Yash Pakka Limited (“YPL” or “Company”) had introduced the Yash Team Stock Option Plan 2019 (“Scheme”). The Scheme will be administered through

Yash Team Welfare Trust (“Trust”). The Objective of the Scheme was to facilitate team participation in the ownership of the Company by offering Equity Shares of the Company to Eligible Team Members (Employees) of YPL.

The Board of Directors of the Company approved the amendments / modification to the Scheme, by way of a Resolution passed in the Board Meeting of the

Company held on 12th September, 2020, subject to the approval of the Members. The Board of Directors of the Company are of the view that the amendments to the Scheme are not prejudicial to the interests of the option holders.

A comparative statement of the Scheme which is proposed to be amended is given below for the perusal and consideration of the Members:-

S. No.	Existing Scheme	Proposed Scheme
1.	The Eligibility Criteria for the Team Members (Employees) was 3 years from the date of appointment.	The following Eligibility Criteria for the Team Members (Employees) has been recommended by the Board in the Scheme:- 1. Managing Director – 3 years from date of appointment. 2. Core Team Members – 10 years from date of appointment on pay roll / employment of the Company and will be selected by the Board of Directors. 3. Rest of the Team Members – 3 years from date of appointment on roll of the Company. “Apart from this, the Team Members (Employees) need to ensure the performance criteria as laid down in the revised scheme to be eligible beneficiaries i.e. 70% average marks in their last 3 years Lakshya Patra. Lakshya Patra is a monthly target taken by each team members from their respective team leaders.”
2.	The Options were proposed to be granted in the following manner to the respective category of eligible Team Members (Employees) i.e. 1. Managing Director – 1,00,000 options for consecutive 3 years. 2. Rest Team Members – 1,000 options for consecutive 3 years.	The Options are now proposed to be granted in the following manner to the respective category of eligible Team Members (Employees):- 1. Managing Director – 1,00,000 options for consecutive 3 years. 2. Core Team Members – 10,000 options for consecutive 3 years. 3. Rest Team Members – 1,000 equity options for consecutive 3 years.

It was further clarified that no options had been granted by the Company yet under the Yash Team Stock Option Plan 2019, as was originally approved in the year 2019.

It is confirmed that the beneficiaries of the Plan fall within the ambit of ‘Employee’ as defined under Regulation 2(1) (f) of the SEBI SBEB Regulations.

Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, provides that the Company may vary, by way of a Special Resolution, the terms of the Employees Stock Options not yet exercised by the employees provided that such variation is not prejudicial to the interests of the option holders. The modifications do not specifically benefit any of the option holders but are being carried out

to bring the Scheme in line with the applicable provisions of the Act.

A copy of the existing Scheme, would be available for inspection, by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday).

The above changes will be applicable to all existing and future ‘Eligible Employees’ as defined in the Scheme.

The approval of the Members is being sought by way of a Special Resolution under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 for the amendment in the existing Scheme.

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

**By Order of the Board**



**Sachin Kumar Srivastava**

Camp: Ayodhya

Company Secretary & Head Legal

Date: 12<sup>th</sup> September, 2020

M. No. A 44270



**DETAILS OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT 40TH ANNUAL GENERAL MEETING IN PURSUANCE OF PROVISIONS OF COMPANIES ACT, 2013 & REGULATIONS 36(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Particulars	Mrs. Kimberly Ann McArthur	Mr. Ved Krishna	Mr. Jagdeep Hira
DIN	05206436	00182260	07639849
Date of Birth	19-05-1974	18-06-1975	17-01-1972
Date of Appointment	13-02-2012	30-05-1999	22-10-2016
Education	Master In Communication	Bachelor in Business Administration	Bachelor of Engineering
Occupation	Business	Industrialist	Service
Brief resume, qualification, experience and nature of expertise in specific functional are as	<p>Mrs. Kimberly Ann McArthur 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 Pakka's CSR efforts.</p>	<p>Mr. Ved Krishna, Executive Vice-Chairman is our eternal optimist. Nothing seems to bring him down. We have faced numerous hurdles during his stewardship and he just keeps going. He has a keen strategic mind and is always in search for innovative ways for building business. He has been with the organization for over 21 years and has grown the company over 10 times. We continue to have great plans for the future that are drawn with his guidance and he continuously enthuses the team to achieve more and more.</p>	<p>Mr. Jagdeep Hira has lived and breathed paper most of his working life. He has run all kinds of machines and developed numerous grades of papers. He has worked in different kind of companies and environments and has also had great international exposure. He loves to build organizations taking the team along with him. He is able to understand, grasp resolve issues due to his deep involvement with the process.</p>
No. of Board Meetings attended during the financial year ended 31 <sup>st</sup> March, 2020	3	4	5
Directorship in other Listed Company	NIL	NIL	NIL
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee)	<p>Yash Pakka Limited</p> <p>(i) Corporate Social Responsibility (CSR) Committee - Chairperson</p> <p>(ii) Stakeholder Relationship Committee - Member</p>	<p>Yash Pakka Limited</p> <p>(i) Corporate Social Responsibility Committee</p> <p>(ii) Audit Committee</p> <p>(iii) Strategic Committee</p>	<p>Yash Pakka Limited</p> <p>(i) Audit Committee</p> <p>(i) Strategic Committee</p>
Number of Shares held in the Company	NIL	1,10,09,950	NIL

Inter-se relationship with other Directors and Key Managerial Personnel	1. Mr. Ved Krishna 2. Mrs. Manjula Jhunjunwala	1. Mrs. Manjula Jhunjunwala 2. Mrs. Kimberly Ann McArthur	Not Applicable
Details of Remuneration sought to be paid	Mrs. Kimberly Ann McArthur is a Non-Executive Director (Promoters' Group) of the Company and is paid sitting fees Rs.15,000/- for attending each meeting of Board, Committee of Board and Consultancy Fees of Rs.1,00,000/- per month till 31 <sup>st</sup> May, 2020. The Board in its meeting held on 20 <sup>th</sup> June, 2020 appointed her as International Consultant by modifying her earlier contract at a total remuneration of USD 7500/- per month.	Mr. Ved Krishna was proposed to be re-appointed on the remuneration as contained in his resolution.	Mr. Jagdeep Hira was proposed to be re-appointed on the remuneration as contained in his resolution.
Remuneration last drawn by the Director	Please refer Corporate Governance Report forming part of the Annual Report	Please refer Corporate Governance Report forming part of the Annual Report	Please refer Corporate Governance Report forming part of the Annual Report

By Order of the Board



**Sachin Kumar Srivastava**  
 Company Secretary & Head Legal  
 M. No. A 44270

Camp: Ayodhya  
 Date: 12<sup>th</sup> September, 2020

## YASH PAKKA LIMITED

### FORM FOR REGISTRATION / UPDATION OF E-MAIL ADDRESS

The Company Secretary & Head Legal  
Yash Pakka Limited  
Yash Nagar  
Ayodhya – 224 135  
Uttar Pradesh

#### Sending of Notices, Report and Accounts and other documents through Electronic Mode

Dear Sirs,

I hereby register / update my e-mail address provided below for receiving the Notices, Report and Accounts and other documents from the Company through electronic mode:-

E-mail Address: .....

Name of the Sole / First Holder: .....

DP ID / Client ID / Registered Folio No.: .....

#Contact Nos.:

Mobile: ..... Land Line (with STD Code): .....

# Optional

Date: ..... Signature of the Sole / First Holder .....

Notes :

(1) The Notices, Report and Accounts and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Shareholders.

(2) This Form can also be downloaded from the Company's corporate website <https://www.yashpakka.com> under the section 'Investor Relations'.

## YASH PAKKA LIMITED

CIN: L24231UP1981PLC005294

Registered Office: 2nd floor, 24/57, Birhana Road, Kanpur – 208 001, Uttar Pradesh

Website: <https://www.yashpakka.com>; Email ID: [connect@yashpakka.com](mailto:connect@yashpakka.com); Ph: 05278-258174

### 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 at [evoting@nsdl.co.in](mailto: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 through VC/OAVM on at the general meeting.

The Benpos date for sending e-voting form through email / physically to Shareholders is Friday, 2<sup>nd</sup> October, 2020. 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 Tuesday, 27<sup>th</sup> October, 2020. The record date for payment of dividend is Tuesday, 27<sup>th</sup> October, 2020.

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 RTA/Depository Participant (s)] is requested to:

- i. 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.
- ii. Launch Internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii. Click on Shareholder-Login

- iv. 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 Pakka 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 [amitguptacs@gmail.com](mailto:amitguptacs@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]:

- i. Initial password is provided hereinabove.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of item (A) above, to cast vote.
- iii. 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/>

- iv. 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 remote e-voting period commences on 28.10.2020 (9:00 am) and ends on 30.10.2020 (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 attending AGM through VC/OAVM or e-voting. If any shareholder opts for e-voting, he/she will not be eligible to vote in AGM.
- viii. Mr. Amit Gupta, Practicing Company Secretary (Membership No. F5478 and Certificate of Practice No. 4682) of Amit Gupta & 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 remote 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 within 48 hours of the conclusion of the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company website: [www.yashpakka.com](http://www.yashpakka.com) and on the website of NSDL within 48 hours of the conclusion of the Annual General Meeting of the Company and communicated to the Stock Exchanges.