

YASH PAPERS LIMITED

Regd. Office: - Flat No.202, 3A/172, Azad Nagar, Kanpur – 208 002, Uttar Pradesh

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

CIN – L24231UP1981PLC005294 | T: +91 5278 208900 - 01 | F: +91 5278 258062

E: info@yash-papers.com | Website: www.yash-papers.com

NOTICE

NOTICE is hereby given that the **37th Annual General Meeting** of the Members of Yash Papers Limited will be held on Saturday, the **2nd September, 2017 at 09:00 A.M. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur - 208 002, 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, 2017 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 Mrs. Manjula Jhunjunwala (DIN: 00192901), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.
3. To appointment of CNK & Associates LLP as Statutory 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, CNK &

Associates LLP, Chartered Accountants, Mumbai, [Firm Registration No.101961W/W-100036], the appointment of Statutory Auditors who have furnished the eligibility certificate under Section 141 of the Companies Act, 2013 be and is hereby confirmed as the Statutory Auditor of the Company from the conclusion of ensuing Annual General Meeting till the conclusion of Annual General Meeting to be held in the calendar year 2022 subject to ratification of appointment by the Members of the Company at every Annual General Meeting to be held in the intervening period at a remuneration of Rs.3,75,000 per annum alongwith fees Rs.75,000/- per quarter for Limited Review / 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 consider and, if thought fit, to pass with or without modification(s) following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions contained under Section 188 of the Companies Act, 2013, the consent of the members be and is hereby accorded for the appointment of Mrs. Kimberly Ann McArthur (DIN : 05206436) relative of Mr. Ved Krishna, Managing Director (Promoter) and Mrs.

Manjula Jhunjunwala (Promoter) as International Marketing Consultant on the terms as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things (including delegation of such authority) as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith incidental hereto.”

5. 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. Ved Krishna (DIN : 00182260) be and is hereby re-appointed as the Managing Director of the Company for a period of 3 years w.e.f. 1st August, 2017 on the following remuneration and terms and conditions:-

- a) **Basic Salary:** Rs.2,65,164/- per month in the grade of Rs.2,65,164 – 75,000 – 5,00,000. 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:** 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 5,00,000/- per month.
- 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. Jagdeep Hira (DIN : 07639849) be and is hereby appointed as Joint Managing Director of the Company for a period of 3 years w.e.f. 21st July, 2017 on the following remuneration and terms and conditions:-
- a) Basic Salary:** Rs.4,01,132/- per month in the grade of Rs.4,01,132 – 25,000 – 6,00,000.

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:** 13% of Basic Salary as applicable from time to time.
- e) Tea:** As per applicable scheme for the employees of the Company.
- f) Perquisites:** Mr. Jagdeep Hira shall not be entitled for any perquisites.
- g) Bonus:** As per applicable scheme for the employees, as amended from time to time. A special incentive would be given, if the Company achieves 20% of EBIDTA of Revenue. An additional 5% Bonus would be given for every percent increase in EBIDTA beyond 20%.
- h) 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.
- i) 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.

- j) **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.
- k) **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.
- l) **Other Benefits:** Any other benefits, facilities, allowances and expenses may be allowed under Company rules/schemes and available to other employees.
- m) **Sitting Fees:** No sitting fees will be paid for attending the meetings of the Board of Directors of the Company or Committees thereof.
- n) **Allowance:** Payment of all the allowances including production incentive shall be limited to 5,00,000/- per month.

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. 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."

- 7. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2018 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 the Cost Auditor 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, 2018, be

paid the remuneration of Rs.50,000/- plus out of pocket expenses incurred for traveling, lodging and other expenses in connection with conducting the cost audit.;"

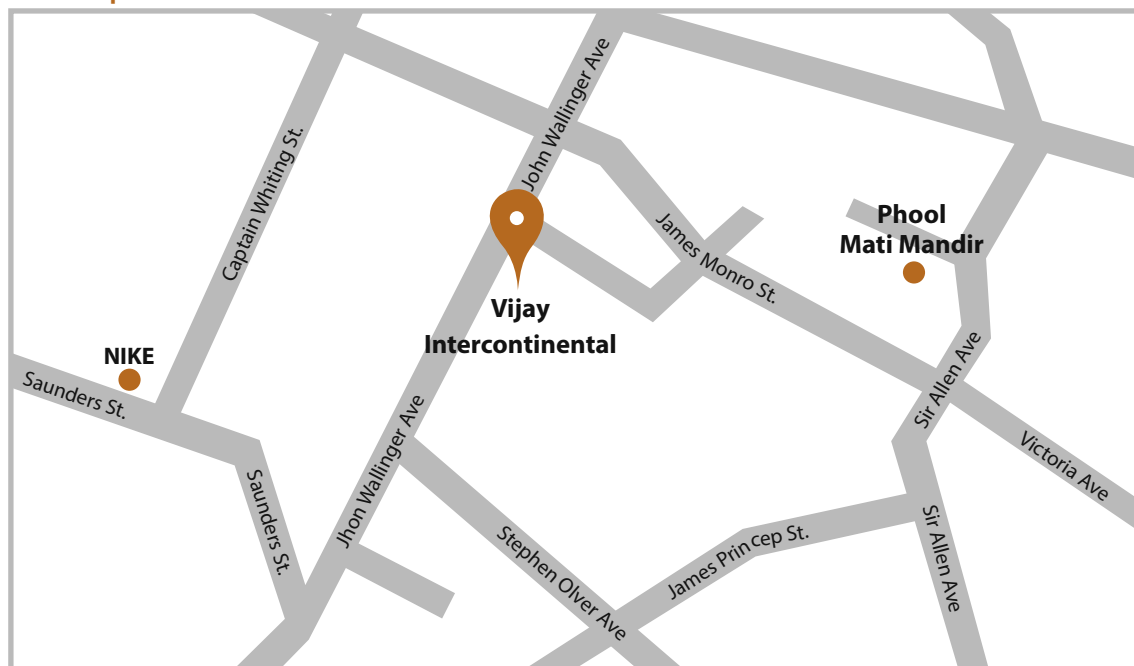
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

Sachin Kumar Srivastava
Company Secretary & Legal Head

Place : Faizabad
Date : 21st July, 2017

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. Instructions 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, Mrs. Manjula Jhunjunwala (DIN 00192901) Non-Independent Director (Promoter), retires by rotation at the ensuing General Meeting and being eligible, offers herself for re-appointment. 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 37th 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, 26th August, 2017 to Saturday, 2nd September, 2017 (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-153A, First floor Okhla Industrial area, Phase - 1, New Delhi - 110020 by quoting their folio number.
12. Pursuant to provisions of Section 125 of the Companies Act, 2013, No dividends and Public Issue Refund etc. are remaining 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 provisions of the Companies Act, 2013 in respect of their shareholding in the Company. The nomination Form No.SH-13 can be downloaded from the Company's website www.yash-papers.com under the section 'Investor'.
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 Skyline Financial Services Private Limited, for consolidation into a single folio.
19. 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 Private 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 scn@yash-papers.com with a copy marked to evoting@nsdl.co.in

b) In case of Shareholders who have not registered their e-mail Id and will be receiving physical copy of the Notice of AGM:

- 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.
- 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 30th August, 2017

End of e-voting: Upto 5.00 p.m. IST on 1st September, 2017.

E-Voting shall not be allowed beyond 5.00 p.m. of 1st September, 2017. During the e-voting period, Shareholders of the Company, holding shares as on the cut-off date (record date) 28th August, 2017 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 and on the website of NSDL within two days of passing of the resolutions at the 37th Annual General Meeting of the Company to be held on 2nd September, 2017 and communicate to the BSE Limited, Mumbai.

By Order of the Board



Sachin Kumar Srivastava
Company Secretary & Legal Head

Place : Faizabad
Date : 21st July, 2017

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

ITEM NO. 4

Mrs. Kimberly Ann McArthur, Director (Promoter) has been appointed as an International Marketing Consultant for a period of 5 years in the Company in the Board Meeting held on 23rd April, 2016 with effect from 1st May, 2017.

Mrs. Kimberly Ann McArthur has co-owned a social justice marketing and design studio for the last seventeen years. She led the growth of Free Range from two founders to an award-winning studio with offices in Washington, DC and Berkeley, CA. Her business and marketing acumen has led her to be invited to speak at numerous venues such as Harvard University, Brigham Young University, Social Venture Network, and LOHAS.

Mrs. Kimberly Ann McArthur will be paid an annual consultancy fees of Rs.12,00,000/- per annum. However, the approval of the shareholders is accorded to authorize the Board subject to maximum of Rs.24,00,000 lacs per annum.

The Board of Directors of the Company in its meeting held on 23rd April, 2016 has approved the appointment of Mrs. Kimberly Ann McArthur as International Marketing Consultant on total remuneration of Rs. 50000/- and enhanced her remuneration from Rs. 50000 to Rs. 1,00,000 in the Board Meeting held on 27th May, 2017. The approval accorded under Section 186 of the Companies Act, 2013 read with other necessary provisions of the law.

Mr. Ved Krishna, Managing Director (Promoter) and Mrs. Manjula Jhunjhunwala, Director (Promoter) of the Company, being relatives of Mrs. Kimberly Ann McArthur would be deemed to be interested or concerned in this resolution as related parties.

ITEM NO. 5

Mr. Ved Krishna was re-appointed as the Managing Director of the Company on 09th August, 2014. The earlier tenure of Managing Director stands determined with mutual consent. 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 27th May, 2017, approved the re-appointment on enhanced remuneration of the Managing Director of the Company as recommended by Nomination and Remuneration Committee on fresh terms & conditions in accordance with Board decision in earlier Board Meeting for a period of three years w.e.f. 01.08.2017 subject to approval of the Members of the Company. The services of highly educated Managing Director with rich experience of corporate working will be in the best interest of the Company.

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 on enhanced remuneration of Managing Director 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.5 of the Notice except Mrs. Kimberly Ann McArthur, Director (Promoter) and Mrs. Manjula Jhunjhunwala, Director (Promoter) of the Company.

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

ITEM NO. 6

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. 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 22nd October, 2016. Mr. Jagdeep Hira was re-designated as Joint Managing Director of the Company in the meeting of Board of Directors held on 21st July, 2017. In terms of the provisions of Section 161(1) of the Act, Mr. Jagdeep Hira would hold office as Additional Director upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith deposit of Rs.1,00,000 (Rupees One Lac only) under Section 160 of the Act proposing the candidature of Mr. Jagdeep Hira for the office of Director of the Company.

Mr. Jagdeep Hira has a vast experience of 23 years in specialty paper manufacturing and paper mill management. He had worked in domestic and MNC companies with extensive international experience. It was proposed to appoint Mr. Jagdeep Hira as CEO (Chief Executive Officer) & Executive Director (DIN: 07639849) of the Company in order to elevate the business of Yash

Papers Limited and take it to the next level.

Keeping in view of his vast experience and knowledge it will be in the interest of the Company that Mr. Jagdeep Hira is appointed as Joint Managing Director (Key Managerial Personnel) of the Company.

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

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Rakesh Misra, 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, 2018 at a remuneration of Rs.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.7 of the Notice for ratification of the remuneration

payable to the Cost Auditors for the financial year ended 31st March, 2018.

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.7 of the Notice.

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

By Order of the Board



Sachin Kumar Srivastava
Company Secretary & Legal Head

Place : Faizabad

Date : 21st July, 2017

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT / APPOINTMENT AT 37TH ANNUAL GENERAL MEETING

Particulars	Mrs. Manjula Jhunjunwala	Mr. Ved Krishna	Mr. Jagdeep Hira
DIN	00192901	00182260	07639849
Date of Birth	19-03-1952	18-06-1975	17-01-1972
Date of Appointment	17-06-1981	30-05-1999	22-10-2016
Education	Bachelor of Education	Bachelor in Business Administration	Bachelor of Engineering
Occupation	Business	Business	Service
Experience in specific functional areas	Mrs. Manjula Jhunjunwala is our founder Director. As our founder Mr. KK Jhunjunwala always said the business is here because of her. She sold her jewellery to provide the seed capital to her husband to establish the business. Mrs. Jhunjunwala is a revered educationist and philanthropist. She has built a great name in the field of early education through Jingle Bells Nursery Schools Society. Her passion is to build a better nation for the future generations and works tirelessly towards the same.	Mr. Ved Krishna, our Managing Director 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 14 years and has grown the company over 4 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.	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.
Directorship in other Companies	1. Yash Skills Limited 2. Yash Agro Products Limited	1. Yash Ecoenergy Limited 2. Yash Skills Limited	-
Membership / Chairmanship of Committees of Listed entities (includes only Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee)	Yash Papers Limited	Yash Papers Limited	Yash Papers Limited
Number of Shares held in the Company	5,48,366	1,10,09,950	-
Relationship with any Director(s) of the Company	1. Mr. Ved Krishna (Son) 2. Mrs. Kimberly Ann McArthur (Daughter-in-Law)	1. Mrs. Manjula Jhunjunwala (Mother) 2. Mrs. Kimberly Ann McArthur (Wife)	-

By Order of the Board

Sachin Kumar Srivastava
Company Secretary & Legal Head

Place : Faizabad
Date : 21st July, 2017

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

DP ID*		Client ID*		Folio No.		No. of Shares	
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NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 37th ANNUAL GENERAL MEETING of the Company held on Saturday, the 2nd day of September, 2017 at 9:00 A.M. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur - 208 002, Uttar pradesh.

* Applicable for investors holding shares in electronic form.

Signature of the Shareholder / proxy



YASH PAPERS LIMITED

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 E: info@yash-papers.com | Website: www.yash-papers.com

Form No. MGT - 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): 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 37th ANNUAL GENERAL MEETING of the Company held on Saturday, the 2nd day of September, 2017 at 9:00 A.M. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur - 208 002, Uttar pradesh and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Optional*	
		For	Against
Ordinary Business			
1	Consider and adopt Audited Financial Statements, Report of the Board of Directors and Auditors for financial year 2016-17 (Ordinary Resolution)		
2	Re-appointment of Mrs. Manjula Jhunjhunwala (DIN: 00192901), Director who retires by rotation (Ordinary Resolution)		
3	Appointment of CNK & Associates, Chartered Accountants, Mumbai (Firm Registration No.101961W/W-100036) as Statutory Auditors of the Company for 5 years ,i.e., from the conclusion of Annual General Meeting to be held for the FY 2016-17 till the conclusion of Annual General Meeting to be held in the calendar year 2022 and fix their remuneration (Ordinary Resolution)		
Special Business			
4	Appointment of Mrs. Kimberly Ann McArthur (DIN: 05206436), Director (Promoter) as International Marketing Consultant for a period of 5 (five) years on enhanced remuneration with effect from 1st May, 2017 (Special Resolution)		
5	Re-appointment of Mr. Ved Krishna (DIN: 00182260) as Managing Director of the Company for a term of 3 (three) years w.e.f. 1st August, 2017 (Special Resolution)		
6	Appointment of Mr. Jagdeep Hira (DIN: 07639849) as Joint Managing Director of the Company for a term of 3 (three) years w.e.f. 21st July, 2017 (Special Resolution)		
7	Approval of Remuneration of Mr. Rakesh Mishra, Cost Auditor for the financial year ending 31st March, 2018 (Ordinary Resolution)		

I hereby record my presence at the 37th ANNUAL GENERAL MEETING of the Company held on Saturday, the 2nd day of September, 2017 at 9:00 A.M. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur - 208 002, Uttar pradesh.

Signed this _____ day of _____ 2017

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: Flat No.202, 3A/172, Azad Nagar, Kanpur – 208 002, Uttar Pradesh

Website: www.yash-papers.com; Email ID: scn@yash-papers.com; Ph: 05278-208900-01; 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, 4th August, 2017. 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, 28th August, 2017.

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

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

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

- Password change menu appears. Change the password/PIN with new password of his/her choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- Select "EVEN" of Yash Papers Limited.
- Now the shareholder is ready for e-voting as Cast Vote page opens.
- Shareholder may cast his/her vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- Once the shareholder has voted on the resolution, he/she will not be allowed to modify his/her vote.
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to adesh.tandon11@gmail.com with a copy marked to evoting@nsdl.co.in

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

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

- If the shareholder is already registered with NSDL for e-voting then he/she can use his/her existing user ID and password/PIN for casting his/her vote.
- Shareholder can also update his/her mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The e-voting period commences on 30.08.2017 (9:00 am) and ends on 01.09.2017 (5:00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The Shareholders can opt for only one mode of voting, i.e. either physically by attending AGM or e-voting. If any shareholder opts for e-voting, he/she will not be eligible to vote physically in AGM.
- Mr. Adesh Tandon, Practicing Company Secretary (Membership No. F2253 and Certificate of Practice No. 1121) of M/s Adesh Tandon & Associates has been appointed as the Scrutinizer by the Company to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and submit Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.
- The Results shall be declared at the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company' website: www.yash-papers.com and on the website of NSDL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchanges.