





...but it is just the beginning

At Yash Papers, we leveraged three decades of rich manufacturing experience, extensive planning and strategic decision making to enhance product quality and operational efficiency, secure raw material availability, focus on value-added products, improve balance sheet, spread marketing network globally, strengthen intellectual capital and reduce carbon footprint.

The result: We have evolved into a leading specialised paper manufacturer with 341 employees and presence across 22 countries.

However, this is just the beginning as we intend to further strengthen our competitive position by focusing on product and process streamlining, upgrading technology and enhancing manufacturing capabilities – for achieving our triple bottomline objective.

Our triple bottomline objective focuses on caring for people in the company and nearby areas, investing in technology for reducing environmental impact and creating a sustainable business through enhancing performance.

In fond memory

A tribute to our founder member
Mr. K. K. Jhunjhunwala,
whose vision remains our guiding light

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YASH PAPERS LIMITED

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Notice

NOTICE is hereby given that the 34th Annual General Meeting of the Members of Yash Papers Limited will be held on Saturday, the 9th day of August, 2014 at 09:00 A.M. at Hotel Little Chef, 15/198 - A, Civil Lines, Kanpur – 208 001, Uttar Pradesh, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Directors ("the Board") and the Auditors thereon.
2. To appoint a Director in place of Mrs. Manjula Jhunjhunwala (DIN: 00192901), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read

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

SPECIAL BUSINESS:

4. To appoint Mr. Atul Kumar Gupta (DIN: 01734070) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013

and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Atul Kumar Gupta (DIN No.01734070), who was appointed as an Additional Director on May 15, 2014, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to May 14, 2019."

5. To appoint Mr. Kaikobad Dorab Pudumjee (DIN: 01594401) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013

and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Kaikobad Dorab Pudumjee (DIN: 01594401), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019."

6. To appoint Mr. Gyanendra Nath Gupta (DIN: 00027502) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Gyanendra Nath Gupta (DIN: 00027502), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed

as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019."

7. To appoint Mr. Ramesh Narayan (DIN: 01072468) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ramesh Narayan (DIN: 01072468), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019."

8. To appoint Ms. Kimberly Ann McArthur (DIN: 05206436) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification

of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Kimberly Ann McArthur (DIN: 05206436), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019."

9. To appoint Dr. Indroneel Banerjee (DIN: 06404397) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Indroneel Banerjee (DIN: 06404397), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years

for a term up to March 31, 2019."

10. To appoint Mr. Jaideep Narain Mathur (DIN: 06560639) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Jaideep Narain Mathur (DIN: 06560639), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019."

11. To appoint Mr. Mudar Patherya (DIN: 01377691) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Mudar Patherya (DIN: 01377691), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019."

12. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015 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 all other applicable provisions 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 Misra, Cost Accountant, of Kanpur who was appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration of Rs.40,000/- plus out of pocket expenses incurred for traveling, lodging and other expenses in connection with conducting the cost audit as recommended by the audit committee be and is hereby ratified and confirmed.

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."

13. To approve the re-appointment of the Managing Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and recommendation of Nomination and Remuneration Committee, approval of the Company be and is hereby accorded to the re-appointment of Mr. Ved Krishna (DIN: 00182260) as Managing Director of the Company for a period of 3 years with effect from August 1, 2014 upto July 31, 2017 on the following terms & conditions be and is hereby reappointed on fresh terms & conditions as stipulated below:

- (a) **Salary:** Rs.2,50,000/- per month in the grade of Rs.2,50,000 – 1,00,000 - 5,50,000 Increment will be effective from 1st June each year.
- (b) **Variable Dearness Allowance (V.D.A.):** As applicable from time to time.
- (c) **Production Incentive:** As per applicable scheme for the employees, as amended from time to time.
- (d) **Bonus:** As per applicable scheme for the employees, as amended from time to time.
- (e) **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.; in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Ved Krishna, such perquisites shall however be paid as per applicable provisions of Income Tax Act and rules and in the absence of any such Rules, perquisites shall be evaluated at actual cost to the Company.

Provision for use of the Company's car and telephone at residence (including payment for local calls and long distance official calls) for official duties shall not be included in the computation of perquisites for the purpose of calculating the said ceilings.

- (f) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, to the extent these either singly or together 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.
- (g) **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.
- (h) **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.

- (i) **Other Expenditure:** Mr. Ved Krishna 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.
- (j) **Other Benefits:** Any other benefits, facilities, allowances and expenses may be allowed under Company rules/schemes and available to other employees.
- (k) **Sitting Fees:** No sitting fees will be paid for attending the meetings of the Board of Directors of the Company or Committees thereof.
- (l) **Allowance:** Payment of all the allowances including production incentive shall be limited to Rs.2,50,000/- p.m.
- (m) **Commission on Net Profit:** In addition to the above, Mr. Ved Krishna, subject to approval of Board of Directors, shall also be entitled to a commission upto 1% of the net profit as permitted under Section 197 of the Companies Act, 2013, in case of adequacy of profit.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to vary, modify or alter the terms and conditions of said reappointment 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 be and is hereby authorized to all acts and take all such steps as necessary, proper or expedient to give effect to this resolution."

- 14. To approve the appointment of the Wholtime Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article of Association of the Company, Mr. Girish Kumar (DIN: 06917725), CEO (Key Managerial Person) who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 4, 2014 and who holds office until the date of the Annual General Meeting, in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and recommendation of Nomination and Remuneration Committee, approval of the Company be and is hereby accorded for the appointment of Mr. Girish Kumar (DIN: 06917725) as a Wholetime Director of the Company for a period of 3 years with effect from July 4, 2014 upto July 3, 2017 on the following terms & conditions:

- (a) **Salary:** Rs.2,14,841/- per month in the grade of Rs.2,14,841 – 25,000 – 4,00,000. Increment will be effective from 1st June each year.
- (b) **Variable Dearness Allowance (V.D.A.):** As applicable from time to time.
- (c) **Production Incentive:** As per applicable scheme for the employees, as amended from time to time.
- (d) **Special Allowance:** 13% of Basic Salary as applicable from time to time.
- (e) **Bonus:** As per applicable scheme for the employees, as amended from time to time.
- (f) **Perquisites:** In addition to the above, Mr. Girish Kumar, 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.; in accordance with the rules of the Company or as may be agreed to

by the Board of Directors and Mr. Girish Kumar, such perquisites shall however be paid as per applicable provisions of Income Tax Act and rules and in the absence of any such Rules, perquisites shall be evaluated at actual cost to the Company.

Provision for use of the Company's car and telephone at residence (including payment for local calls and long distance official calls) for official duties shall not be included in the computation of perquisites for the purpose of calculating the said ceilings.

- (g) **Company's Contribution:** Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, to the extent these either singly or together 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) **Other Expenditure:** Mr. Girish Kumar 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 Rs.2,00,000/- p.m.
- (n) **Commission on Net Profit:** In addition to the above, Mr. Girish Kumar, subject to approval of Board of Directors, shall also be entitled to a commission upto 1% of the net profit as permitted under Section 197 of the Companies Act, 2013, in case of adequacy of profit.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to vary, modify or alter the terms and conditions of said reappointment as it may deem fit and as may be acceptable to Mr. Girish Kumar 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 all acts and take all such steps as necessary, proper or expedient to give effect to this resolution."

- 15. To adopt new Article of Association of the Company

containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

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.”

16. To increase the borrowing limits of Company beyond the Paid-up Capital and Free Reserves of the Company, and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as **Special Resolution:-**

“RESOLVED THAT in the supersession of the earlier resolution passed by shareholders in 29th Annual General Meeting of the Company held on 29th day of September, 2009 under Section 293(1)(d) of the Companies Act, 1956 to the extent same as already acted upon, consent of the Company be and is hereby accorded in terms of Section 180(1)(c) and (2) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings and Powers of Board) Rules, 2014, (including any statutory

modifications, amendments or re-enactments thereto for the time being in force) to the Board of Directors of the Company (hereinafter referred to as “the Board”) for borrowing any sum or sums of monies from time to time for the purpose of the Company’s business on such terms and conditions and with or without security from any Bank, financial institution or any other lending institutions, firms, bodies corporate or persons, as may be considered suitable by the Board notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.300 crores over and above the paid-up capital of the Company and its free Reserves.

17. To get consent to hypothecate and mortgage the movable and immovable properties of the Company pursuant to Section 180(1) (a) of Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as **Special Resolution:**

“RESOLVED THAT in terms of Section 180(1) (a) of the Companies Act, 2013 and the Companies (Meetings and Powers of Board) Rules, 2014, (including any statutory modifications, amendments or re-enactments thereto for the time being in force), the consent of the Company in General Meeting be and is hereby accorded by special resolution to the Board of Directors to mortgage in future all or any of the movable or immovable property of the Company wherever situated, both present and the future and

whole of the undertaking of the Company and/or conferring power to enter upon and take possession of the assets of the Company in certain events in favour of any Banks and/or financial institutions and/or any lending institution and/or any person, in consideration of and to secure the term loan/credit facilities and/or financial assistance of any manner upto Rs.300 crores in the aggregate from the said institutions lent and /or to be lent to the Company together with the interest thereon at the agreed rate, compound interest, additional interest, liquidated damages, premia on repayment, cost charges, expenses and the monies payable by the Company to the Banks and/or financial institutions under the loan agreement, letters of sanction , memorandum of terms and conditions entered into or to be entered into by the Company in respect of the financial assistance.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize the documents to be executed in favour of the banks and/or financial institutions and/or any lending institution and/or any person, and to do all such acts and deeds, things as may be necessary or incidental thereto to give effect to this resolution.”

18. To get consent to do transaction with Related Parties pursuant to Section 188 of Companies Act, 2013 Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as **Special Resolution:**

“RESOLVED THAT consent of the shareholders be and is hereby accorded to enter into related party transactions under Section 188 of Companies Act, 2013 read with Rule 15(3)(i) of Companies (Meetings of Board and Its Power Rules) 2014, as detailed below, w.e.f. 01.10.2014:-

S. No.	Name of the related party	Nature of transaction	Period of contract	Monetary Limits per year	Name of the director interested	Nature of interest
1.	M/s Yash Agro Products Limited	Trading of Goods & Services	5 Years	50 Lacs	Mr. Ved Krishna and Mrs. Manjula Jhunhunwala	Director & Shareholder
2.	M/s Yash Skills Limited	Technical Services	5 Years	40 Lacs	Mr. Ved Krishna and Mrs. Manjula Jhunhunwala	Director & Shareholder
3.	M/s Yash Ecoenergy Limited	Technical Services	5 Years	20 Lacs	Mr. Ved Krishna and Mrs. Manjula Jhunhunwala	Director & Shareholder
4.	M/s Satori Global Limited	Trading of Goods, Services and Rent	5 Years	25 Lacs	Mr. Ved Krishna and Mrs. Manjula Jhunhunwala	Director & Shareholder
5.	M/s Jingle Bell Nursery School Society	School Fees and Other Services	5 Years	25 Lacs	Mr. Ved Krishna and Mrs. Manjula Jhunhunwala	Director & Shareholder
6.	M/s K. K. Charitable Foundation	Donation	5 Years	60 Lacs	Mr. Ved Krishna and Mrs. Manjula Jhunhunwala	Director & Shareholder

RESOLVED FURTHER THAT the transactions shall be in its ordinary course of business and at arms length basis.

RESOLVED FURTHER THAT Mr. Ved Krishna, Managing Director / Mr. Girish Kumar, Chief Executive Officer and Wholetime Director of the Company be and is hereby severally authorized to enter into the proposed contract as placed before the meeting and signed by the Chairman for identification

RESOLVED FURTHER THAT necessary filing with the office of Registrar of Companies, Uttar Pradesh and Uttarakhand be made under the digital signatures of Mr. Ved Krishna, Managing Director of the Company.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds and things as may be necessary and incidental in this regard.

By Order of the Board



Sachin K. Srivastava
Head of Legal & Secretarial

Camp: Faizabad
Date: 4th July, 2014

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE 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 Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts is annexed hereto.
3. 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 adeshtandon11@gmail.com with a copy marked to evoting@nsdl.co.in

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

- i) User ID and Password is provided at the middle of the e-voting sheet.
- ii) Please follow all steps from Sl.No. (ii) to Sl. No. (xii) above, to cast vote.

4. 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.

5. 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.

6. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link