

7/Govt/SE-10
2nd September, 2017

**BSE Limited,
Department of Corporate Service,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax No. (022) 2272 3121**

Dear Sir,

Reg: Annual Report 2016-17

Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2016, we are submitting herewith the Annual Report of the Company for the financial year 2016-17 as approved and adopted by the Members as per the provisions of the Companies Act, 2013, at the 37th Annual General Meeting of the Company held on Saturday, 2nd September, 2017 started at 09:00 A.M. and concluded at 10:00 A.M. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur – 208 002, Uttar Pradesh, India.

We request you to take the above on your record and inform the concerned.

Yours faithfully,
for Yash Papers Limited



Sachin Kumar Srivastava
Company Secretary

Encl: Annual Report 2016-17





In fond memory

A tribute to our founder member, **Mr. K. K. Jhunjhunwala**, whose vision continues to remain our guiding light.

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Disclaimer

In this annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions.

We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

A NEW DAWN

... IS THE PROMISE
TO SEEK THE NEW.

... IS THE DETERMINATION
TO WALK THE UNKNOWN.

... IS THE RESOLVE TO
OVERCOME OBSTACLES.

... IS THE PASSION TO
CONTRIBUTE TO A BETTER
AND BRIGHTER TOMORROW.



At Yash Papers, we're at the cusp of
unprecedented positive times ahead.
We're at the dawn of a new era of growth and success.
Our today is the beginning of our brightest tomorrow!

**"WE MUST LEARN TO
REAWAKEN AND KEEP
OURSELVES AWAKE, NOT BY
MECHANICAL AID, BUT BY AN
INFINITE EXPECTATION OF
THE DAWN."**

-Henry David Thoreau





At Yash Papers, our new era ushers in
an exciting business vertical;
a differentiated organizational positioning;
a new people culture.



It's about India and the fellow Indian.

It's about standing out by providing an outstanding solution.

It's about a new era whose time has come.

At Yash Papers, we aim to replace styrofoam and plastic tableware with compostable and non-carcinogenic tableware.

Made from agri waste (sugarcane), these natural products are suitable for use in microwave ovens without adversely impacting human health.

Leveraging the expertise of award-winning designers, these innovatively-designed products are suitable for every type of cuisine prevalent in India. Besides, their flexibility and adaptability enables the user to combine products together, place them differently, stack different products on top of each other and come up with new uses that together make the overall food experience more memorable

Production of this path-breaking solution has started at our new facility which houses cutting-edge technology and state-of-the-art equipment, which provides the flexibility to cater to varied demand patterns, fostering reliability and trust.

CHUK

eat safe

That's the brand.

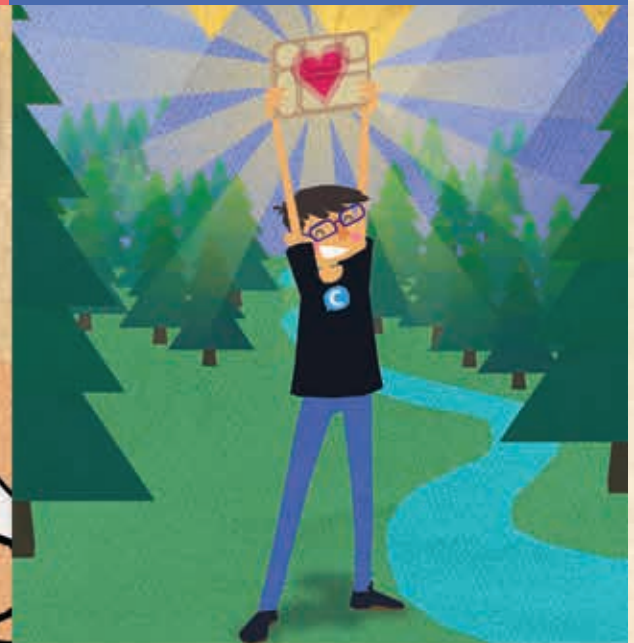
**CHUK
FOR A BETTER
BUSINESS**



**CHUK
FOR A HEALTHIER
FAMILY**



**CHUK
FOR A CLEANER
PLANET**



**THE
YASH
USP**



Bagasse (sugarcane waste) is the best suited fibre for making tableware solutions.



Yash Paper is a bagasse-based paper producer located in the sugarcane hub of India.



Yash Paper is a vertically-integrated paper manufacturer.



Yash Paper is one of the very few producers of compostable tableware in India.



It's about focusing on horizons
beyond brick-and mortar boundaries

It's about growing respect even
while generating returns.

It's about growing stakeholder value
not just shareholder value.

At Yash Papers, we are in the business of environment and social management. We only happen to manufacture paper.

We manufacture a product that is environment friend and easily recyclable. Manufactured using agri waste (sugarcane residue) as input. Generate energy by incinerating another agri residue (rice husk).

Our operations generate a product that is critically essential for every human. Our operations transform waste to wealth. Our operations provide fellow Indians (primarily those residing in rural India) with livelihood. Our operations generate clean water which is used for farming.

We are living the 'Make in India' philosophy decades before the phrase was coined.

**Make for India.
In India. By India.**

YASH

A B Corp in the making!

A circular arrangement of stylized human figures in green cups and bamboo stalks surrounding a central orange circle. The human figures are yellow with simple faces and arms, emerging from green cups decorated with a white flower. The bamboo stalks are yellow with green leaves at the top. The entire design is set against a light beige background.

WHAT IS A B CORP?

B Corps are for-profit companies certified by the nonprofit B Lab to meet rigorous standards of social and environmental performance, accountability, and transparency.



It's about liberating people.

It's about building trust and generating smiles.

It's about moving closer despite growing distances.

At Yash Papers, an interesting change is percolating within the organization – Schedule Management is giving way to Self Management. As a result, business growth is now the responsibility of every person at Yash – not just a select handful. For this to transpire, we have on-boarded a global expert in the field who is making small yet interesting investments across the organization. The journey has just begun!

We successfully rolled out the Self Management philosophy in the HR section to position them as role models for the rest of the team.

We rigorously mapped every position in the organization for the required competency, current skill, the gap and the corresponding training curriculum.

We changed the language. There are no employees at Yash. Every individual is a team member. Training and development has given way to learning and growth.

We created project-specific Working Groups with set goals to be accomplished within a fixed time period where members from across functions are free to join – cementing a unique bond between members.

And this is just the beginning. For 2017-18 will witness the complete roll out of this strategic people-development initiative.

WAIT

The best is yet to unfold!



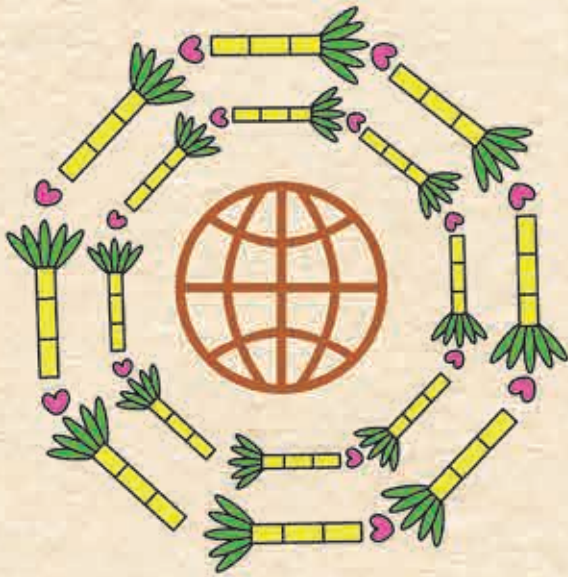
SELF MANAGEMENT THE JOURNEY BEGINS

225 mandays invested in training.

195 mandays invested in competency mapping.

95 people joined the different

Working Groups created.



The business card

Yash Paper: a global provider of innovative consumer, industrial and protective packaging solutions.

Located in Faizabad, India, Yash Papers is synonymous with machine-glazed varieties of paper. The Company's brand revolves around manufacturing the best wrapping grades of papers in India. It manufactures MG wrapping papers in brown and white varieties.

The Company's 39,100 tonnes paper manufacturing infrastructure is complemented with a 130 TPD pulp mill, a 145 MT BD chemical recovery unit and 8.5 MW of power-generating capacity (two plants having extraction-cum-condensing turbines and rice husk-based FBC boilers) – positioning the Company as an agri-based, vertically-integrated paper manufacturer.

The Company's shares are listed on the BSE Limited.

40.07%

Promoters holding,
March 31, 2017 (%)

7.91%

Institutional holding,
March 31, 2017 (%)

326

Team size,
March 31, 2017

₹132.47 cr

Market capitalization,
March 31, 2017

₹249.34 cr

Enterprise value,
March 31, 2017

Values

Our values provide us with an internal compass in all our decisions. They guide us when we are at crossroads. They enable us to continue working on building the culture that we aspire towards.

The set of values listed below were created with the entire organizations participation. Each person contributed to what they felt the organization stood for.

The suggestions were assimilated and filtered to reach the final set of five that are listed below. We assure that you shall find the same across our DNA as you work with us.

Trust

We are committed to building trust and mutual respect in all our relationships: with team members, customers, the community, the environment and our partners.

Continuous learning and improvement

We shall consistently strive to improve our technical, managerial and spiritual knowledge.

Joy at work

Co-operation
Achieving targets
Beautiful workplace
Challenging work
Encouragement
Customer satisfaction
Freedom of thoughts & decisions
Transparency
Entertainment
Simplicity
Recognition for excellence
Creativity and innovation

Freedom

We shall create an environment of 'no fear' in pursuit of self and Company's development.

Team work

We are committed to teamwork, collaboration, sharing knoweldge and the real wisdom of groups.

In business with brands





Message From The Chairman

Dear shareholders,

At inception, we had resolved to build an exemplary Indian enterprise that would create enduring value for our country. An organisation that would adopt the credo of putting India first – keeping Country before Corporation and the Institution before the Individual.

The 36-year journey since then has been purposeful, though at times arduous, testing our very grit and determination. We put in place a multi-pronged strategy to transform your company into an engine of growth that would make a substantial contribution to the Indian economy by converting waste into wealth. And we think we have been reasonably successful in sustainably creating value for India and the Indian.

Fiscal 2016-17 was no different. Your Company delivered a steady performance despite the

sluggish demand environment and operating challenges arising out of the currency crunch during part of the year.

Now the question is what's next? At Yash, we are excited at the prospects that are expected to unfold over the coming years.

About a month ago, the NDA Government led by the Hon'ble Prime Minister, Shri Narendra Modi completed three years in office. On all counts, it has been an eventful journey.

The rollout of the much-awaited Goods & Services Tax, the radical step to demonetise high-value currency, the large-scale mobilisation of Jan Dhan Yojana, the Direct Benefit Transfer scheme, implementation of the Real Estate Regulatory Authority, rapid progress in highways and electrification and thrust on housing are undoubtedly examples of inspired action towards progress.

We consider ourselves fortunate to have witnessed the biggest tax reform post-Independence being rolled out across the Indian landmass, which holds the potential of catalyzing economic resurgence significantly.

In addition, the spirit of competitive federalism has also spurred State Governments to closely examine the ease of doing business with the overall goal of India jumping 40 places in World Bank's Ease of Doing Business rankings to the 90th position by 2017-18. This, in turn, should positively impact the investment climate and demand.

The Prime Minister's bold Vision to shape a new confident India resonates deeply with your Company's aspiration to be an exemplary Indian enterprise serving national priorities. This drive has enabled us to tread on paths less travelled and nurture new business spaces that promise to expand the horizon of our industry space.

I have tremendous faith in Yash's world-class team of dedicated professionals, and I know that they will leave no stone unturned in their continuing quest to take the Company to new heights to serve our society, and you, our shareholders.

Warm regards,

K.D. Pudumjee
Chairman



“We are not simply driven by the desire to enhance business profits, but rather remain focused on the costs that the earth and its people incur for generating this profit. This differentiated approach is what makes us unique.”

A 15-minute thought-provoking discussion with Ved Krishna, Managing Director

Dear friends,

At Yash Papers, we are not simply driven by the desire to enhance business profits, but rather remain focused on the costs that the earth and its people incur for generating this profit. This differentiated thought process even today is our only prism through which we evaluate and analyse business strategies. It is this approach that pushes us to do different things.

From this standpoint, fiscal 2016-17 will remain etched in my memory as an inflection point as we implemented differentiated initiatives that strengthened our relevance to the planet and its people. Allow me to explain the difference with few examples that occupy top-of-the-mind recall.

One, we realize that we are in a competitive landscape with everyone jostling for market-share. So, when we deliberated on strategies that would make us stand out of the clutter, we hit upon a novel idea that opened a completely new market space – compostable tableware – which is good for the planet and its people. In 2016-17, we worked passionately to transform this idea into an on-ground reality and will commission the unit in the current year making us the largest producer of this health and environment-friendly solution.

Two, the paper industry has earned the disrepute of being environment -damaging. Having built an environment-friendly business model based on the waste-to-wealth concept, we realized we had primarily one area to improve upon – water consumption - to prove our critics otherwise. In 2016-17, we focused our energies on maximizing water recycling

within our operating processes. We made heartening progress in our endeavour. We reduced fresh water consumption by 190 mn. litres daily and provided more water to the nearby farmers to meet their needs.

Three, we have made an important change in the Senior Management team. I have stepped back from the position of CEO and have on-boarded Mr. Jagdeep Hira in my place to manage the Company's day-to-day operations. I will now assume a more strategic role in identifying emerging opportunities and drawing the Company's growth blue-print aligned to global and Indian sectoral trends.

Four, as part of their social responsibility initiatives, educating children of the underprivileged families occupies the number one priority for most corporates. At Yash Papers, we have moved a step back. We have concentrated our efforts on training the teachers in government and rural schools. We believe that funding teachers' training with new age tools and techniques (which have evolved at a rapid pace) is essential to strengthening the foundation of the leaders of tomorrow.

Going forward, we will continue to grow our business by cherry-picking planet and people-friendly strategies. While I appreciate that treading this differentiated philosophy is challenging, because it is the road-less travelled, I firmly believe that this is the right approach; for in aligning to this thought process, profits and its sustenance emerge as a natural corollary.

Warm regards

Ved Krishna

A fellow shareholder



“I am excited at our prospects in the current year for we expect the coming together of a number of important initiatives that promise to take the company into a new orbit. At Yash Papers, we are at the dawn of a new era.”

A review with Jagdeep Hira,
Joint Managing Director & CEO

Your Company registered a healthy performance. Do you feel satisfied?

Absolutely. It was a very good year. Even as our topline was stable against the backdrop of the previous year, our EBITDA and net profit increased by 21% and 124%, respectively, over the previous fiscal.

What reasons would you ascribe for this improvement?

The Company's profitability improved largely owing to the painstaking efforts of the entire team in imbibing and implementing global tools designed for improving process efficiency. So, pulping efficiency improved, machine breakdowns plummeted leading to reduced re-pulping and process losses. Further, the team synchronized the boilers between our two power generating units (earlier operating in isolation) which facilitated in efficiently utilizing steam in plant operations – hitherto being flared. Process improvements also strengthened recovery of spent chemicals and lime from our recovery units. All these factors contributed to optimizing our cost of production.

What were the other corporate events that gave you pleasure?

I would regard fiscal 2016-17 as an inflection point in our corporate journey for a number of reasons which, I believe, would have a important impact on the Company's performance going forward.

One, we came out of the Corporate Debt Restructuring Mechanism. This essentially means that our credit worthiness among bankers and financial institutions improves which would lead to a reduction in the average interest cost of loans – the benefit of this is expected to reflect in the current year.

Two, our Chuk! project is ready for commercial production. On one hand, the project and operations teams worked untiringly towards project commissioning, while on the other our marketing team set about creating a robust distribution channel. We hope to commence commercial production shortly with our products occupying the tables in the second half of the current year.

What is your blueprint for the current year for your paper business?

The current year is extremely exciting. For we have a important initiatives in our priority list.

One, we will debottleneck our pulp and paper manufacturing capacities. In doing so, we hope to increase our paper manufacturing capacity from 38,550 TPA to about 45,000 TPA with a marginal investment.

Two, we will invest in automation solutions that will completely automate plant operations – from raw material feeding to the final output. This initiative holds the potential to improve man-machine productivity and strengthen our quality commitment to our customers.

Three, we are looking to alter our product mix towards a larger proportion of value-added products. For this, we are analyzing the prospects of entering the coloured segment within the packaging space – a niche area where products will be customized to client specifications – it would generate superior realization and provide medium-term revenue visibility.

Four, we are making cultural shift within the organization – we are moving to a Self Management discipline where each member will enjoy a prudent authority-responsibility equation aligned to his role within the organization – for which we have partnered with a global expert in this field. Our aim is to ensure that the onus of business growth is shouldered by every member of the organization as opposed to a few select individuals.

Your Chuk! Project. Can you tell us more about this?

We have set up an 11.5-TPD capacity plant for manufacturing compostable tableware product at an investment of ₹58 crore which will be progressively scaled-up to 23-TPD in 2018-19. The ₹54 crore capex for this project has been met through a prudent mix of equity and debt. For the Indian markets, we have tied up with nine dealers and will gradually widen our marketing footprint during the current year. We are also looking to create the awareness of our 'Chuk!' brand in the environment and health conscious and mature markets of the US, Europe and Australia.

How are you planning to meet the additional input requirement for the increased paper capacity and the Chuk! project?

We are located in Uttar Pradesh, a leading producer of sugarcane in India. Hence availability of bagasse is not an issue. But being an agri-product its availability is seasonal. In order to secure supplies of this input for our operations we are undertaking two initiatives:

- Utilise our working capital to procure the annual bagasse requirement at the start of the sugar season.
- Set up a plant for wet storage of bagasse which will minimize the deterioration of the bagasse quality due to passage of time.

These investments should provide dual benefit. On one hand, we will be able to secure this input at cost-effective rates, while on the other product quality would improve.

What, according to you, are the prospects for packaging paper over the coming years?

Growing urbanization, increasing disposable income, increasing organized retail and a widening footprint and deeper penetration of e-commerce is generating sizeable demand for packaging paper. So despite a 5% hike in packaging paper prices in April 2016, we remain hopeful of a similar price hike in the current year.

How do you plan to strengthen your financial statements in the current year?

Our scheduled debt repayment in the current year coupled with robust cashflow arising out of increased volumes and our new project should help in strengthening Company's gearing ratio. Further, our improved performance should facilitate in further reduction in interest rates which should facilitate in strengthening business profitability.

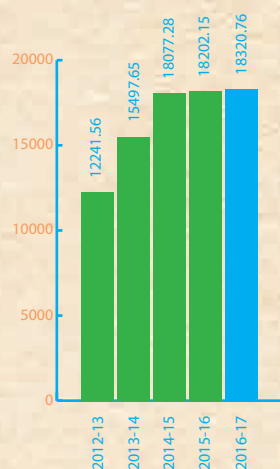
What is your message to shareholders?

I am excited at our prospects in the current year for we expect the coming together of a number of important initiatives that promise to take the company into a new orbit. At Yash Papers, we are at the dawn of a new era. As our strategic initiatives pan out in the current year, we remain hopeful of strengthening shareholder value.

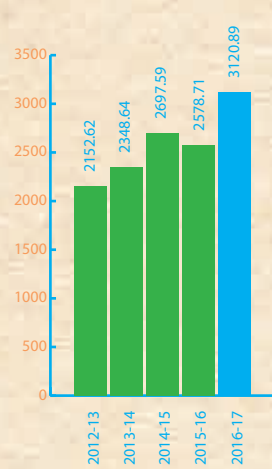
This is our platform.

For the big leap

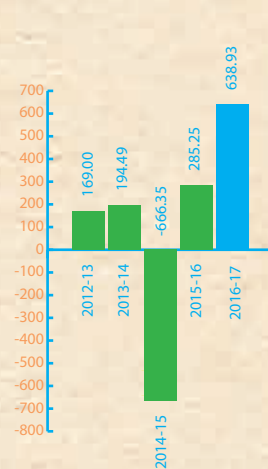
Total Income From Operations (₹Lacs)



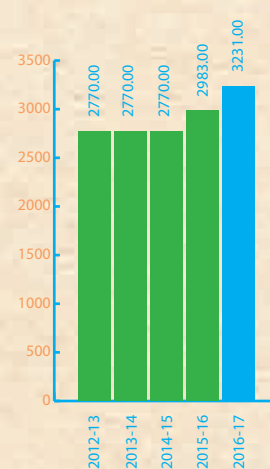
EBIDTA (₹Lacs)



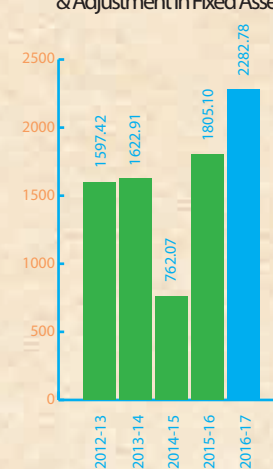
Net Profit (₹Lacs)



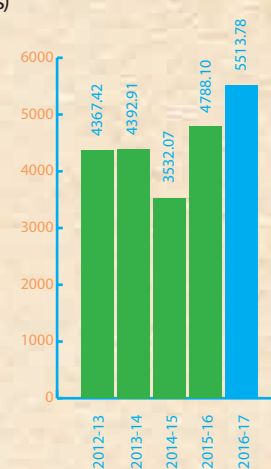
Share Capital



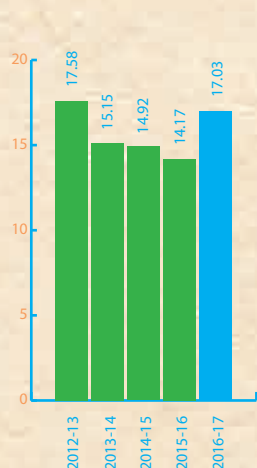
Free Reserve (Excluding Surplus in P&L Account & Adjustment in Fixed Assets)



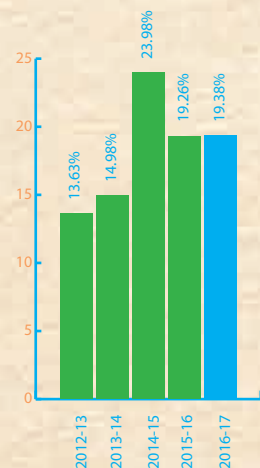
Networth



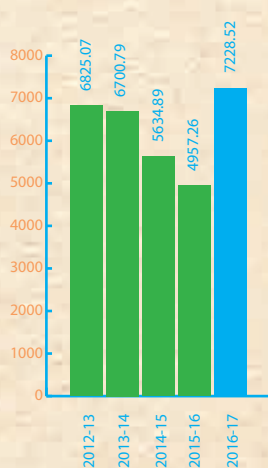
EBIDTA Margin



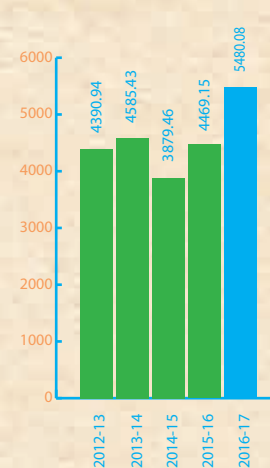
ROCE (%)



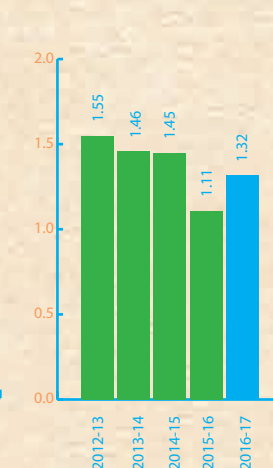
Debt



Equity



Debt-Equity Ratio



Competitive advantage

Being environment-friendly is being sustainable



At Yash Papers, the ethos of our business is pivoted on being environment-friendly. For being environment-friendly is being profitable today and sustainable over the years.



Using agri-waste

At Yash Papers, our paper products are made from bagasse and rice husk – renewable source. In the process, we reduced the depletion of the green cover.

3,00,000

Trees saved
in 2016-17



Non-fossil fuel

At Yash Papers, 100% of our energy needs are met through renewable energy from our own captive, off-grid biomass-based power plant that consumes rice husk as fuel.

75,090

Coal saved
(tonnes) in
2016-17



Water recycling

At Yash Papers, we have painstakingly worked on implementing initiatives that strengthen our ability to recycle process water – thereby reducing the consumption of fresh water in our operations.

190

Fresh water saved
(mn litres) in
2016-17 over the
previous year



Reducing chemical intake

At Yash Papers, our team has focused on optimizing the use of fresh chemicals by implementing initiatives to improve chemical recovery.

77

Increase in chemical
recovery (KL) in
2016-17 over the
previous year



Replacing plastics

At Yash Papers, we aim to replace all styrofoam and plastic with compostable and non-carcinogenic products and have started to produce a wide variety of disposable tableware (plates, bowls and trays) and bags under the Chuk! brand.

86,96,000

Plan to convert
(pieces) of waste to
value in 2017-18

Our business drivers

Our business model is pivoted on six pillars that promise to grow business sustainably.



Efficient raw material resource sourcing

Aspiration

Focus on procuring bagasse in a cost-effective manner for uninterrupted plant operations and optimizing costs.

The reality (2016-17):

Widened the bagasse sourcing base which optimized raw material consumption costs. Proactively, booked the entire bagasse requirement for 2017 in November 2016.

The road ahead

Setting up a wet plant which facilitates the better storage of bagasse.



Pursuing production excellence

Aspiration

Manufacture high quality products in a cost-competitive manner.

The reality (2016-17):

Improved asset utilization even as production of Grade A quality increased; solvent recovery increased over the previous year.

The impact (2016-17)

Reduction in re-processing costs even as sales volume increased over the previous year.

The road ahead

Focus on process improvement leading to improved man-machine productivity.



Creating a strategic product basket

Aspiration

Creating a packaging product basket that helps drive our customers' business forward.

The reality (2016-17):

Successfully developed 3 new packaging products customized to client requirement.

The road ahead

Excited about the launch of Chuk! brand of compostable tableware and bags, products that are environment friendly and hence in high demand from environment conscious customers.



Strengthening service excellence

Aspiration

Nurture strong customer bonds through quality products and service.

The reality (2016-17):

Ensured consistent supplies of quality products to customers to match their business requirements.

The impact (2016-17)

Increase in sales volumes to key customers over the previous year.

The road ahead

Focus on being closer to the customer even as the Company widens its geographic footprint.



Building people skills

Aspiration

Creating a culture of Self Management and learning that leads to an energetic and knowledgeable team.

The reality (2016-17):

Partnered with a reputed HR expert to inculcate the concept of Self Management across all levels of the organization.

The impact (2016-17)

238 manhours of training provided at various levels across the organization.

The road ahead

Institutionalise the Self Management philosophy across the organization. Create a learning and growing team.



Disciplined financial management

Aspiration

Strengthen the Balance Sheet by embracing financial conservatism.

The reality (2016-17):

Exit from CDR has reduced the average interest cost, repayment of debt has improved the debt-equity ratio.

The road ahead

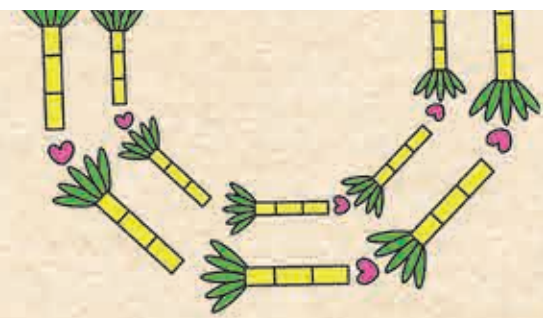
Implement strategies to strengthen business profitability (Chuk! project for instance) and utilize cash flow to reduce the financial leverage.



MANAGEMENT DISCUSSION AND ANALYSIS

Global economic overview

Global GDP growth slowed marginally to 3.1% year-on-year, as deceleration in key emerging and developing economies overshadowed a modest recovery in major developed countries. This deceleration was accompanied by modest increase in commodity prices, subdued global trade, bouts of financial market volatility, and weakening capital flows. Global industrial production (IP) growth slowed to 1.5% year-on-year in 2016, after growing by 1.8% in 2015.



Challenges: Recent political developments highlight a fraying consensus about the benefits of cross-border economic integration. A potential widening of global imbalances coupled with sharp exchange rate movements, should those occur in response to major policy shifts, could further intensify protectionist pressures. Increased restrictions on global trade and migration would hurt productivity and incomes, and take an immediate toll on market sentiment.

Promise: Consistently good economic news since the summer of 2016 is starting to add up to a brightening global outlook. With buoyant financial markets and a long-awaited cyclical recovery in manufacturing and trade under way, world growth is projected to rise to 3.5 percent in 2017 and 3.6 percent in 2018. Activity is projected to pick up markedly in emerging markets and developing economies because the conditions leading to commodity exporters experiencing macro-economic strains are gradually expected to improve, supported by the partial recovery in commodity prices.

Indian economic overview

The Indian economy has been growing at an accelerated pace since 2014, supported by favorable government reforms and stringent fiscal regime that reigned in inflation.

During 2016-17, the Indian economy

sustained a macro-economic environment of relatively lower inflation, fiscal discipline and moderate current account deficit coupled with broadly stable rupee-dollar exchange rate. Despite this reality and a robust economic growth in the first half of 2016-17 (7.2%), the nation's GDP growth declined to 7.1% in 2016-17 against 7.9% in 2015-16 - largely owing to policy initiatives (demonetisation) resulting in "temporary disruptions".

Growth in gross fixed capital formation, which is a proxy for investment demand in the economy, slowed sharply in FY17 to 2.4% from 6.5% a year ago. Private final consumption grew 8.7% in FY17 against 6.1% a year ago.

The industrial sector growth remained lackluster with the Index of Industrial Production (IIP), a measure of industrial performance, registering a growth of 5% during 2016-17, against 3.4% during 2015-16.

The halving of global oil prices that began in late 2014, boosted economic activity in India, further improved the external current account and fiscal positions and helped lower inflation in the past.

Challenges: A key concern for the country is the health of the banking system, which continues to battle with rising bad loans and heightened corporate vulnerabilities in certain key sectors of the economy.

Outlook: India's economic growth is expected to improve in 2017-18. This optimism is based on two critical realities:

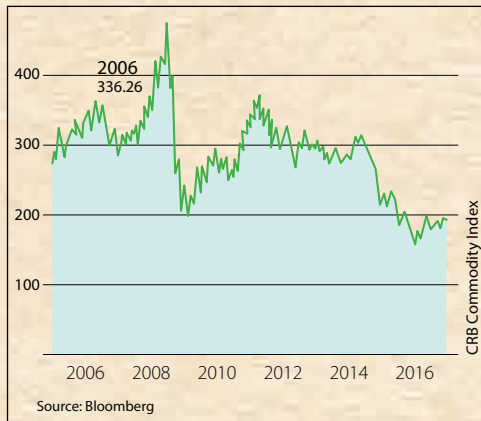
- The adoption of the Goods and Service Tax (GST) promises to create a single national market which will enhance efficiency of the movement of goods and services.
- The Union Budget 2017-18, Agenda to Transform, Energise & Clean India (TEC India) puts an unprecedented thrust on rural infrastructure development which will have a multi-sector cascading impact.

Estimates: Credit rating agency Moody's Investors Service has projected India's economy to accelerate to grow at 7.5% in 2017-18 and 7.7% in 2018-19. The World Bank expects the Indian economy to grow at 7.2% in FY18 and gradually gather pace to touch 7.7% by FY20.

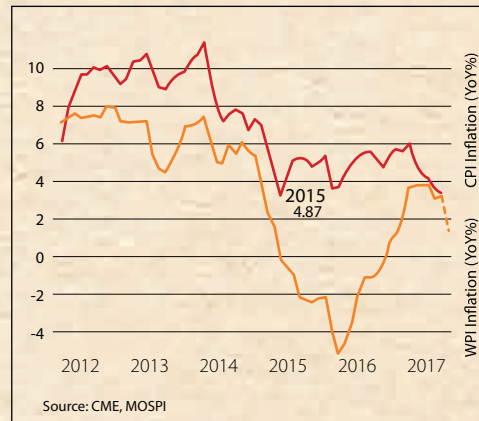
2016-17 - A SNAPSHOT

Economy catalyst

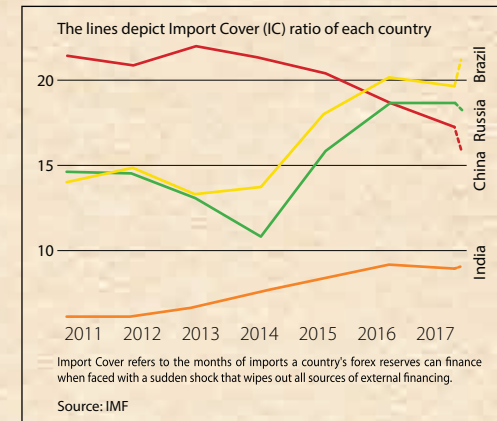
Benign commodity prices...



... Have helped tame inflation

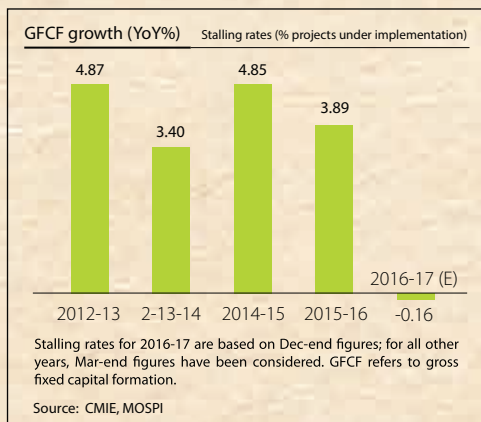


... And have helped India tide over her external vulnerabilities

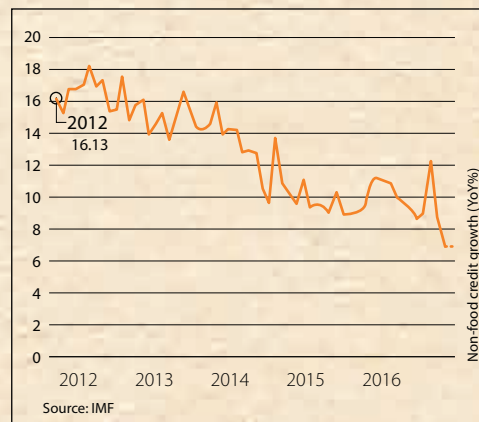


Economy challenge

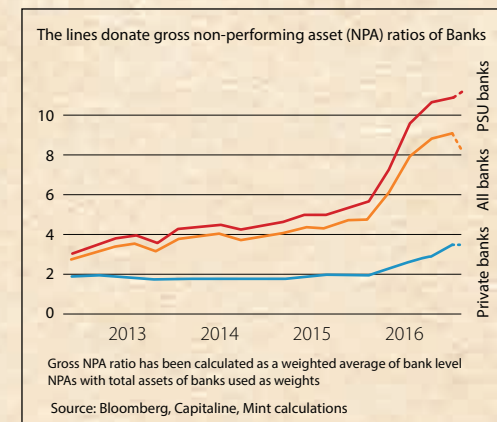
Investment growth has collapsed



...And credit offtake has been falling



...As a pile of bad debt weighs on the Indian economy



The paper industry

The paper industry has had its ups and downs over the past few decades, with the advent of digital technology, 'going paperless,' and environmental concerns about overusing forests.

Global paper sector

The Global Paper and Pulp Mills industry has been fairly stable over the past five years, although industry operators have become increasingly vulnerable to the continued transition toward paperless digital media. Despite several years of revenue decline early on in the period, the industry has benefited from significant growth in paper and pulp output across developing economies, recovering aggregate consumption and rising demand for paperboard packaging products.

Outlook: According to Moody's Investors Service, higher prices and stronger wood product, paper packaging and market pulp demand offsetting rising input costs and lower paper demand will keep the outlook for the global paper and forest products industry stable.



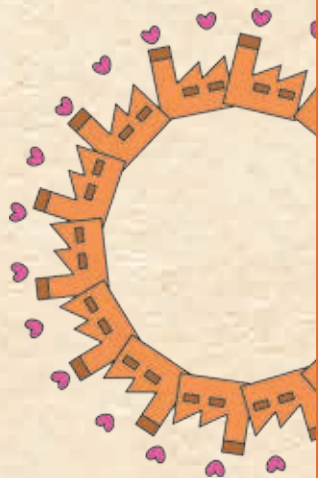
Paper and wood

- 71% of the world's paper comes from timber that has been harvested in forests instead of tree farms.
- Tree plantations have 90% fewer tree species than the forests that were cut down or manipulated to create future supplies of timber.
- More than 1.4 million hectares of natural forest have been replaced by tree farms and plantations since 1989.

Let's recycle

- For each ton of recycled fiber that replaces virgin fiber for paper, the total energy consumption required by the industry drops by 27%.
- Greenhouse gas emissions are reduced by 47% with a switch to recycled paper fibers.
- Particulate emissions are reduced by 28% by replacing one ton of virgin fibers.
- Recycled fibers reduce solid waste by 54%.
- One ton of 30% post consumer copy paper that comes from recycled fibers saves 7.2 trees and conserves 2,100 gallons of water.

20% of the world's population today consumes 87% of the printing and writing papers that are produced every year.



Indian paper industry

Overview

Demand for paper has been growing at around 8% per annum, mirroring the growth in GDP and making the country one of the fastest-growing paper markets in the world.

Growth drivers

Despite the continued focus on digitisation, India's demand for paper is expected to rise significantly over the coming years. Growing consumerism, modern retailing, increase in the number of school-going children in rural areas (continued government spending on education through the *Sarva Shiksha Abhiyan*) and the increasing use of documentation will keep demand for paper buoyant. In addition, the exponential growth of e-commerce in the country has opened up a new horizon and could contribute significantly to the demand where paper is being extensively used for packaging.

Rising literacy: Literacy plays a major role in the economic development of a nation. Although India has raised its current literacy rate of 75% (2016) from 12% at the time of Independence in 1947, it still has a long way to go to match the current global average literacy rate of 84%.

Organised retail: India's retail market is expected to grow to US\$ 1.1 trillion by 2020 on the back of income growth, urbanization and attitudinal shifts. The organized retail sector which is estimated to reach approx. 18-20% of the total sector, by 2020, is growing at a high rate of 20%-25% per annum.

e-commerce: India's e-Commerce revenue is expected to jump from US\$30 billion in 2016 to US\$120 billion in 2020, growing at an annual rate of 51%, the highest in the world, according to a joint ASSOCHAM - Forrester study paper.



A different perspective

The paper industry has been getting a good bit of flak lately, especially in India. There has been a push to go paperless in order to save forests. However, a closer look at the paper industry in India reveals that it is an agro-based, not forest-based, operation.

What this means is that farmers are being incentivized to grow trees in order to provide a sustainable solution to the paper industry needs. Furthermore, agro forestry is providing jobs for many in rural areas, generating a sizable boon for local economies.

Agro forestry is utilizing land that is not otherwise usable for farming, frequently using younger trees to provide material for paper mills. Younger trees, according to scientists, absorb more carbon dioxide from the air. Therefore, not only are forests not being hindered, but the agro forestry initiatives are helping to mitigate some of the risks of climate change.

The packaging sector

Packaging is the first thing consumers notice when purchasing a product. Therefore, it plays an important role especially in the consumer goods industry. Packaging not only secures the goods and makes handling and transportation easier, but also impacts consumer's choice for a product. In India, the industry has seen constant, sustainable growth in recent years due to an increase in packaged food consumption, awareness and desire for quality products.

According to the Indian Institute of Packaging, the US\$24.6 billion Indian packaging industry (constituting about 4 percent of the global packaging industry), which was growing at about 13-15 percent had a great potential as India's per capita consumption of packaging was just 4.3 kg, compared with 6 kg for China and 19 kg for Taiwan and 42 kgs for Germany.

The Institute sees the next phase of growth for the industry coming from organized retail and e-commerce, as more traditional retailers also take to online selling.

Within E-Commerce, the retail category penetration has increased to 65 million unique visitors a month registering an annual growth of 55%. India's E-Commerce revenue is expected to jump from \$30 billion in 2016 to \$120 billion in 2020, growing at an annual rate of 51%, the highest in the world, according to a joint ASSOCHAM-Forrester study paper. Retail category penetration

is registering an annual growth of 55%. Majority of the online shoppers are between the ages of 15-24 years and as it is well known, the younger generation comparatively pay more attention to appearance and are additionally more cautious about the quality of packaging of the products they buy

Packaging for E-Commerce products delivered from one place to another need to consider more factors like product safety, ease of storage and transportation, etc. and so has to be different from the usual retail industry. Receiving an E-Commerce package is almost like receiving a gift that one bought for oneself and this brings challenges and opportunities for the packaging industry.

According to a report prepared by FICCI and Tata Strategic Management Group, the packaging industry in India is expected to reach US\$73 billion in 2020.

Shot in the arm for packaging paper

The Food Safety and Standards Authority of India (FSSAI) on Wednesday issued an advisory saying it has decided to ban the use of newspapers for wrapping and packing of food items, a common practice by small corner shops and street vendors.

According to estimates by the Union Housing Ministry, in 2014 there were 10 million street vendors, mostly in cities. Consulting firm Boston Consulting Group estimated that there were around 12 million *kirana* stores in 2014-15.



Intellectual capital

Yash Papers is a knowledge-driven organization focused on judicious people recruitment and retention.

The Company's HR function focuses on employee training, values inculcation and enhanced functional expertise.

The Company's key HR objective is to ensure that employees are aware of expected roles leading to organizational momentum. During the year under report, the Company conducted several training sessions for all tiers of the organization, enabling them to hone their skills and stay competitive in a dynamic and challenging industry environment. The top management also conducted several discussions with employees to discuss multiple issues including leadership qualities, values, responsibilities, workplace freedom and empowered decision-making.

Going ahead, the Company will continue to invest in people to strengthen its production processes, product quality and service delivery.

The Company's headcount stood at 326 as on 31 March, 2017.



Internal control systems and their adequacy

In any industry, the processes and internal control systems play a critical role in the health of the Company. The Company's well defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations, compliance with internal policies and applicable laws and regulations as well as protection of resources. Moreover, the Company continuously upgrades these systems in line with the best available practices. The internal control system is supplemented by extensive internal audits, regular reviews by the management and standard policies and guidelines to ensure reliability of financial and all other records to prepare financial statements and other data.



Risk management

At Yash Papers, our risk management framework helps identify risks and ensure that mitigation plans are in place for risks with a high likelihood of occurrence with accompanying potential impacts. The industry in which we operate is highly competitive and selling prices are subject to volatility. Capacity additions combined with product substitution risks (for instance the advancement of electronic alternatives and alternative packaging solutions) and increasing environmental considerations have a significant impact on the supply-demand balance and hence on market prices. At Yash Papers, we continuously monitor industry developments in terms of changes in capacity as well as trends and developments in our own product markets and take corrective risk-mitigated actions to ride over the potential challenges.



Cautionary statement

Statements made in the Management Discussion and Analysis report relating to projections, estimates, expectations or predictions are based on certain assumptions. The Company cannot guarantee that these assumptions are accurate or will be realised. The actual results, performance or achievements of the Company could thus differ materially from those projected or estimated.

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 appoint 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 the 42nd AGM of the Company to be held for the FY 2021-22 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 ₹3,75,000 per annum alongwith fees ₹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:** ₹2,65,164/- per month in the grade of ₹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:** ₹4,01,132/- per month in the grade of ₹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 ₹50,000/- plus out of pocket expenses incurred for traveling, lodging and other expenses in connection with conducting the cost audit.";

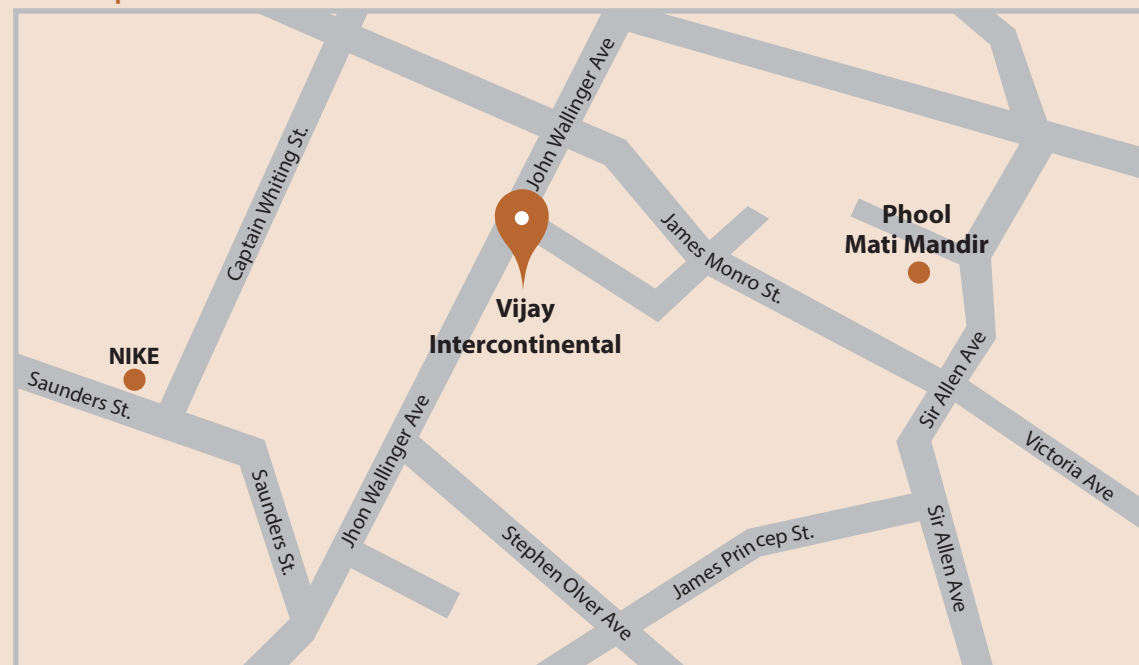
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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/>;
- ii) 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, 2016.

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 ₹12 lacs per annum with effect from 1st May, 2017, subject to approval of the members of the Company. However, the approval of the shareholders is accorded to authorize the Board subject to maximum of ₹24 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 ₹ 50000/- per month and enhanced her remuneration from ₹ 50000/- per month to ₹ 1,00,000/- per month 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. The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders

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 ₹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 ₹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



Place : Faizabad

Date : 21st July, 2017

Sachin Kumar Srivastava
Company Secretary & Legal Head

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

Board's Report

TO,
THE MEMBERS OF
YASH PAPERS LIMITED

Your Directors have pleasure in presenting the 36th Annual Report together with Audited Financial Statements of Yash Papers Limited for the financial year ended 31st March, 2017.

1. FINANCIAL RESULTS:

The summarized financial performance of your Company for the financial year 2016-17 as compared to previous year 2015-16 has been as under:

(₹ In lacs)		
Particulars	Current Year ended 31.03.2017	Previous Year ended 31.03.2016
Net Sales	17,380.71	17,333.23
Other Income	217.65	120.20
Decrease and (Increase) in Inventories of Finished Goods and Work-in-Process	300.06	594.77
Total Expenditure	14,177.41	14,279.95
Finance Cost	1,419.23	1,481.72
Depreciation	668.03	661.48
Profit before exceptional and extraordinary items and tax	1,033.63	435.51
Extraordinary Items (CERs receivable written off)	-	-
Profit / (Loss) before Tax	960.59	435.51
Provision for taxation		
- Current Tax (MAT)	195.85	3.70
- Deferred Tax	119.09	146.56
Net Profit (Net Loss)	638.92	285.25

2. REVIEW OF OPERATIONS

Your Company has achieved a production of paper 35,794 MT (Kraft Paper 18,446 MT and Poster Paper 17,348 MT) and salable pulp of 5,088 MT during the year ended 31st March, 2017 against a production of paper 35,981 MT (Kraft Paper 18,446 MT and Poster Paper 17,348 MT) and salable pulp of 4,553 MT in the previous year ended 31st March, 2016.

The Company has achieved sales of paper 36,077 MT (Kraft Paper of 18,798 MT, Poster Paper of 17,279 MT) and salable pulp of 5,015 MT during the year ended 31st March, 2017 against sales of paper 37,664 MT (Kraft Paper of 20,194 MT, Poster Paper of 17,470 MT) and salable pulp of 4,553 MT in the previous year ended 31st March, 2016.

The Company has achieved purchase and sales of

trading of paper of 69 MT during the year ended 31st March, 2017 against 286 MT in the previous year ended 31st March, 2016.

The Company has achieved production of 65,15,550 pieces of egg tray and sales of 68,39,750 pieces during the year ended 31st March, 2017.

The Company has achieved a Gross turnover of ₹183.21 crores in the current year ended 31st

March, 2017 against ₹182.03 crores in the previous year. Reserves as on 31st March, 2017 stood at ₹22.49 crores as compared to ₹14.86 crores of the preceding year 31st March, 2016.

3. EXPORT

The Company exported 5,335 MT Kraft and Poster Paper (3,714 MT Kraft Paper and 1,621 MT Poster Paper) during the year ended 31st March, 2017 against 6,693 MT in the previous year ended 31st March, 2016.

The Company exported 69 MT Traded Kraft and Poster Paper during the year ended 31st March, 2017 against 270 MT Traded Kraft and Poster Paper in the previous year ended 31st March, 2016.

4. DIVIDEND

In view of ongoing projects of the Company, Directors have decided to retain the profit and hence not declare dividend this year.

5. RESERVES

The reserves of the Company stand at ₹ 2,249.09 lacs during the year as compared to ₹1,486.16 lacs in the previous year 2015-16.

6. SHARE CAPITAL

The authorized share capital of the Company was ₹6,000 lacs divided into 540 lacs equity shares of ₹10 each and 6 lacs preference share capital of ₹100 each.

The paid up Equity Share Capital of the Company as on 31st March, 2017 was ₹3,231 lacs.

During the year 2016-17, the Company has increased its paid up capital by allotment of 24,80,000 equity

shares on conversion of 24,80,000 warrants on preferential basis to Mr. Ved Krishna, Managing Director (Promoter & KMP) of the Company on 23rd April, 2016.

During the year 2017-18, the Company has increased its paid up capital by allotment of 29,30,000 equity shares on conversion of 29,30,000 warrants on preferential basis to Mr. Ved Krishna, Managing Director (Promoter & KMP) of the Company on 21st July, 2017

The paid up Equity Share Capital of the Company as on 21st July, 2017 i.e. the date of Boards' Report was ₹3,524 lacs.

7. INSURANCE

The properties of your Company comprising buildings, plant and machinery, other assets, stocks, etc. were adequately insured against various risks.

8. OUTLOOK

The organization has increased focus on cost reduction measures as well as production of value added products. It is expected that the current year 2017-18, the Company shall demonstrate better bottom line performance for value addition for the investors.

9. HUMAN RESOURCE AND WELFARE

The Company takes special care to nurture and develop its human resources as it believes that they are the most valuable asset of the organisation. Employee engagement has been improved through the introduction of Sangh Level interactions & small group activities. Focused employee development through regular training interventions and counseling is a continuing process.

10. CREDIT RATING

Working-Capital Facilities

Line	Rating	Sanction (INRm)
Fund Based Limits		
United Bank of India	upgraded to 'IND BB'/Stable/'IND A4+' from 'IND B+/'Stable/'IND A4'	85.60
Oriental Bank of Commerce	upgraded to 'IND BB'/Stable/'IND A4+' from 'IND B+/'Stable/'IND A4'	107.10
State Bank of India	upgraded to 'IND BB'/Stable/'IND A4+' from 'IND B+/'Stable/'IND A4'	210.40
Union Bank of India	upgraded to 'IND BB'/Stable/'IND A4+' from 'IND B+/'Stable/'IND A4'	53.90
UCO Bank	upgraded to 'IND BB'/Stable/'IND A4+' from 'IND B+/'Stable/'IND A4'	43.00
Term Loan		
United Bank of India	upgraded to 'IND BB'/Stable from 'IND B+/'Stable	207.60
Oriental Bank of Commerce	upgraded to 'IND BB'/Stable from 'IND B+/'Stable	195.90
State Bank of India	upgraded to 'IND BB'/Stable from 'IND B+/'Stable	23.30

Union Bank of India	Upgraded to 'IND BB'/Stable from 'IND B+'/Stable	148.00
UCO Bank	Upgraded to 'IND BB'/Stable from 'IND B+'/Stable	126.90
Non-Fund-Based Limits		
United Bank of India	upgraded to 'IND A4+' from 'IND A4'	9.90
Oriental Bank of Commerce	upgraded to 'IND A4+' from 'IND A4'	73.20
State Bank of India	upgraded to 'IND A4+' from 'IND A4'	45.10
Union Bank of India	upgraded to 'IND A4+' from 'IND A4'	6.20
UCO Bank	upgraded to 'IND A4+' from 'IND A4'	4.90
Proposed Term Loans		
Proposed Term Loan	assigned 'Provisional IND BB'/Stable*	410.00

*the ratings are provisional and the final rating will be assigned subject to execution of sanction letter for the above facilities.

11. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no material changes and commitments affecting the financial position of the Company which has occurred between the end of the

financial year of the Company to which the financial statements relate i.e. 31st March, 2017 and the date of the report i.e. 21st July, 2017.

12. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

13. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The Internal Auditor of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

14. CORPORATE GOVERNANCE

As per Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company follows good Corporate Governance and complies

with mandatory provisions as applicable. As stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance Certificate obtained from Adesh Tandon & Associates, Practicing Company Secretaries, Kanpur is annexed with the report.

15. VIGIL MECHANISM

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour the Company has adopted a vigil mechanism policy.

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013, the Company had established a vigil mechanism for directors and employees to report concern of unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct.

16. POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Your Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention of sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder. There was no compliant on sexual harassment during the year under review.

17. BUSINESS RISK MANAGEMENT

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion.

Therefore, in accordance with per Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

18. RELATED PARTY TRANSACTION

The Board has formulated and adopted a Related Party Transactions Policy for the purpose of identification, monitoring and reporting related party transactions. The policy is available on the Company's website.

During the year under review, the Company entered into related party transaction and passed

the resolution in the Board Meeting. The related party transaction entered into by the company during the FY 2016-17 were on arm's length basis and in the ordinary course of business. The form AOC-2 regarding related party transaction is attached as "Annexure A".

The details of all related party transactions during the year under review are set out in Note 34 of the financial statements forming part of the Annual Report.

19. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

20. DEPOSITS

The Company has not accepted any deposit under Section 73 or Section 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review.

However, the Company had accepted deposits in earlier years in compliance of provisions of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposit) Rules, 1975 which pursuant to Section 74 (1)(b) of the Companies Act, 2013, need to be repaid within one year from 1st April, 2015 or the date on which such payments are due, whichever is earlier. The

Company has paid the deposits matured during the year.

The Company has applied under Section 74(2) of the Companies Act, 2013 to the Company Law Board, New Delhi on 30th March, 2015 in the prescribed Form No.7 for extension of repayment period in respect of unpaid deposits of ₹118.09 lacs excluding interest ₹28.18 lacs yet to be matured as at 31st March, 2015.

The application has been admitted by the Hon'ble Company Law Board, New Delhi on 31st March, 2015 and the Board has directed to make repayment of the deposits alongwith interest on due date of maturity of FDs of depositors.

The Company has repaid all the deposits during the year received from the public, employees and shareholders in comparison to ₹58.33 lacs pending in the previous year ended 31st March, 2016. No deposit was pending as on 31st March, 2017.

21. AUDITORS' OBSERVATION:

21.1. STATUTORY AUDITOR

The Statutory Auditor of the Company has given unqualified report during the year under review.

21.2. SECRETARIAL AUDITOR

The Secretarial Auditor of the Company has given unqualified report during the year under review.

22. DIRECTORS:

22.1 CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Imanul Haque (**DIN:** 00001284) was appointed as Independent Director in the 36th Annual General Meeting held on 30th July 2016 for the period of 5 years.

Mr. Narendra Kumar Agarwal (**DIN:** 05281887) was re-appointed as Directors (Works) in the Company on a term of 3 years in the 36th Annual General Meeting held on 30th July 2016.

Mr. Jagdeep Hira (**DIN:** 07639849) was appointed as CEO & Executive Director (Additional Director) in the Board Meeting held on 22nd October, 2016. He was re-designated as Joint Managing Director in the Board Meeting held on 21st July, 2017.

Mrs. Manjula Jhunjunwala (**DIN:** 00192901) is a Director retiring by rotation in pursuance of Section 152 of the Companies Act, 2013, being eligible, offers herself for re-appointment.

22.2 INDEPENDENT DIRECTOR(S) DECLARATION

In pursuance of sub-section (7) of Section 149 of the Companies Act, 2013 all the Independent Directors have furnished the declaration that they meet the criteria of Independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

22.3 BOARD ANNUAL EVALUATION

Pursuant to the provisions of Companies Act, 2013 and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder

committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

22.4 REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

23. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that to the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) In the preparation of the annual accounts for the year ended 31st March, 2017, the applicable accounting standards have been followed along with the proper explanation relating to the material departure;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the profit of the Company for the year ended on that date;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and

detecting fraud and other irregularities;

- d) The Directors have prepared the annual accounts on-going concern basis;
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

24. BOARD AND COMMITTEE MEETINGS

24.1 BOARD MEETING

During the year 2016-17, 05 meeting of the Board of Directors were held 23rd April, 2016, 30th July, 2016, 22nd October, 2016, 24th January, 2017 and 11th February, 2017. The maximum time gap between any two consecutive meetings was not exceeding four months.

24.2 AUDIT COMMITTEE MEETING

The Chairman of the Audit Committee is Mr. Gyanendra Nath Gupta. During the year, 4 Audit Committee meetings were held on 22nd April, 2016, 29th July, 2016, 21st October, 2016 and 10th February, 2017. The maximum time gap between any two consecutive meetings was not exceeding four months.

The composition of the Audit Committee and number of meetings attended by the Members are given below:

Name of Directors	Category
Mr. Gyanendra Nath Gupta	Independent, Non-Executive
Dr. Indroneel Banerjee	Independent, Non-Executive
Mr. Atul Kumar Gupta	Independent, Non-Executive
Mr. Ved Krishna	Non-Independent, Executive

The other details of Board and Committee Meetings are given in Corporate Governance Report forming part of the Annual Report.

25. AUDITORS

25.1 STATUTORY AUDITORS

Kapoor Tandon & Co. [**Firm Registration No.000952C**], Chartered Accountants, Kanpur submitted their report for the financial year ended 31st March, 2017. The observations of the Auditors are explained wherever necessary in appropriate notes to the accounts. Also, there is no adverse comment in the Auditor's Report.

The Term of Kapoor Tandon & Co., Chartered Accountants, Statutory Auditor of the Company will be expires in the conclusion of 36th Annual General Meeting, therefore, The Company has appointed CNK & Associates LLP, Chartered Accountants, Mumbai as Statutory Auditor of the Company for a term of 5 years from the conclusion of this AGM till the conclusion of 41 AGM held in the year 2022 subject to ratification at each annual general Meeting held after forthcoming Annual General Meeting..

CNK & Associates LLP, Chartered Accountants, Mumbai, [**Firm Registration No. 101961W/W-100036**], have consented to act as a Statutory

Auditor for the period of 5 years i.e. from the conclusion of ensuing Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held for the financial year ended on 31st of March, 2022. They have submitted the necessary eligibility certificate in terms of second and third proviso to Section 139(1) of the Companies Act, 2013 read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014.

25.2 SECRETARIAL AUDITORS.

The Board has appointed Adesh Tandon & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company to conduct Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report for the financial year ended 31st March, 2017 is annexed herewith marked as "Annexure B". of this Report.

25.3 INTERNAL AUDITORS

M/s U Nagar & Co., Chartered Accountants, Lucknow performed the duties of Internal Auditors of the Company during the financial year ended 31st March, 2017 and their report is reviewed by the Audit Committee from time to time.

The Board of Directors of the Company in its meeting held on 5th May, 2017 appointed Mr. Anil Kumar Gupta, Chief Financial Officer of the Company as Internal Auditor of the Company for conducting the Internal Audit during the financial year ended 31st March, 2018.

25.4 FRAUD REPORTING

During the year under review, there was no fraud reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

26. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure C".

27. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure D".

28. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report on financial condition and results of operations of the Company for the year under reviews required under Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given as separate statement forming part of the Annual Report.

29. PARTICULARS OF EMPLOYEES

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The information required pursuant to Section 197 read with Rule, 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,

2014 in respect of employees of the Company is as follows:

- i. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Name of Directors / KMP	Remuneration of the Director / KMP in F.Y.2016-17 (₹ in Lacs)	Remuneration of the Director / KMP in F.Y.2015-16 (₹ in Lacs)	% increase in F.Y.2016-17 (₹ in Lacs)	Ratio (times) of the remuneration of each director to the median remuneration of the employees	Comparison of the remuneration of the KMP against the performance of the company
Mr. Ved Krishna, Managing Director (KMP)	42,05,237	42,07,636	(0.06%)	19.36	The turnover of the Company increase 0.65% and Net Profit for the financial year ended March 31, 2017 increased by 123.99% in comparison to last financial year.
Mr. Jagdeep Hira, Joint Managing Director (KMP)	32,85,337	-	-	15.13	
Mr. Narendra Kumar Agrawal, Director Works	24,41,276	22,21,211	9.91%	11.24	
Mr. Anil Kumar Gupta, Chief Financial Officer (KMP)	14,40,228	11,95,720	20.45%	6.63	
Mr. Sachin Kumar Srivastava, Company Secretary (KMP)	9,10,340	7,72,289	17.88%	4.19	

- ii. The median remuneration of employees of the Company during the financial year was ₹2.17 lacs.
- iii. In the financial year, there was an increase of 7.51% in the median remuneration of employees;
- iv. There were 326 permanent employees on the rolls of the Company during the financial year 2016-17.
- v. **Relationship between average increase in remuneration and company performance:-** The Net Profit for the financial year ended 31st March, 2017 increased by 123.99% whereas the increase in median remuneration was 7.51%. The average increase in median remuneration was in line with the performance of the Company.

vi. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company: The total remuneration of Key Managerial Personnel has increased 46.27% during the year in comparison to last year out of which 39.13% increased due to appointment of Mr. Jagdeep Hira, Joint Managing Director of the Company whereas the Net Profit for the financial year ended 31st March, 2017 increased by 123.99% in 2016-17 in comparison to last year 2015-16.

vii. a) Variations in the market capitalisation of the Company: The market capitalization of the Company has been increased by 192.55% as on 31st March, 2017 to ₹13,247.10 lacs in comparison of ₹4,528.19 lacs as on 31st March, 2016.

- b) Price Earnings ratio of the Company:** The Price Earnings Ratio was 20.76 as at 31st March, 2017 in comparison to 14.17 as on 31st March, 2016 .
- c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the Company came out with the last public offer in the year:** The Company had come out with Further Public Offer (FPO) in 2005. An amount of 2,352 lacs invested in the said FPO by issuing 1,68,00,000 equity shares at ₹14 would be worth ₹6,888 lacs as on 31st March, 2017. There has been increase

of 192.86% in the shares of the Company in comparison to FPO.

viii. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2016-17 was 4.52 % whereas the increase in the managerial remuneration for the same financial year was 46.27% out of which 39.13% due to appointment of Mr. Jagdeep Hira, Joint Managing Director in the Board Meeting held on 22nd October, 2016 as CEO & Executive Director of the Company.

ix. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Human Resources, Schedule V of the Companies Act, 2013, Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

x. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and

xi. It is hereby affirmed that the remuneration paid is as per the as per the Schedule V of the Companies Act, 2013, Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

xii. No Employee was employed throughout the financial year at an aggregate salary of not less than ₹1,02,00,000/-.

xiii. No Employee was employed for a part of the financial year at an aggregate salary of not less than ₹8,50,000/- per month.

xiv. **Details of Top Ten employees of the company as required under Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended vide Notification dated 30th June, 2016 by Ministry of Corporate Affairs for the year ended 31st March, 2017:**

SI No.	Name & Age	Qualification	Designation	Date of Joining	No. and % of equity shares held	Remuneration	Previous employment
1	Mr. Ved Krishna (42 years)	B. A. (Hons.)	Managing Director	30/05/1999	1,10,09,950 (31.24)	42,05,237	-
2	Mr. Jagdeep Hira (45 Years)	Bachelor of Engineering Technology	Joint Managing Director & CEO	10/10/2016	-	32,85,337	Trident Group Limited
3	Mr. Narendra Kumar Agrawal (46 Years)	Bachelor of Engineering	Director Works	15/12/2011	500 (0.00)	24,41,276	Century Paper and Pulp
4	Mr. Abhinav Undhire (45 Years) ¹	Plastic Engineering	Head of Marketing (Chukl)	21/06/2016	-	15,46,215	Steiron Pte. Limited
5	Mr. Anil Kumar Gupta (55 Years)	B.Com, ICWA (Inter)	Chief Financial Officer	15/04/1989	900 (0.00)	14,40,228	U.P. Sehkari Katai Mills Limited
6	Mr. Manoj Kumar Maurya (43 Years)	M.Com	Head of Commercial	01/09/1998	-	11,87,574	-
7	Mr. Kulbhushan Chandana (51 Years) ²	B.Sc., Diploma in Process Instrumentation	Head of Business	01/04/2015	-	11,05,631	Century Paper and Pulp
8	Mr. Shankarshan Shukla (52 Years)	Bachelor of Engineering (Pulp and Paper)	Head of Innovation	01/04/2009	0.00	10,49,240	M/s Rama Shyma Papers Limited
9	Mr. Sumant Pai (37 Years)	PG Diploma in Film and Television	Head of Marketing (Chukl)	24/02/2014	0.00	9,66,583	Rising Star Entertainment Private Limited
10	Mr. Sachin Kumar Srivastava (32 Years)	CS, MBA(Fin), MBA(H.R), M.Com, LLB, P.G.D.C.A.	Company Secretary & Legal Head	15/05/2006	500 (0.00)	9,10,340	-

1. Mr. Abhinav Undire, Head of Marketing (Chukl) resigned from the Company w.e.f. 30th June, 2016.

2. Mr. Kul bhushan Chandana, Head of Business resigned from the Company w.e.f. 28th February, 2017.

xv. Mr. Jagdeep Hira, Joint Managing Director & CEO of the Company receiving remuneration part of the financial year (Appointed as Executive Director & CEO in Board Meeting held on 22nd October, 2016) in excess of the amount drawn by the Managing Director. Except him no one was employed throughout the financial year or part thereof receiving remuneration in excess of the amount drawn by the Managing Director.

30. COMPANIES WHICH CEASED TO BE HOLDING, SUBSIDIARY OR ASSOCIATE COMPANY

There is no holding, subsidiary or associate Company of the Company.

31. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE OR GUARANTEE GIVEN AND SECURITIES PROVIDED

The Company has not given any loans, guarantees or investments made covered under the provisions of Section 186 of the Companies Act, 2013.

32. INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all the levels.

33. INVESTOR RELATIONS

Your Company always endeavors to keep the time of response to shareholders request / grievance at the minimum. Priority is accorded to address all the issues raised by the shareholders and provide them a satisfactory reply at the earliest possible time. Stakeholder Relationship Committee of the Board meets periodically and reviews the status of Shareholders' Grievances. The shareholders of the Company continue to be traded in electronic forum and de-materialization exists with both the depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited.

34. ACKNOWLEDGEMENTS

The Company has been very well supported from all quarters and therefore your Directors would like to place on record their sincere appreciation for the support and co-operation received from Employees, Dealers, Suppliers, Central and State Governments, Bankers, Credit Rating Agencies, Depositories, Stock Exchange, Registrar and Share Transfer Agents, Associates as well as our Shareholders at large during the year under review

Your Directors also wish to place on record their deep sense of appreciation for the commitment,

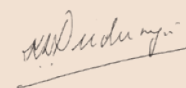
abilities and hard work of all executives, officers and staff who enabled Company to consistently deliver satisfactory and rewarding performance even in the challenging economic conditions.

We look forward to receiving the continued patronage from all quarters to become a better and stronger company.

35. CAUTIONARY STATEMENT

The statements contained in the Board's Report and Management Discussion and Analysis contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations. Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

For and on Behalf of the Board



K. D. Pudumjee

Chairman

DIN : 01594401

Place : Faizabad

Date : 21st July, 2017

Annexure 'A' of Board's Report

FORM AOC -2

[Pursuant to clause (h) of sub section (3) of the section 134 of the Act and Rules 8(2) of the Companies (Account) Rules, 2014]

Form for Disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso is given below:

1. Details of contracts or arrangements or transactions not at arm's length basis:

Sl. No.	Particulars	Details
a)	Name (s) of the related party	Nil
b)	Nature of relationship	Nil
c)	Nature of contracts/arrangements/transaction	Nil
d)	Duration of the contracts/arrangements /transaction	Nil
e)	Salient terms of the contracts or arrangements or transaction	Nil
f)	Value of the contracts or arrangements or transaction	Nil
g)	Date of approval by the Board	Nil
h)	Amount paid as advances, if any	Nil
i)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

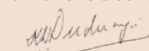
2. Details of contracts or arrangements or transactions at arm's length basis:

Sl. No.	Particulars	Details
a)	Name (s) of the related party	Mrs. Kimberly Ann McArthur
b)	Nature of relationship	Wife of Mr. Ved Krishna, Managing Director Daughter-in-Law of Mrs. Manjula Jhunjhunwala, Director
c)	Nature of contracts/arrangements/transaction	Consultancy Services
d)	Duration of the contracts/arrangements /transaction	5 Years
e)	Salient terms of the contracts or arrangements or transaction	Consultancy Fees alongwith out of Pocket Expenses
f)	Value of the contracts or arrangements or transaction	2,00,000 per month
g)	Date of approval by the Board	23.04.2016 and 27.05.2017
h)	Amount paid / received as advances, if any	-
i)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

Sl. No.	Particulars	Details
a)	Name (s) of the related party	Yash Agro Products Limited
b)	Nature of relationship	Promoters' Group Company, Shareholder
c)	Nature of contracts/arrangements/transaction	Loan Agreement
d)	Duration of the contracts/arrangements /transaction	5 Years
e)	Salient terms of the contracts or arrangements or transaction	Loan at the rate of 10% per annum payable at the end of the financial year. Principal would be payable after 5 years in Lump-sum unless otherwise decided. The Board of Directors authorized to change the terms & conditions.
f)	Value of the contracts or arrangements or transaction	2,40,00,000/-
g)	Date of approval by the Board	11.02.2017
h)	Amount paid / received as advances, if any	-
i)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

Sl. No.	Particulars	Details
a)	Name (s) of the related party	Mr. Ved Krishna
b)	Nature of relationship	Managing Director, KMP, Shareholder and Promoter Husband of Mrs. Kimberly Ann McArthur, Director (Promoter) Son of Mrs. Manjula Jhunjhunwala, Director (Promoter)
c)	Nature of contracts/arrangements/transaction	Loan Agreement
d)	Duration of the contracts/arrangements /transaction	7 Years
e)	Salient terms of the contracts or arrangements or transaction	Loan at the rate of 10% per annum payable at the end of the financial year. Principal would be payable after 7 years in Lump-sum unless otherwise decided. The Board of Directors authorized to change the terms & conditions.
f)	Value of the contracts or arrangements or transaction	9,25,000/-
g)	Date of approval by the Board	11.02.2017
h)	Amount paid / received as advances, if any	-
i)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

For and on Behalf of the Board



K. D. Pudumjee
Chairman
DIN: 01594401

Place: Faizabad
Date: 21st July, 2017

Annexure 'B' of Board's Report

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 r/w Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**To,
The Members,
Yash Papers Limited
Flat No. 202,
3A/172, Azad Nagar
Kanpur – 208002 (UP)**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Yash Papers Limited (hereinafter called "the Company")**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by "the Company" and also the information provided by "the Company", its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained

by "the Company" for the financial year ended on 31st March, 2017 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under ;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended from time to time:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period)**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable To the Company during the Audit Period)**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client; **(Not applicable to the Company during the Audit Period)**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
- vi. **I further report that,** having regard to the compliance system prevailing in the Company and as certified by management and on examination of the relevant documents and records in pursuance thereof, on text check basis, the Company has

complied the law applicable specifically to the Company named as under :

- a. The Boilers Act, 1923**
- b. The Explosives Act, 1884**
- c. The National Green Tribunal Act, 2010**

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by the Institute of Company Secretaries of India. **(SS-1 and SS-2 Effective from 1st July, 2015)**
- ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.e.f. 1st December, 2015.**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

We further report that there exist systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts/Laws/Regulations to the Company.

We further report that during the audit period, there were no instances of:

- i. Public/Right/debentures/sweat equity, etc. However during the year under the review, the company has issued 24,80,000 equity shares on conversion of 24,80,000 warrants allotted on 23rd April, 2016 on preferential basis U/S 62 of the Companies Act, 2013 to Mr. Ved Krishna,

Managing Director (Promoter) of the company, out of 75,40,000 warrants of ₹15 per warrant allotted on 21st March, 2016 in accordance with Chapter vii (Guidelines for Preferential Issues) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.

- ii. Redemption / buy-back of securities.
- iii. No Major decisions except the mortgage on the properties of the companies from banks and financial Institutions
- iv. Merger / amalgamation / reconstruction, etc.
- v. Foreign technical collaborations

We Further Report that the Company had accepted deposits under The Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules, 1975 which were due for repayment as on 31st March, 2015 under The Companies Act, 2013 for which an application was made to the Company Law Board, Delhi Bench for the extension of period for repayment of Deposits under Section 74(2) of The Companies Act, 2013.

Pursuant to the application, the CLB vide Order dated 5th June, 2015 has granted the extension for two years on the basis of No Objection Affidavits received from all the depositors. The Company has paid all the outstanding deposit by the financial ended 31st March, 2017.

Adesh Tandon & Associates
Company Secretaries



(Proprietor)
FCS No: 2253
C P No: 1121

Place : Faizabad
Date : 21st July, 2017

Annexure – ‘C’ of Board’s Report

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO ETC:

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are provided hereunder:

1. CONSERVATION OF ENERGY

A. ENERGY CONSERVATION MEASURES TAKEN

- i. Installation of Auto Power Factor Control Panel at ETP and Depithing House MCC
- ii. Pump Sizing Optimization for Fresh water Supply
- iii. Usage of foul condensate of evaporator at pulp mill.
- iv. Auto Pressure optimization of fresh water
- v. Usage of Tertiary treated Effluent water in Plant
- vi. Heat insulation paint application on digester and PM-3 MG
- vii. Collection of hot water from steam Traps and utilization in pulp washing
- viii. Installation of VFD at ESP rotary chain conveyor and Green Liquor Pump in Recovery boiler
- ix. Moisture separator installation in MP steam line.
- x. Optimization sealing water in Vacuum Pumps and Centrifugal Pumps in Pulp Mill.

B. ADDITIONAL INVESTMENT AND PROPOSALS, IF ANY, BEING IMPLEMENTED FOR REDUCTION OF CONSUMPTION OF ENERGY

- i. Installation of APFC Panel at Power Plant Auxiliaries MCC
- ii. Identification and Installation of VFDs at different Locations
- iii. Installation of energy efficient vacuum pump
- iv. Heat exchanger in Recovery boiler feed water circuit
- v. Blow heat recovery in pulp mill
- vi. Comprehensive Energy audit of the Plant

C. IMPACT OF THE MEASURES OF THE ABOVE

Reduction of power from 1140 KWH to 975 KWH/MT of paper.

Reduction of steam from 10.71 MT to 10.00 MT/MT of paper.

D. TOTAL ENERGY CONSUMPTION AND ENERGY CONSUMPTION PER UNIT OF PRODUCTION AS PER PRESCRIBED FORM A OF THE ANNEXURES IN RESPECT OF THE INDUSTRIES SPECIFIED IN THE SCHEDULE THERETO.

i. POWER AND FUEL CONSUMPTION

Particulars	Current Year	Previous Year
(a) Electricity		
(i) Purchased Unit (lacs)	Nil	Nil
Total Amount (₹ in lacs)	Nil	Nil
Rate / Unit (₹)	Nil	Nil
(ii) Own generation		
Through Diesel Generator		
Unit (lacs)	2.18	1.88
Unit per liter of Diesel Oil	3.23	3.45
Cost / Unit (₹)	13.87	13.74
Through Steam Turbine		
Unit (lacs)	466.75	454.91
Unit per MT of fuel (Paddy husk)	1619.00*	1468.00*
Cost / Unit (₹)	1.42	2.07

Notes: *Steam Turbine is extraction cum condensing type hence fuel allocation is on estimated basis.

Particulars	Current Year	Previous Year
(b) Coal Quantity (MT)	Nil	Nil
(c) Furnace Oil Quantity (Kilo litre)	Nil	Nil
(i) Paddy Husk Quantity (MT)	76,864.00	77,162.00
Total Cost (₹ in lacs)	1767.89	2349.56
Average Rate (₹)	2300.03	3045.00
(ii) Baggase / Pith Quantity (MT)	15912.00	18996.00
Total Cost (₹ in lacs)	492.56	503.70
Average Rate (₹)	3095.54	2651.61

ii. CONSUMPTION PER UNIT OF PRODUCTION OF PAPER

Particulars	UOM	Current Year	Previous Year
Electricity	Units	1147*	1127*
Furnace Oil	Litre	Nil	Nil
Coal	MT	Nil	Nil
Paddy Husk	MT	1.35**	1.35**
Baggase Pith	MT	3.00**	3.00**

*For achieving pollution norms and increased recycling of water electrical Load increase.

** Baggase pith is used alongwith the paddy husk as fuel for producing steam which is used for pulp and paper manufacturing and power generation hence consumptions are estimated.

E. STEPS TAKEN BY THE COMPANY FOR UTILIZING ALTERNATE SOURCE OF ENERGY.

Since inception the Company is using Biomass as a fuel for generating the Steam. In year 1995, the Company installed a 2.5 MW cogeneration power plant using biomass (rice husk and pith) as fuel. The Company has also installed a Black liquor (Pollutant generated during pulping of Agro waste raw material) fired Boiler, generating steam and thereby power.

F. CAPITAL INVESTMENTS ON ENERGY CONSERVATION EQUIPMENTS.

Total Capital investment on energy conservation equipment during year 2016-17 is approximate ₹ Lacs.

2. Development of Release Base paper grade.
3. Separation of pith from bagasse using vibrating screen- plant level trial conducted after successful commissioning.
4. Trials on chemical treatment of bagasse done successfully.
5. Optimization of bagasse fiber for tableware.
6. Development of new colored grades of paper for domestic / export and successful trial at plant scale.
7. Trials of pigment dyes at lab scale.
8. Trial of dye fixative at plant scale.
9. Trials of grapes fiber as a raw material for paper making.
10. Trial of cationic rosin & retention aid at PM 1.
11. Trial for cleaning of beater wash water.
12. Optimization of cooking conditions for bagasse.
13. Trial of split hypo dosing in bleaching to enhance strength properties.
14. Optimization of process parameters for process automation in pulp mill.
15. Optimization of digester black liquor RAA.
16. Optimization of hardwood refining for partial replacement of softwood.
17. Optimization of gunny dedusting for quality improvements.
18. Trial of lime sludge as a filler paper making.
19. Research on methodology options on Silica extraction from RHA.
20. Refining optimization for bagasse, softwood & hardwood fibers.
21. Research on development of stone paper from lime sludge.

2. TECHNOLOGY ABSORPTION

EFFORTS MADE IN TECHNOLOGY ABSORPTION AS PER PRESCRIBED FORM B of the Annexure.

a. Specific areas in which R & D carried out by the Company

1. For tableware molded products, sampling machine installed and product quality optimized with respect to fiber & chemicals.

22. Development of compostable stretch film for paper packaging
23. Development of bag paper
24. Lab trial of difference chemicals for dose optimization and cost reduction.

b. Benefits derived as a result of the above R & D

Above efforts have resulted in quality improvements, cost reduction, better realization, waste reduction, recycling and development of plastic compostable alternatives.

c. Future plan of action

1. Development of Bag paper.
2. Silica extraction from Rice Husk Ash
3. Utilization of lime sludge as filler in paper.
4. Extraction of PLA from pith
5. Optimization of product qualities for tableware.

d. Expenditure on R & D

(₹ in Lacs)

S. No.	Particulars	Current Year 31.03.2017	Previous Year 31.03.2016
1.	Capital	0.00	0.00
2.	Recurring	44.76	17.72
3.	Total	44.76	17.72
4.	Total R & D Expenditure as a percentage of total Turnover	0.24	0.10

e. Technology absorption, adaptation and innovation

i. Efforts, in brief, made towards technology absorption, adaptation and innovation:-

Installation of Tertiary treatment System for effluent.
Installation of Sedicell for back water Clarification
Automation in Softwood pulp mill

Increase in capacity of Bagasse Depithing and Wet storage system

Synchronisation of two power plants

ii. Benefits derived as a result of the above efforts e.g. Product improvement, cost reduction, product development, import substitution etc.:-

Improvement in existing process and product quality, less qualities variations, improved productivity, cost reduction and reduction in use of imported softwood pulp, reduction in fresh water consumption.

iii. Imported Technology (Imported during the last five years reckoned from the beginning of the financial year)

Not Applicable

3. FOREIGN EXCHANGE EARNING AND OUTGO

Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services; and export plans;

The Company has continued thrust on exports.

Total foreign exchange used and earned

S. No.	Particulars	Amount (In ₹)
1.	Used	85,36,554
2.	Earned	18,30,10,110

For and on Behalf of the Board

K. D. Pudumjee
Chairman
DIN : 01594401

Place : Faizabad
Date : 21st July, 2017

Annexure – ‘D’ of Board’s Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2017 of YASH PAPERS LIMITED [Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L24231UP1981PLC005294
Registration Date	5 th May, 1981
Name of the Company	Yash Papers Limited
Category/Sub-Category of the Company	Manufacturing
Address of the Registered office and contact details	Flat No.202, 3A/172, Azad Nagar, Kanpur – 208002, Uttar Pradesh, India
Whether listed company	Yes in BSE Limited
Name , Address and contact details of Registrar & Transfer Agents (RTA), if any	Skyline Financial Services Pvt. Ltd., D-153/A, First Floor, Okhla Industrial Area, Phase – I, New Delhi 110020 Phone No. 011 64732681

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

SI No.	Name and Description of main products/services	NIC Code of the Product / service	% to total turnover of the company
1	Kraft Paper, Poster Paper & Pulp	21010	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

S. No.	Name and Address of the company	CIN/GLN	Holding /Subsidiary Associate	%of shares held	Applicable Section
-	-	-	-	-	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A) Promoters									
1) Indian									
Individual / HUF	16000	0	16000	0.05	16000	0	16000	0.05	0.00
Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
State Govt	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corp	4303140	0	4303140	14.43	4303140	0	4303140	13.32	-1.11
Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
Any other Directors	6148316	0	6148316	20.61	8628316	0	8628316	26.70	+6.09
Sub-total (A) (1):-	10467456	0	10467456	35.09	12947456	0	12947456	40.07	+4.98
2) Foreign									
NRIs-Individuals	0	0	0	0	0	0	0	0	0
Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
Bank /FI	0	0	0	0.00	0	0	0	0.00	0.00
Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A)=(A) (1)+(A)(2):-	10467456	0	10467456	35.09	12947456	0	12947456	40.07	+4.98
B.Public Shareholding									
1) Institutions									
Mutual Fund	0	1000	1000	0.00	0	1000	1000	0.00	0.00
Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Insurance Companies	211121	0	211121	0.71	0	0	0	0.00	-0.71
FII's	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	211121	1000	212121	0.71	0	1000	1000	0.00	-0.05

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2) Non-Institutions									
A) Bodies Corp.									
i) Indian	737355	5401	742756	2.49	1251617	5401	1257018	3.89	1.40
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
B) Individuals									
i. Individuals shareholders holding nominal share capital upto ₹2 lakhs	7374305	564040	7938345	26.61	8132366	564740	8697106	26.92	+0.31
ii. Individual shareholders holding nominal share capital excess of ₹2 lakhs	8124451	12400	8136851	27.28	7723405	0	7723405	23.90	-3.37
C) Others (specify)									
Trust	0	0	0	0.00	354677	0	354677	1.10	+1.10
Custodians/ Clearing Member / Trust	45304	0	45304	0.15	230814	0	230814	0.71	+0.56
NRIs	281298	600	281898	0.95	288132	600	288732	0.89	-0.05
HUF	1894684	0	1894684	6.35	710987	0	710987	2.20	-4.15
Director & their Relative	107599	2986	110585	0.37	95819	2986	98805	0.31	-0.06
Sub-total (B)(2):-	18564996	585427	19150423	64.20	18787817	573727	19361544	59.92	-4.27
Total Public shareholding (B)=(B)(1)+(B)(2)	18776117	586427	19362544	64.91	18787817	574727	19362544	59.93	-4.98
Total (A)+(B)	29243573	586427	29830000	100.00	31735273	574727	32310000	100.00	0.00
C) Share held by Custodian for GDR & ADRs									
1. Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
2. Public	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (c):-	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	29243573	586427	29830000	100.00	31735273	574727	32310000	100.00	0.00

II. Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered	No. of shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	
1.	Mr. Ved Krishna*	5564950	18.66	61.71	8044950	24.90	100.00	6.24
2.	Satori Global Limited	3334500	11.18	100.00	3334500	10.32	100.00	(0.86)
3.	Yash Agro Products Limited	968640	3.25	100.00	968640	3.00	100.00	(0.25)
4.	Mrs. Manjula Jhunjunwala	583366	1.96	100.00	583366	1.81	100.00	(0.15)
5.	K. K. Jhunjunwala HUF (Karta Ved Krishna)	16000	0.05	100.00	16000	0.05	100.00	(0.00)
	Total	10467456	35.09	79.65	12947456	40.07	100.00	4.98

***Note:** Change in Percentage except in the holding of Mr. Ved Krishna occurred due to increase in the paid up share capital of the Company through Preferential Allotment. 24,80,000 equity shares allotted to Mr. Ved Krishna, Managing Director (Promoter) on conversion of 24,80,000 warrants allotted on preferential basis on 23rd April, 2016 in pursuance of Chapter VII of SEBI (ICDR) Regulations, 2009.

III. Change in Promoter's Shareholding

SI. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	10467456	32.40	10467456	32.40
2.	24,80,000 equity shares allotted to Mr. Ved Krishna, Managing Director (Promoter) of the Company on conversion of 24,80,000 warrants allotted on preferential basis on 23 rd April, 2016 in pursuance of Chapter VII of SEBI (ICDR) Regulations, 2009	2480000	7.68	2480000	7.68
3.	At the end of the year	12947456	40.07	12947456	40.07

IV. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Subramanian P	0	0	1712590	5.30
2.	Saurabh Jalan	12,33,919	4.14	12,33,919	3.82
3.	Ankur Jalan	12,33,619	4.14	12,33,619	3.82
4.	Amar Nath Agarwal	0	0	5,00,000	1.55
5.	Damodar Prasad Agarwal	3,50,634	1.27	2,72,405	0.84
6.	Kisor Kumar Nadhani	1,99,926	0.67	1,99,926	0.62
7.	Tishyaa Education and Beneficiary Trust	0	0	1,82,500	0.56
8.	Vikson Securities Pvt. Ltd.	0	0	1,73,123	0.54
9.	Mrinaal Education and Beneficiary Trust	0	0	1,72,177	0.53
10	Chirayush Pravin Vakil	1,74,225	0.58	1,63,830	0.51

V. INDEBTEDNESS
Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	995020445	25325000	5833909	1026179354
ii. Interest due but not paid	0	0	0	0
iii. Interest accrued but not due	0	0	1091935	1091935
Total (i+ii+iii)	995020445	25325000	6925844	1027271289
Change in Indebtedness during the financial year				
*Addition	237000000	71682356	0	308682356
*Reduction	-34737961	0	6925844	-27812117
Net Change	271737961	71682356	-6925844	336494473
Indebtedness at the end of the financial year				
i. Principal Amount	1266758406	95125000	0	1361883406
ii. Interest due but not paid	0	1882356	0	1882356
iii. Interest accrued but not due	0	0	0	0
Total (i + ii+iii)	1266758406	97007356	0	1363765762

V. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Ved Krishna, Managing Director (Promoter)	5564950	18.66	8044950	24.90
2.	Mrs. Manjula Jhunjunwala, Non-Independent Director (Promoter)	583366	1.96	583366	1.81
3.	Mr. Narendra Kumar Agrawal, Director Works	500	0.00	500	0.00
4.	Dr. Indroneel Banerjee, Independent Director	780	0.00	780	0.00
5.	Mr. Anil Kumar Gupta, Chief Financial Officer	900	0.00	900	0.00
6.	Mr. Sachin Kumar Srivastava, Company Secretary	500	0.00	500	0.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Mr. Ved Krishna, Managing Director	Mr. Jagdeep Hira, Joint Managing Director & CEO	Mr. Narendra Kumar Agrawal, Director Works	Total Amount
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	42,05,237	32,85,337	24,41,276	99,31,850
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify...	- -	- -	- -	- -
5	Others, please specify	-	-	-	-
	Total (A)	42,05,237	32,85,337	24,41,276	99,31,850
	Ceiling as per the Act	Being ₹84 Lac per annum per Director as per Section 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.			

B. Remuneration to other directors:
I. Independent Director:

Particulars of Remuneration	Name of Independent Director						Total Amount (₹)
	Mr. K. D. Pudumjee	Mr. G. N. Gupta	Mr. Jaideep Narain Mathur	Mr. Atul Kumar Gupta	Dr. Indroneel Banerjee	Mr. Imanul Haque	
Fee for attending Board / Committee Meetings	60,000	15,000	15,000	60,000	67,500	52,500	2,70,000
Commission	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total B (I)	60,000	15,000	15,000	60,000	67,500	52,500	2,70,000
Ceiling as Per Act :	Being ₹1 Lac per meeting per Director as per Section 197(5) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.						

II. Other Non-Executive Director:

Particulars of Remuneration	Name of Director		Total Amount (₹)
	Mrs. Manjula Jhunjunwala, Promoter	Mrs. Kimberly Ann McArthur, Promoter	
Fee for attending Board / Committee Meetings	60,000	67,500	1,27,500
Commission	-	-	-
Others	4,80,000	5,50,000	10,30,000
Total B (II)	5,40,000	6,17,500	11,57,500
Total B I + II			14,27,500
Ceiling as Per Act	Being ₹1 Lac per meeting per Director as per Section 197(5) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.		

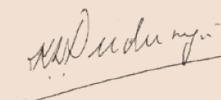
C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD /MANAGER / WTD :

Sl. No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (₹)
		Mr. Anil Kumar Gupta, Chief Financial Officer	Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head	
1	Gross Salary			
	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	14,40,228	9,10,340	23,50,568
	Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-
	Profits in lieu of Salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- As % of profit	-	-	-
	- Others, specify...			
5	Others, please specify	-	-	-
	Total (C)	14,40,228	9,10,340	23,50,568

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NONE

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY		Penalty	NIL		
Penalty		Punishment			
Compounding					
B. DIRECTORS		Penalty			
Penalty		Punishment			
Compounding					
C. OTHER OFFICERS IN DEFAULT		Penalty			
Penalty		Punishment			
Compounding					

For and on Behalf of the Board



K. D. Pudumjee
Chairman
DIN : 01594401

Place : Faizabad
Date : 21st July, 2017

Corporate Governance Report

Corporate Governance Compliance Report

A report for the financial year ended 31st March, 2017 on the Compliance by the Company with the Corporate Governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as 'Listing Regulations') is furnished below.

1. Company's Philosophy on Code of Governance

At Yash, Corporate Governance has been an integral part of the way we have been doing our business since inception. We believe that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics. These main drivers, together with the Company's ongoing contributions to the local communities through meaningful "Corporate Social Responsibility" initiatives will play a pivotal role in fulfilling our renewed vision to be the most sustainable and competitive company in our industry and our mission to create value for all our stakeholders.

The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees & communities surrounding our plants, transparency in decision making process, fair & ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders. These practices being followed since inception have contributed to the Company's sustained growth. The Company also believes that its operations should ensure that the precious natural resources are utilized in a manner that contributes to the "Triple Bottom Line".

Your Company not only adheres to the prescribed corporate governance practices as per Regulation 34(3) and 53(f) read with Schedule V of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 but is also consistently working for the betterment of the governance system executed with the Stock Exchanges. We are committed to doing things in the right way which includes but not limited to compliance with its applicable legal requirement.

The Governance Structure:

- i. The Board of Directors of the Company is well represented with Executive, Non-Executive and Independent Non-Executive Directors with the Non-Executive Chairman and Managing Director. The Independent & Non-Executive Directors form nearly 70% of the Board of Directors.
- ii. The Board has constituted several Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Risk Management Committee, Strategic Committee and Sustainability Committee for more focused attention. The Board is empowered to constitute additional functional Committee from time to time, depending on the business needs.
- iii. The Company has established a Code of Conduct and Corporate Disclosure Policy for prevention of Insider Trading for Directors and Employees of the Company.
- iv. Whistle Blower Policy wherein the Employee may have the direct access to the Chairman of Stakeholder Relationship Committee and Chairman of Audit Committee.

- v. Risk Management framework to identify the risk for its business and to assess the probability of its occurrence. Its mitigation plans and information placed before the Audit Committee and Risk Management Committee periodically.

2. Board of Directors:

The Company is managed and guided by the Board of Directors ("Board"). The Board formulates the strategy, regularly reviews the performance of the Company, determined the purpose and values of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interests of the shareholders are being served. The Chairman and Managing Director with the support of the senior executives are overseeing the functional matters of the Company. The Company has an optimum combination of Executive, Non-Executive and Independent Directors who are eminent persons with professional expertise and valuable experience in their respective areas of specialization and bring a wide range of skills and experience to the Board.

During the year, information as mentioned in the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration. In addition to matters statutorily requiring Board's approval, all major discussion involving policy formulation, strategy and business plans, new investments, compliance with statutory / regulatory requirements and major accounting provisions are considered by the Board.

Minutes of the Board Meeting / Committees are circulated to Directors and confirmed at subsequent meetings.

a) Composition and Size of the Board:

The present Board consists of three Executive Director and eight Non-Executive Directors. The Non-Executive Directors with their diverse knowledge, experience and expertise brings in their independent judgment to the deliberations and decisions of the Board. The Non-Executive Directors did not have any material pecuniary relationship or transactions with the Company during the year 2016-17.

The Company has a Non-Executive Chairman. The Company is having 6 Independent Directors which is about 56% of the total number of Directors. The Company meets the requirement relating to the Composition of Board of Directors.

b) Independent Directors:

The definition of independence of Directors is derived from Section 149 of the Companies Act, 2013 and Regulation 34(3) and 53(f) read with Schedule V of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. All the independent Directors of the Company make declaration to the Company annually regarding their independence status. All such declarations were placed before the Board.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees across the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors pursuant to the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

c) Non-Executive Directors' compensation and disclosures:

The Non-Executive Directors are paid sitting fees as well as commission within the limits prescribed under the Companies Act, 2013. No stock options were granted to Non-Executive Directors during the year under review.

d) Other provisions as to Board and Committee:

During the year 2016-17, 5 meeting of the Board of Directors were held 23rd April, 2016, 30th July, 2016, 22nd October, 2016, 24th January, 2017 and 11th February, 2017. The maximum time gap between any two consecutive meetings was not exceeding four months.

Details of attendance of Directors at Board meeting and at the last Annual General Meeting held on 30th July, 2016, with particulars of their other Directorships and Chairman/ Membership of Board Committees of other Companies showing the position as on 31st March, 2017 are given below:-

Name of Director and DIN	Designation	Category	Attendance at Board Meetings	Attendance at Last AGM	No. of outside Directorship in Public Limited		No. of Committees and Positions held	
					Director	Chairman	Member	Chairman
Mr. K. D. Pudumjee DIN-01594401	Chairman & Director	Non-Promoter, Non-Executive, Independent	4	Yes	Nil	Nil	Nil	Nil
Mr. Ved Krishna DIN-00182260	Managing Director	Promoter, Executive, Non-Independent	5	Yes	2	2	Nil	Nil
Mr. Narendra Kumar Agrawal DIN-05281887	Director Works	Non-Promoter, Executive, Non-Independent	5	Yes	Nil	Nil	Nil	Nil
Mrs. Manjula Jhunjhunwala DIN-00192901	Director	Promoter, Non-Executive, Non-Independent	4	Yes	2	Nil	Nil	Nil
Mr. G. N. Gupta DIN-00027502	Director	Non-Promoter, Non-Executive, Independent	1	Yes	3	1	1	1

Name of Director and DIN	Designation	Category	Attendance at Board Meetings	Attendance at Last AGM	No. of outside Directorship in Public Limited		No. of Committees and Positions held	
					Director	Chairman	Member	Chairman
Mrs. Kimberly Ann McArthur DIN-05206436	Director	Promoter, Non-Executive, Non - Independent	5	Yes	1	Nil	Nil	Nil
Dr. Indroneel Banerjee DIN-06404397	Director	Non-Promoter, Non-Executive, Independent	5	Yes	Nil	Nil	Nil	Nil
Mr. Jaideep Narain Mathur DIN-06560639	Director	Non-Promoter, Non-Executive, Independent	2	No	Nil	Nil	Nil	Nil
Mr. Atul Kumar Gupta DIN-01734070	Director	Non-Promoter, Non-Executive, Independent	4	Yes	2	Nil	Nil	Nil
Mr. Imanul Haque DIN: 00001284	Director	Non-Promoter, Non-Executive, Independent	4	Yes	Nil	Nil	Nil	Nil
Mr. Jagdeep Hira DIN: 07639849	Joint Managing Director & CEO	Non-Promoter, Executive, Non-Independent	2	N. A.	Nil	Nil	Nil	Nil

Other directorships do not include alternate directorships, directorships of Private Limited Companies, Section 8 Companies and of Companies incorporated outside India. Chairmanships/Memberships of Board Committees include only Audit and Stakeholder Relationship Committees.

Mr. Ved Krishna, Managing Director of the Company is son of Mrs. Manjula Jhunjunwala, Director and Husband of Mrs. Kimberly Ann McArthur, Director of the Company and thus is related. Mrs. Kimberly Ann McArthur, Director of the Company is wife of Mr. Ved Krishna, Managing Director and Daughter in law of Mrs. Manjula Jhunjunwala, Director of the Company and thus is related. No other Director of the Company is related to any other Director of the Company.

Particulars of the Non-Executive Directors who are retiring by rotation and eligible for re-appointment have been given in the attachment to the Notice and their profile is also appearing elsewhere in the Report.

A. Code of Conduct

- I. The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company. The copies of the Code of Conduct as applicable to the Directors as well as Senior Management of the Company are uploaded on the website of the Company – www.yash-papers.com.
- II. The Members of the Board of Directors and Senior Management personnel have affirmed the compliance with the Code applicable to them during the year ended 31st March, 2017. The Annual Report of the Company contains a Certificate by the Managing Director in this regard.

3. Audit Committee

A. Qualified and Independent Audit Committee

The Company complies with the provisions of Section

177 of the Companies Act, 2013 read with rules made thereunder as well as requirements under the Regulation 18 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 pertaining to the Audit Committee. Its functioning is as under:

- (i) The Audit Committee presently consists of the 3 Non-Executive & Independent Directors and 1 Executive Director.
- (ii) All members of the Committee are financially literate and having the requisite financial management expertise.
- (iii) The Chairman of the Audit Committee is an Independent Director.
- (iv) The Chairman of the Audit Committee was present at the last Annual General Meeting held on 30th July, 2016.

- (v) Kapoor Tandon & Co., Statutory Auditor, Kanpur has audited the accounts of the Company for the financial year 2016-17. CNK & Associate LLP was proposed to be appointed as Statutory Auditor from the ensuing Annual General Meeting till the conclusion of the 42nd AGM of the Company to be held for the FY 2021-22.

B. Composition, names of Members and Chairperson, its meetings and attendance:

The Chairman of the Audit Committee is Mr. Gyanendra Nath Gupta. During the year, 4 Audit Committee meetings were held on 22nd April, 2016, 29th July, 2016, 21st October, 2016 and 10th February, 2017.

The composition of the Audit Committee and number of meetings attended by the Members are given below:

Name of Directors	Category	Number of Meetings Held during 2016-17	Meeting Attended
Mr. Gyanendra Nath Gupta	Independent Non-Executive	4	1
Dr. Indroneel Banerjee	Independent Non-Executive		2
Mr. Atul Kumar Gupta	Independent Non-Executive		4
Mr. Ved Krishna	Non-Independent Executive		2

The Committee meetings are attended by invitation by the Chief Financial Officer, Joint Managing Director, Director Works, the representatives of Statutory Auditors and representatives of the Internal Auditors. Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head acts as the Secretary of the Audit Committee.

The Internal and Statutory Auditors of the Company discuss their audit findings and update the Audit Committee and submit their views directly to the Committee. Separate meetings are held with the internal auditors to focus on competence issues and to conduct detailed reviews of the processes and internal controls in the Company.

C. Function and terms of reference

The functions and terms of reference of the Audit Committee meet the requirements of Regulation 34(3) and 53(f) read with Schedule V of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013. The broad terms of reference of the Committee include:-

- (i) **Statutory Auditors:** To recommend to the Board for the appointment and/or re-appointment of the Statutory Auditors, fixation of audit fee and to approve payment for any other services rendered by the Statutory Auditors.
- (ii) **Review independence of Statutory Auditors:** Reviewing the information provided by the management relating to the independence of firm, including, among other things, information relating to the non-audit services provided and expected to be provided by the Statutory Auditors.

- (iii) **Review the performance of the Internal and External Auditors:** Review with the management, the performance of the statutory and internal auditors and adequacy of the internal control systems.

(iv) Review Financial Statements

- (a) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
- (b) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 of the Companies Act, 2013.
- (c) Changes, if any, in accounting policies and practices and reasons for the same.
- (d) Major accounting entries involving estimates based on the exercise of judgment by management.
- (e) Significant adjustments made in the financial statements arising out of audit findings.
- (f) Compliance with listing and other legal requirements relating to financial statements.
- (g) Disclosure of any related party transactions.
- (h) Qualifications, if any in the draft audit report.
- (i) Reviewing, with the management, the quarterly financial statements before submission to the board for approval.

D. Review of other Information

The Audit Committee reviews the following information:

- (i) Management discussion and analysis of financial condition and results of operation.
- (ii) Statement of significant related party transaction submitted by the management.
- (iii) Reasons for substantial defaults in the payment to the creditors.
- (iv) Functioning of the Whistle Blower mechanism; and
- (v) It seeks legal or professional advice, if any.

4. Nomination and Remuneration Committee

The Company complies with the provisions of Section 178 of the Companies Act, 2013 read with rules made thereunder as well as requirements under the Regulation 18 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

(A) The terms of reference of the committee are as follows:

- i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii) Formulation of criteria for evaluation of Independent Directors and the Board;
- iii) Devising a policy on Board diversity;
- iv) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The remuneration policy as adopted by the Company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the Industry norms.

During the year 2016-17, 1 meeting of Nomination and Remuneration Committee was held. The Composition of Nomination and Remuneration Committee and attendance of each member Director, at the Committee Meetings during the period is as under:

Name of Directors	Position	Remuneration Committee Meetings	
		Number of Meetings Held during 2016-17	Attended
Mr. G. N. Gupta	Chairman	1	0
Dr. Indroneel Banerjee	Member		1
Mr. Atul Kumar Gupta	Member		1

(B) Remuneration to Executive and Non-Executive

The details of remuneration paid to all the Executives and Non-Executives Directors during the year ended on 31st March, 2017 are as follows:

Name of Directors	Service Contract/ Notice period	Remuneration Paid (in ₹)		
		Sitting Fees	Salaries, perquisites and contribution to Provident Fund	Total
Mr. K. D. Pudumjee PAN No. -ABKPP5506D	Appointment made for 5 years	60,000	Nil	60,000
Mr. Ved Krishna PAN No. -AJRPK1551C	Appointment made for 3 years	Nil	42,05,237	42,05,237
Mr. Jagdeep Hira ¹ PAN No. -AAZPH8476N	Appointment made for 3 years	Nil	32,85,337	32,85,337
Mr. Narendra Kumar Agrawal PAN No. -ABQPA2664M	Appointment made for 3 years	Nil	24,41,276	24,41,276
Mrs. Manjula Jhunjunwala ² PAN No. -ABSPJ4695H	Retire by rotation	60,000	4,80,000*	5,40,000
Mr. G. N. Gupta PAN No. -AAGPG2885F	Appointment made for 5 years	15,000	-	15,000
Mrs. Kimberly Ann McArthur PAN No. -BYEPM4617C	Retire by rotation	67,500	-	67,500

Name of Directors	Service Contract/ Notice period	Remuneration Paid (in ₹)		
		Sitting Fees	Salaries, perquisites and contribution to Provident Fund	Total
Dr. Indroneel Banerjee PAN No.-AISP1599B	Appointment made for 5 years	67,500	-	67,500
Mr. Jaideep Narain Mathur PAN No.-AEPMP1275P	Appointment made for 5 years	15,000	-	15,000
Mr. Atul Kumar Gupta PAN No.-ACNPG5646B	Appointment made for 5 years	60,000	-	60,000
Mr. Imanul Haque PAN No.-ACNPG5646B	Appointment made for 5 years	60,000	-	60,000
	Total	4,05,000	1,04,11,850	1,08,16,850

- i) Appointed as CEO & Executive Director (Additional) w.e.f. 22nd October, 2016. He was re-designated as Joint Managing Director & CEO of the Company in the Board Meeting held on 21st July, 2017.
- ii) Being wife of Late Mr. K. K. Jhunjhunwala, Vice-Chairman of the Company, amount paid as pension in the event of his death.

5. Stakeholder Relationship Committee

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Shareholders / Investor Grievance Committee Meeting" as the "Stakeholder Relationship Committee". The said Committee would also recommend measures for overall improvement of the quality of Investor Services.

The process of share transfer as well as review of redressal of investors'/shareholders' grievances is undertaken on fortnightly basis by the Registrar and Share Transfer Agents and the Compliance Officer. However, the matters related to issue a fresh Share Certificates would be dealt with by the Stakeholder Relationship Committee.

The Board has delegated the powers to the Registrar and Transfer Agents (RTA) to attend to Share Transfer formalities twice a month in accordance with Regulation 34(3) and 53(f) read with Schedule V of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the RTA has convened 37 concall meetings with the Compliance Officer during the year under review for the purpose.

The Company obtains from a Company Secretary in Practice, half yearly certificate of compliance with share transfer and other formalities as required under Regulation 40 of the Listing Regulation 40 of the Listing Regulations and files a copy of the certificate to the Stock Exchange.

During the year, 4 meetings of the Stakeholder Relationship Committee / Shareholders/Investors Grievance Committee were held on 23rd April, 2016, 22nd July, 2016, 20th October, 2016 and 31st January 2017.

A. Composition of the Committee

The composition of the Stakeholder Relationship Committee and number of meetings attended by the Members are given below:

Name of Members	Category	Number of meetings held during 2016-17	Number of Meetings attended
Dr. Indroneel Banerjee	Chairman Independent Non-Executive	4	4
Mrs. Manjula Jhunjhunwala	Non-Independent Non-Executive	4	4
Mrs. Kimberly Ann McArthur	Non-Independent Non-Executive	4	4

Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head is the Compliance Officer during the year under review. He performed the functions of monitoring the complaints received vis-à-vis share transfer and other related processes and reported them to the Board. He also carried out his responsibility as liaison officer with the investors and regulatory authorities, such as SEBI, Stock Exchanges, Registrar of Companies, R.B.I. in respect of implementing laws, rules and regulations, and directives of such authorities concerning investor service and complaints.

B. Functions of the Committee

The Committee performs following tasks:-

- (i) Transfer / Transmission of Shares.
- (ii) Issue of Duplicate Share Certificates.
- (iii) Review of Share dematerialization and rematerialization.
- (iv) Monitoring the expeditious Redressal of Investor Grievances.
- (v) Monitoring the performance of the Company's Registrar & Transfer Agent.
- (vi) All other matters related to Shares.

C. Name and Designation of the Compliance Officer

Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head is the Compliance Officer and can be contacted at:

Yash Papers Limited **Tel :** 91 – 5278 – 208900/01
Yash Nagar, **Fax :** 91 – 5278 - 258062
Faizabad – 224 135, **E-mail :**scn@yash-papers.com
Uttar Pradesh,
India

D. Number of complaints received and redressed during the year 2016-17

Opening Balance as on 01.04.2016	Received during the year 2016-17	Resolved during the year 2016-17	Closing Balance as on 31.03.2017
0	3	3	0

E. Suspense Account for the Unclaimed Shares

Pursuant to Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015, your Company has opened a Demat Suspense Account with Central Depository Services (India) for transferring 11,965 shares which remained unclaimed out of shares issued pursuant to the public issue offer. It is also informed that the voting right on these shares will remain frozen till the rightful owner of such shares claims the shares.

No. of Shareholders as on 01.04.2016	Opening Balance of Shares in Suspense Account	Requests received during the year 2016-17	Shares transferred during the year	No. of Shareholders as on 31.03.2017	Closing Balance of Shares in Suspense Account
18	11,965	0	0	18	11,965

6. Independent Directors' Meeting

During the year under review, the Independent Directors met on 11th February, 2017, inter alia to discuss:

- (i) review the performance of non-independent directors and the Board as a whole;
- (ii) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (iii) Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

A. Criteria of selection of Non Executive Directors

- (i) The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- (ii) In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to

the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

- (iii) The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- (iv) The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
 - a) Qualification, expertise and experience of the Directors in their respective fields;
 - b) Personal, Professional or business standing;
 - c) Diversity of the Board.
- (v) In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

B. Remuneration

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board / Committee meetings and commission as detailed hereunder:

- (i) Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

- (ii) The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.

- (iii) The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;

- (iv) The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

C. Managing Director & Whole Time Director - Criteria for selection / appointment

For the purpose of selection of the Managing Director or Whole Time Director the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the Managing Director or Whole Time Director

- (i) At the time of appointment or re-appointment, the Managing Director or Whole Time Director may be paid such remuneration as may be mutually agreed between the Company (which includes the nomination & Remuneration Committee and the Board of Directors) and

the Managing Director or Whole Time Director within the overall limits prescribed under the Companies Act, 2013.

- (ii) The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

- (iii) The remuneration of the Managing Director or Whole Time Director may be broadly divided into fixed and variable components. The fixed component shall comprise salary, allowances, perquisites, amenities and retiral benefits. The variable component shall comprise performance bonus.

- (iv) In determining the remuneration (including the fixed increment and performance bonus) the Committee shall ensure / consider the following:

- a. the relationship of remuneration and performance benchmarks is clear;
- b. balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
- c. responsibility required to be shouldered by the Managing Director or Whole Time Director, the industry benchmarks and the current trends.

D. Remuneration Policy For The Senior Management Employees

- (i) In determining the remuneration of the Senior Management Employees (i.e. KMPs and senior officers just below the board level) the Committee shall ensure / consider the following:

- (a) the relationship of remuneration and performance benchmark is clear;
- (b) the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
- (c) the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
- (d) the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance and current compensation trends in the market.

- (ii) The Managing Director or Whole Time Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors and thereafter shall recommend the annual increment and performance incentive to the Committee for its review and approval.

E. Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 34(3) and 53(f) read with Schedule V of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual

Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

7. Risk Management Committee

A. Risk Management Committee

The Company complies with the provisions of Regulation 34(3) and 53(f) read with Schedule V of the Securities and Exchange Board of India (Listing

Obligation and Disclosure requirements) Regulations, 2015 pertaining to the Risk Management Committee. The Risk Management Committee was constituted and functioning is as under:

- (i) The Risk Management Committee presently consists of 2 Independent Directors and Managing Director of the Company.
- (ii) All members of the Committee are financially literate and having the requisite financial management expertise.
- (iii) The Chairman of the Risk Management Committee is an Independent Director.

B. Composition, names of Members and Chairperson, its meetings and attendance:

The Chairman of the Risk Management Committee is Mr. K. D. Pudumjee. During the year, 1 Risk Management Committee meeting was held on 22nd October, 2016.

The composition of the Risk Management Committee and number of meetings attended by the Members are given below:

Name of Directors	Category	Number of Meetings Held during 2016-17	Meeting Attended
Mr. K. D. Pudumjee	Independent Non-Executive	1	1
Mr. Jaideep Narain Mathur	Independent Non-Executive		1
Mr. Ved Krishna	Independent Non-Executive		1

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities. The objectives and scope of the Risk Management Committee broadly comprises:

- (i) Oversight of risk management performed by the executive management;
- (ii) Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
- (iii) Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;

(iv) Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, potential impact analysis and mitigation plan.

Non – Mandatory Committees

8. Strategic Committee

A. Strategic Committee

The Company has constituted Strategic Committee on 15th May, 2015 as under:

- (i) The Strategic Committee presently consists of the 3 Independent Directors, 1 Managing Director and 3 other prominent persons from different Industry.
- (ii) The Chairman of the Strategic Committee is not a Director of the Company. However, he is an industrialist and has very rich experience in various fields.

B. Composition, names of Members and Chairman, its meetings and attendance:

The Chairman of the Strategic Committee is Mr. Basant Kumar Khaitan. During the year, 4 Strategic Committee Meetings were held on 22nd April, 2016, 29th July, 2016, 21st October, 2016 and 10th February, 2017.

The composition of the Strategic Committee and number of meetings attended by the Members are given below:

Name of Directors	Category	Number of Meetings Held during 2016-17	Meeting Attended
Mr. Basant Kumar Khaitan, Chairman	Non-Director	4	2
Mr. K. D. Pudumjee, Vice-Chairman	Independent Non-Executive		4
Mr. Jaideep Narain Mathur	Independent Non-Executive		0
Mrs. Sonali Tipre	Non-Director		0
Mr. D. S. Gandikota	Non-Director		2
Mr. Ved Krishna	Non-Independent Executive		4
Mr. Imanul Haque	Independent Non-Executive		4

C. Review of the Information

The Strategic Committee will review the following information on Annual Basis:-

- (i) Roadmap for 2025 to achieve Vision of the Company.
- (ii) Plan for 1 / 3 / 5 years.
- (iii) Strategic tie ups / transactional structuring.
- (iv) Focus products / target areas.
- (v) Finance arrangement / structuring.
- (vi) Expansion projects monitoring.

9. Sustainability Committee

A. Sustainability Committee

The Company has voluntarily constituted Corporate Social Responsibility and Sustainability Committee on 4th July, 2014 and re-named it as Sustainability Committee Meeting on 6th February, 2016. Its functioning is as under:

- (i) The Corporate Social Responsibility and Sustainability Committee presently consists of the 1 Independent, 3 Non-Executive Director, 1 Executive Director.
- (ii) The Chairperson of the Sustainability Committee is Non-Independent Director (Promoter).

B. Composition, names of Members and Chairperson, its meetings and attendance:

The Chairperson of the Sustainability Committee is Mrs. Kimberly Ann McArthur. During the year, 4 Sustainability Committee Meetings were held on 22nd April, 2016, 29th July, 2016, 20th October, 2016 and 8th February, 2017.

The composition of the Sustainability Committee and number of meetings attended by the Members are given below:

Name of Directors	Category	Number of Meetings Held during 2016-17	Meeting Attended
Mrs. Kimberly Ann McArthur, Chairperson	Non-Independent, Non-Executive	4	4
Mrs. Manjula Jhunjhunwala	Non-Independent, Non-Executive		4
Dr. Indroneel Banerjee	Independent, Non-Executive		2
Mr. Narendra Kumar Agrawal	Non-Independent, Executive		3

Ms. Anjali Saxena, Head of HR acts as the Secretary of the Sustainability Committee.

C. Review of Information

The Corporate Social Responsibility and Sustainability Committee review the following information:

- Create Roadmap for Corporate Social Responsibility.
- Environmental Strategy.
- Plan ideas on creating best place for work.
- Plan 1/3/5 years for education, employment and sanitation.
- Review implementation effectiveness.
- Earmark available funds / Raising Funds.
- Review environmental impacts for water / solid and air.
- Plan strategy for improvements.
- Monitor conservation efforts – Benchmark Internationally.
- Study best practices and plan implementations.
- Review HR Systems and suggest improvements.
- Review and plan initiatives by team engagement.
- Explore government schemes for social impact.

10. Disclosures

A. Basis of related party transactions

All transactions entered into with Related Parties as defined Regulation 23 of the SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suit-

able disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The Board has approved a policy for related party transactions which has been uploaded on the Company's website.

- The statements containing the transactions with related parties were submitted periodically to the Audit Committee.
- There are no related party transactions that may have potential conflict with the interest of the Company at large.
- There were no material individual transactions with related parties during the year, which were not in the normal course of business as well as on an arm's length basis.
- There is no non-compliance by the Company and no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital market, during the last three years.

B. Disclosure of Accounting Treatment

During the year, there has been no change in Accounting Standard applicable to the Company.

C. Board Disclosures - Risk Management

The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Risk Management Committee, Audit Committee and Board of Directors review these procedures periodically.

D. Proceeds from public issues, right issues, preferential issues etc.

The Company has made allotment of 75,40,000 warrants on 31st March, 2016 out of which 21,30,000 warrants were converted into 21,30,000 equity shares on 31st March, 2016 and 24,80,000 warrants into 24,80,000 equity shares on 23rd April, 2016. The detail of proceeds of preferential issue is as below:-

A) Means of Finance	Amount (₹)
25% Upfront Money (Advance) against allotment of Warrants	28,275,000
75% Balance amount against Warrant on First Allotment	23,962,500
75% Balance amount against Warrant on Second Allotment	27,900,000
Total	80,137,500
Use of Funds	Amount ₹.
Investment in CDR Project	3,04,00,000
Investment in Tableware Project	4,97,37,500
Unutilized amount as on 31 st March 2017	0
Total	8,01,37,500

E. Whistle Blower Policy

In pursuit to maintain the highest ethical standards in the course of its business, the Company has put in place a mechanism for reporting of instances of conduct which are not in conformity with its Code. The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations, unethical conduct, misuse of authority, financial irregularities etc. by way of e-mail directly to the Director and Chairman of Stakeholder Relationship Committee. The whistle blowers may also have direct access to the Chairman of Audit Committee. The Company has provided a dedicated e-mail address, i.e. indroneel.banerjee@gmail.com for reporting such complaints. The whistle blower policy aims:

1. To create a window for the employees, who observe an unethical practice either organizationally or individually, to be able to raise it without any fear of victimization or reprisal.
2. To encourage timely, safe and open reporting of alleged wrong doings or suspected impropriety.
3. To ensure consistent and timely institutional response.
4. To ensure appropriate reporting of whistleblower investigations; and
5. To encourage ethical and lawful conduct.

The Directors and management personnel maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discrimination. No employee was denied access to the Audit Committee during the FY 2016-17.

F. Secretarial Audit Report

The Company has obtained Secretarial Audit Report from the Company Secretary in practice for compliance with the applicable provisions of the Companies Act, 1956 (effective Section) and rules made thereunder, the Companies Act, 2013 and rules made thereunder (notified Sections), SEBI (LODR) Regulations, 2015, SEBI Regulations on Takeover, Insider Trading and Depositories & Participants. A text of the said Report is annexed elsewhere.

G. Management Discussion and Analysis Report

The Management Discussion and Analysis Report has been included separately in the Annual Report to the Shareholders.

H. Shareholders

- (i) The quarterly results made by the Company are put on the Company's website under the following link <http://www.yash-papers.com/investors-unaudited-financial-results>.
- (ii) Mrs. Manjula Jhunjunwala, Director (Promoter) retiring by rotation at the ensuing Annual General Meeting and, being eligible, offers herself for re-election as Non-Executive Director.

11. CEO&CFO Certification

A prescribed certificate as stipulated in Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 duly signed by the Joint Managing Director & CEO and Chief Financial Officer was placed before the Board along with the financial statements for the year ended 31st March, 2017. The said certificate is provided elsewhere in the Annual Report.

12. Compliance on Corporate Governance

The quarterly compliance report has been submitted to the Stock Exchange where the Company's equity shares are listed in the requisite format duly signed by the Compliance officer. Pursuant to Regulation 34(3) and 53(f) read with Schedule V of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Auditor's Certificate in compliance of conditions of Corporate Governance is published elsewhere in the Annual Report.

13. General Body Meetings

(A) Location and time of General Meetings held in the last 3 years

Year	Date & Day	Location	Time	Special Resolution
2015-16	30/07/2016, Saturday	Hotel Little Chef, 15/198-A, Civil Lines, Kanpur - 208 001	09:00 A.M.	<ol style="list-style-type: none"> 1. Re-appointment of Mr. Narendra Kumar Agarwal, Director Works for a period of 3 years with effect from 24th July, 2015 2. Ratification of resolution for allotment of 75,40,000 warrants of ₹15 each convertible into 75,40,000 equity shares of ₹10 each at a securities premium of ₹5 each per equity share to promoters on preferential basis (Special Resolution). 3. Service of documents under Section 20 of the Companies Act, 2013 for delivery of documents in particular mode (Special Resolution).
2014-15	25/07/2015, Saturday	Hotel Little Chef, 15/198-A, Civil Lines, Kanpur - 208 001	09:00 A.M.	-
2013-14	09/08/2014, Saturday	Hotel Little Chef, 15/198-A, Civil Lines, Kanpur - 208 001	10:00 A.M.	<ol style="list-style-type: none"> 1. Re-appointment of Mr. Ved Krishna, Managing Director for a period of 3 years with effect from August 1, 2014 and fixing of his remuneration. 2. Appointment of Mr. Girish Kumar, Wholetime Director & CEO for a period of 3 years with effect from July 4, 2014 and fixing of his remuneration. 3. Adopt new Article of Association of the Company containing regulations and in conformity with the Companies Act, 2013. 4. Increase the Borrowing Limits of the Company beyond the Paid Up capital and Free Reserves of the Company. 5. Hypothecate and mortgage the movable and immovable properties of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013. 6. Consent to do transaction with Related Parties pursuant to Section 188 of the Companies Act, 2013.

(B) Postal Ballot
(i) Details of the Special/Ordinary Resolutions passed by the Company through Postal Ballot:

During the financial year 2016-17 ended on 31st March, 2017, no special/ordinary resolutions passed by the Company through Postal Ballot.

(ii) Whether any special resolution is proposed to be conducted through postal ballot:

There is no proposal for any special resolution to be put through postal ballot at the forthcoming Annual General Meeting for shareholders' approval.

14. Means of Communication

(a) Quarterly Results: Unaudited / Audited quarterly financial results and the Annual Audited Financial Results of the Company are sent to all the Stock Exchange where its equity shares are listed, and the same are generally published in Business Standard, leading National English and Hindi Newspapers.

(b) Website www.yash-papers.com: Detailed information on the Company's business and products; quarterly/half yearly/ nine months and annual financial results, Investor brief and the quarterly distribution of Shareholding are displayed on the Company's website.

(c) Exclusive email ID for investors: The Company has designated the email id: scn@yash-papers.com of Mr. Sachin Kumar Srivastava, Company Secretary & Compliance Officer of the Company exclusively for investor servicing and the same is prominently displayed on the Company's website: www.yash-papers.com

(d) Annual Report: Annual Report contains inter-alia Audited Annual Accounts, Consolidated Financial Statement, Directors' Report, and Auditors' Report. The Management Perspective, Business Review and Financial Highlights are also part of the annual report.

(e) The Management Discussion & Analysis: The Management Discussion & Analysis Report forms part of the annual report.

(f) Intimation to the Stock Exchanges: The Company intimates stock exchanges all price sensitive information or such other information which in its opinion are material & of relevance to the shareholders.

(g) Code of conduct for Directors and Senior Executives: The Company has laid down a Code of Conduct for all Board Members and Senior Executives of the Company. The Code of conduct is available on the Company's website www.yash-papers.com. All Board Members

and Senior Management Personnel affirm compliance with the code of conduct annually. The Managing Director has given a declaration that all the Directors and senior management personnel have affirmed compliance with the Code of Conduct and same is annexed hereto.

(h) SEBI Complaints Redress System (SCORES): SCORES is a system implemented by SEBI which enables investor to lodge their complaints electronically on SEBI website. The investor complaints are processed in a centralized web based complaints redressal systems. The salient features of this system are centralized database of all complaints, online uploading of Action Taken Report (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaints and its current status.

15. General Shareholder Information
A. Company Registration Details

The Company is registered in the State of Uttar Pradesh, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24231UP1981PLC005294.

Financial calendar for the financial year 2017-18 (tentative)

Financial Reporting for the quarter / three months ending 30 th June, 2017	2 nd September, 2017
Financial Reporting for the quarter / half year ending 30 th September, 2017	On or before 14 th December, 2017
Financial Reporting for the quarter / nine months ending 31 st December, 2017	On or before 14 th February, 2018
Financial Reporting for the annual audited accounts for the financial year ending 31 st March, 2018	On or before 30 th May, 2018
Annual General Meeting for the year ending 31 st March, 2018	On or before 30 th September, 2018

B. Annual General Meeting

Date	2 nd September, 2017
Day	Saturday
Time	9.00 A. M.
Venue	Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur - 208 002, Uttar pradesh.
E-voting	The Company shall provide facility of e-voting and ballot counting for the ensuing Annual General Meeting, i.e., from 9:00 A.M. on 30th August 2017 upto 5:00 P.M. on 1st September, 2017.
Date of Book Closure	26 th August, 2017 to 2 nd September, 2017 (both days inclusive).
Dividend Payment Date	Dividend has not been recommended by the Board.
Financial Year	1 st April to 31 st March

C. Unclaimed Dividend

Pursuant to Section 125 of the Company of the Companies Act, 2013, all unclaimed dividends upto the financial year 2004 have been transferred to the Investor Education and Protection Fund (IEPF), administered by the Central Government. The Company has not declared any dividend thereafter till the year under review.

D. Listing on Stock Exchange

The Company's entire equity share capital comprising of 3,23,10,000 equity shares of ₹10 each is listed at the following Stock Exchange:

Name and Address of the Stock Exchange	Scrip Code
BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Maharashtra	516030

E. Listing and Custodian Fees

The Company has paid listing fees for the Financial Year 2016-17 and 2017-18 to the BSE Ltd. The Company has also paid annual custodial fee for the financial year 2016-17 and 2017-18 to both the depositories namely NSDL and CDSL.

F. Shareholding as on 31st March, 2017
(i) Distribution of Equity Shareholding as on 31st March, 2017

SHARE HOLDINGS OF NOMINAL VALUE OF			SHARE HOLDERS		SHARE AMOUNT	
₹	₹		Number	% to Total	In ₹	% to Total
(1)			(2)	(3)	(4)	(5)
Upto - 2,500			7590	54.23	8708480	2.70
2,501 - 5,000			2893	20.67	12866490	3.98
5,001 - 10,000			1864	13.32	15673720	4.85
10,001 - 20,000			701	5.01	11432810	3.54
20,001 - 30,000			245	1.75	6440880	1.99
30,001 - 40,000			117	0.84	4292610	1.33
40,001 - 50,000			149	1.06	7158190	2.22
50,001 - 1,00,000			228	1.63	17424210	5.39
1,00,001 and above			209	1.49	239102610	74.00
TOTAL			13996	100.00	323100000	100.00

(ii) Shareholding Pattern of Equity Shares as on 31st March, 2017

Sl. No.	Categories of Shareholders	As on 31-03-2017		As on 31-03-2016	
		No. of Shares	% of Shares	No. of Shares	% to Shares
1.	Promoters	1,29,47,456	40.07	1,04,67,456	35.09
2.	Mutual Funds and UTI	1,000	0.00	1,000	0.00
3.	Banks, Financial Institutions	0	0.00	0	0.00
4.	Insurance Companies	0	0.00	2,11,121	0.71
5.	Bodies Corporate	12,57,018	3.89	7,42,756	2.49
6.	Individuals	1,64,20,511	50.82	1,60,75,196	53.89
7.	Directors' Relatives	98,805	0.31	1,10,585	0.37
8.	NRIs	2,88,732	0.90	2,81,898	0.95
9.	HUF	7,10,987	2.20	18,94,684	6.35
10.	Foreign Nationals	0	0.00	0	0.00
11.	Clearing Members/Public Trust	5,85,491	1.81	45,304	0.15
	Total	3,23,10,000	100.00	2,98,30,000	100.00

(iii) Promoters' Group Shareholding as on 31st March, 2017

S. No.	Name of Promoters	No. of Shares held	% to Total Paid up Share Capital	No. of Pledged Shares	% of Total Shareholding of Promoter
1.	Mr. Ved Krishna	80,44,950	24.90	80,44,950	62.14
2.	Mrs. Manjula Jhunjunwala	5,83,366	1.81	5,83,366	4.51
3.	Satori Global Limited	33,34,500	10.32	33,34,500	25.75
4.	Yash Agro Products Limited	9,68,640	3.00	9,68,640	7.48
5.	K. K. Jhunjunwala (H.U.F.) – Ved Krishna (Karta)	16,000	0.05	16,000	0.12
	Total	1,29,47,456	40.07	1,29,47,456	100.00

G. Capital of the Company

The Authorized and paid-up capital of your Company is ₹60 crores and ₹32.31crores respectively as on 31st March, 2017. The Company has increased its paid up capital by allotment of 24,80,000 equity shares of ₹10 each at a security premium of ₹5 on 23rd April, 2016 against conversion of 24,80,000 warrants out of total 75,40,000 warrants allotted on 31st March, 2016 on preferential basis in pursuance of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

H. Top 10 Shareholders as on 31st March, 2017

Sl. No.	Name of Shareholders	No. of Equity Shares held	% of Total Equity Shares held
1.	Subramanian P	17,12,590	5.30
2.	Saurabh Jalan	12,33,919	3.82
3.	Ankur Jalan	12,33,619	3.82
4.	Amar Nath Agrawal	5,00,000	1.55
5.	Damodar Prasad Agarwal	2,72,405	0.84
6.	Kisor Kumar Nadhani	1,99,926	0.62
7.	Tishyaa Education and Beneficiary Trust	1,82,500	0.56
8.	Vikson Securities Pvt. Ltd.	1,73,123	0.54
9.	Mrinaal Education and Beneficiary Trust	1,72,177	0.53
10.	Chirayush Pravin Vakil	1,63,830	0.51
TOTAL		58,44,089	18.09

I. Stock Price Data/ Stock Performance: Year 2016-17

- a. During the year under report, the trading in the Company's equity shares was from 1st April, 2016 to 31st March, 2017. The high and low price during the period on the Bombay Stock Exchange Limited was as under:-

Month	High (₹)	Low (₹)	High	Low
	BSE		BSE SENSEX	
April, 2016	20.05	14.65	26,100.54	24,523.20
May, 2016	18.75	14.40	26,837.20	25,057.93
June, 2016	17.80	14.50	27,105.41	25,911.33
July, 2016	22.20	16.50	28,240.20	27,034.14
August, 2016	21.95	17.60	28,532.25	27,627.97
September, 2016	21.00	16.50	29,077.28	27,716.78
October, 2016	27.25	17.85	28,477.65	27,488.30
November, 2016	24.60	16.75	28,029.80	25,717.93
December, 2016	20.50	18.05	26,803.76	25,753.74
January, 2017	23.40	18.60	27,980.39	26,447.06
February, 2017	27.40	21.70	29,065.31	27,590.10
March, 2017	41.75	23.10	29,824.65	28,716.21

b. Performance in comparison to BSE Sensex : Year 2016-17

The performance of the Company's scrip on the BSE as compared to the Sensex is as under:

	01 April, 2016	31 March, 2017	% CHANGE
Company Share Price (High)	₹15.80	₹41.00	159.49%
SENSEX (High)	25,354.94	29,687.64	17.08%

J. Dematerialization of shares and liquidity

The Company's equity shares are compulsorily traded in the electronic form from 26th December, 2000. The Company entered into an Agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to establish electronic connectivity of its

shares for scrip less trading. The system for getting the shares dematerialized is as under:

- Share Certificate(s) along with Demat Request Form (DRF) is to be submitted by the shareholder to the Depository Participants (DP) with home he/she has opened a Depository Account.
- DP processes the DRF and generates a unique number DRN.
- DP forwards the DRF and share certificates to the Company's Registrar and Share Transfer Agent.
- The Company's Registrar and Share Transfer

Agent after processing the DRF confirm or reject the request to the Depositories.

- Upon confirmation, the Depository gives the credit to shareholder in his/her depository account maintained with DP.

As on 31st March, 2017, 3,17,35,273 Equity Shares

(98.22% of total equity share capital of the Company was held in dematerialized form (including 100% of the promoter holding) as compared to 2,92,43,573 Equity Shares (98.03% of total equity share capital) as on 31st March, 2016. The ISIN allotted by NSDL/CDSL is **INE551D01018**. Confirmation in respect of the requests for dematerialization of shares is sent to NSDL and CDSL within the stipulated period.

Particulars of Shares	Equity Shares of ₹10/- each		Shareholders	
	No.	% of total	No.	% of total
Dematerialized Form				
NSDL	2,57,70,584	79.76	6891	49.24
CDSL	59,64,589	18.46	3367	24.06
Sub-Total	3,17,35,273	98.22	10258	73.29
Physical Form	574727	1.78	3738	26.71
Total	3,23,10,000	100.00	13996	100.00

K. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

L. Commodity Price Risk or Foreign Exchange Risk and hedging activities

During FY 2016-17, the Company did not have significant foreign currency exposure and has not engaged in any hedging activities.

M. Reconciliation of Share Capital Audit Report

As required under Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, the audit for reconciling the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and

listed capital for each of the quarter in the financial year ended 31st March, 2017 was carried out. The audit reports confirm that the total issued/ paid-up share capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

N. Register and Share Transfer Agents

The Members are requested to correspond the Company's Registrars & Share Transfer Agents – M/s Skyline Financial Services Pvt Limited quoting their Folio Number, Client ID and DP ID at the following address:-

Skyline Financial Services Pvt. Ltd.

D-153/A, 1st Floor,
Okhla Industrial Area, Phase – 1,
New Delhi – 110 020

Tel No.: 011 26812682 - 83

Fax No. : 011 26812682

Email: admin@skylinerta.com

O. Registered Office

Yash Papers Limited

Flat No.202, 3A/172, Azad Nagar
Kanpur – 208 002,
Uttar Pradesh,
India
E-mail: info@yash-papers.com

P. Plant Locations

Yash Papers Limited

Yash Nagar,
Faizabad – 224 135
Ph. (05278) 208900-01;
Fax. (05278) 258062
E-mail: info@yash-papers.com

Q. Address for correspondence

Please contact the Compliance Officer of the Company at the following address regarding any questions or concerns:

Mr. Sachin Kumar Srivastava

Company Secretary & Legal Head

Yash Papers Limited
Yash Nagar,
Faizabad – 224 135
Ph. (05278) 208900-01;
Fax. (05278) 258062
E-mail: scn@yash-papers.com

R. Compliance Certificate on Corporate Governance

The certificate dated 21st July, 2017 from Practicing Company Secretary of the Company, Adesh Tandon & Associates confirming compliance with the conditions of Corporate Governance as stipulated under the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 is attached to the Board's Report forming part of the Annual Report.

The above report has been adopted by the Board of Directors at their meeting held on 21st July, 2017.

Place: Faizabad

Date : 21st July, 2017

On Behalf of the Board



Ved Krishna
Managing Director
DIN: 00182260

CODE OF CONDUCT DECLARATION

In accordance with Listing Agreement executed with the BSE Limited, I, Ved Krishna, in my capacity as the Managing Director of the Company, hereby confirm that all the Members of the Board of Directors and Senior Management Personnel of the Company have affirmed their compliance for the financial year 2016-17 with the Company's Code of Conduct.

for Yash Papers Limited



Ved Krishna

Managing Director

DIN: 00182260

Place: Faizabad

Date : 21st July, 2017

COMPLIANCE CERTIFICATE

To
The Members of
Yash papers Limited

We have examined the compliance of conditions of Corporate Governance by **Yash Papers Limited**, for the financial year ended 31st March, 2017 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations of Securities Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with stock exchange (s) in India.

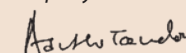
The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.

In our opinion and to the best of our information and explanations given to us and representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

for Adesh Tandon & Associates,
Company Secretaries



Adesh Tandon
Proprietor

Membership No.2253

COP No.1121

Place: Faizabad

Date : 21st July, 2017

CEO & CFO CERTIFICATION

In terms of Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, we, Jagdeep Hira, CEO & Joint Managing Director and Anil Kumar Gupta, Chief Financial Officer certify that:

- A. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- 1) significant changes in internal control over financial reporting during the year;
 - 2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

for Yash Papers Limited



Jagdeep Hira

Joint Managing Director & CEO
DIN : 07639849

Place : Faizabad

Date : 21st July, 2017

for Yash Papers Limited



Anil Kumar Gupta
Chief Financial Officer

Independent Auditor's Report

To the Members of
Yash Papers Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Yash Papers Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively

for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation

of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company

as we considered appropriate and according to information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. on the basis of the written representations received from the Directors as on 31st March, 2017 taken on record by the Board of Directors,

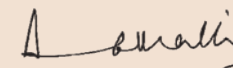
none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;

- f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact, if any, of pending litigations on its financial position in its financial statements – Refer Note no. 36-Contingent Liabilities (Claims against the company not acknowledged as debt) forming a part of the financial statements;
 - ii. In our opinion and as per the information and explanations provided to us, the Company has not entered into any long term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for

material foreseeable losses; and

- iii. There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. The Company has provided requisite disclosures in the financial statements as to holding as well as dealings in "Specified Bank Notes" during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company as produced to us by the Management – Refer Note no. 45 to the financial statements.

For KAPOOR TANDON & CO.,
Chartered Accountants
Firm Registration No. 000952C



Camp: Lucknow
Date: 27.05.2017

Devendra Swaroop Mathur
PARTNER
Membership No. 082570

Annexure A to the Auditors' Report

(Referred to in paragraph 1 of our report of even date on the financial statements for the financial year ended 31st March, 2017 of **Yash Papers Limited**)

In terms of the information and explanations given to us and also on the basis of such checks as we considered appropriate, we state that:

1. a. The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- b. All the fixed assets have not been physically verified by the management during the year but there is regular program of physical verification, which in our opinion is reasonable, having regard to the size of the Company and the nature of fixed assets. No material discrepancies have been noticed in respect of the assets physically verified during the year.
- c. Title Deeds of immoveable properties are held in the name of the Company.
2. The inventories of the Company have been physically verified by the management at regular interval during the year. In our opinion, the frequency of verification is reasonable. As explained to us, the discrepancies noticed on verification were not material in relation to the size of the company

and nature of its business.

3. The Company has not granted any loan, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013 (the Act). Hence, paragraph 3(iii) of the Order is not applicable.
4. The Company has not granted/made any loan, investment, guarantee, or security where provisions of section 185 and 186 of the Act are applicable. Hence, paragraph 3(iv) of the Order is not applicable.
5. In our opinion, the Company has not accepted any deposit during the year within the meaning of Section 73 to Section 76 of the Companies Act, 2013 (the Act) read with the Rules framed there under. The deposits were accepted by the Company in earlier years in compliance of the provisions of Section 58A of the Companies Act, 1956 read with Rules framed there under, which as per Section 74(1) of the Act were due for payment within one year from 1st April 2014 (i.e. by 31st March, 2015) or due date whichever is earlier. The Company Law Board vide its Order dated 27.05.2015 had extended the time for repayment of such deposit till due date,

in terms of Section 74 (2) of the Act. (refer Note no. 46 of Financial Statements). These deposits have since been paid during the year and as on balance sheet date there is no public deposit outstanding.

6. We have broadly reviewed the books of account and records maintained by the Company pursuant to the Rules framed by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed records have been made and maintained. We have not, however, made a detailed examination of the said accounts and records with a view to determine whether they are accurate or complete.
7. (a) According to the books and records produced and examined by us, the Company is generally regular in depositing undisputed Statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues as applicable with the appropriate authorities and no undisputed amount payable in respect of aforesaid statutory dues were outstanding as at 31st March 2017 for a period of more than six months from the date they

According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise and Value Added Tax which have not been deposited on account of any dispute, except mentioned as below:

Name of the Statute	Nature of the dues	Amount (₹ in Lacs)	Year(s) to which relates	Forum where pending
The Central Excise Act, 1944	Disallowance of CENVAT Credit	188.98 111.57	2009-10 2010-11	CESTAT, Allahabad
The Income Tax Act, 1961	Penalty u/s 271(1)(c)	22.61 2.82	2006-07 2009-10	ITAT, Lucknow
UP VAT Act, 2008	Tax on purchase of Paddy Husk (Outer covering of Paddy) and Wheat Straw	350.54	2008-09	Additional Commissioner (Appeals), Grade-2, Commercial Tax, Faizabad
	Tax on purchase of Paddy Husk (Outer covering of Paddy)	307.81	2010-11	
	Tax on purchase of Paddy Husk (Outer covering of Paddy)	328.66	2011-12	
	Tax on purchase of Paddy Husk (Outer covering of Paddy)	72.78	2012-13	
	Tax imposed due to deficiency in sales document	1.76	2015-16	
	Tax on provisional assessment M/o May, 16	4.02	2016-17	
	Tax on provisional assessment M/o June, 16	4.28	2016-17	

become payable.

8. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or

Bank or Government or dues to debenture holders as at the Balance Sheet date.

9. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion,

the term loans have been applied for the purposes for which they were raised.

10. Based on the audit procedures performed and according to the information and explanations given to us, no material fraud by the Company or on

the Company by its officers or employees has been noticed or reported during the year.

11. In our opinion, the managerial remuneration paid or provided by the Company is in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. The Company is not a "Nidhi Company" and the Nidhi Rules, 2014 are not applicable to it; hence paragraph 3(xii) the Order is not applicable.
13. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified

under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

14. The Company had made preferential allotment 75,40,000 Equity Warrants to one of the promoter on 31st March, 2016 out of which 21,30,000 warrants had been converted into equal number of Equity shares on 31st March, 2016 and further 24,80,000 warrants have been converted into equal number of Equity Shares in the year under review on 23rd April, 2016. The requirements of Section 42 of the Act have been complied with and the amount raised has been used for the purposes for which the funds were raised. (refer Note no. 47 of Financial Statements)
15. In our opinion, the Company has not entered into any non cash transactions with directors or persons

connected with him. Hence, paragraph 3(xv) the Order is not applicable.

16. In our opinion, the Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934.

For KAPOOR TANDON & CO.,
Chartered Accountants
Firm Registration No. 000952C

Camp: Lucknow
Date: 27.05.2017

Devendra Swaroop Mathur
PARTNER
Membership No. 082570

Annexure B to the Auditors' Report

(Referred to in paragraph 2(f) of our report of even date on the financial statements for the financial year ended 31st March, 2017 of **Yash Papers Limited**)

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Yash Papers Limited ("the Company") as of 31st March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting

records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial

controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to

error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal

Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **KAPOOR TANDON & CO.,**
Chartered Accountants
Firm Registration No. 000952C

Devendra Swaroop Mathur
PARTNER
Membership No. 082570

Camp: Lucknow
Date: 27.05.2017

Balance Sheet as at 31st March, 2017

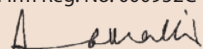
Amount (₹ in Lacs)

Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	2	3,231.00	2,983.00
(b) Reserves and Surplus	3	2,249.08	1,486.15
(c) Money Received against Share Warrant (refer Note no. 2.6)	2	109.88	481.88
		5,589.96	4,951.03
2. Non Current Liabilities			
(a) Long Term Borrowings	4	7,228.52	4,957.26
(b) Deferred Tax Liabilities (Net)	5	163.68	44.59
		7,392.20	5,001.85
3. Current Liabilities			
(a) Short Term Borrowings	6	5,254.21	4,191.24
(b) Trade Payables	7	1,013.67	1,139.37
(c) Other Current Liabilities	8	1,670.67	1,676.21
(d) Short Term Provisions	9	126.77	100.31
		8,065.32	7,107.13
TOTAL		21,047.48	17,060.01
II. ASSETS			
1. Non Current Assets			
(a) Fixed Assets			
(i) Tangible Assets:	10	9,221.46	9,150.26
(ii) Intangible Assets	10	35.37	48.23
(iii) Capital Work in Progress		1,091.37	19.00
(b) Non Current Investments	11	0.06	0.06
(c) Long Term Loans and Advances	12	2,282.19	454.00
(d) Other Non Current Assets	13	-	-
		12,630.45	9,671.55
2. Current Assets			
(a) Inventories	14	5,900.25	4,924.06
(b) Trade Receivables	15	1,188.86	1,623.85
(c) Cash and Bank Balances	16	796.19	460.82
(d) Short Term Loans and Advances	17	493.80	347.92
(e) Other Current Assets	18	37.93	31.81
		8,417.03	7,388.46
TOTAL		21,047.48	17,060.01
Significant Accounting Policies	1		

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For **Kapoor Tandon & Co.,**
Chartered Accountants
Firm Reg. No. 000952C


Devendra Swaroop Mathur
Partner
M. No. 082570
Camp: Lucknow
Dated: 27th May, 2017


Ved Krishna
Managing Director
DIN: 00182260


Anil Kumar Gupta
Chief Financial Officer


Jagdeep Hira
CEO & Executive Director
DIN: 07639849


Sachin Kumar Srivastava
Company Secretary

For and on behalf of the Board of Directors

Statement of Profit and Loss for the year ended 31st March, 2017

Amount (₹ in Lacs)

Particulars	Note No.	2016-17	2015-16
REVENUE			
Revenue from operations (gross)	19	18,320.76	18,202.16
Less : Excise Duty		940.05	868.93
Revenue from operations (net)		17,380.71	17,333.23
Other Income	20	217.65	120.20
Total Revenue		17,598.36	17,453.43
EXPENSES			
Cost of Material consumed	21	8,799.37	8,130.34
Purchase of Stock-in-trade			
- Kraft & Poster Paper		36.51	159.70
Decrease/(Increase) in Inventories of Finished Goods and Work-in-Process	22	300.06	594.78
Employee Benefits Expense	23	1,399.90	1,305.77
Finance Costs	24	1,419.23	1,481.72
Depreciation and Amortisation Expense	25	668.03	661.48
Other Expenses	26	3,941.63	4,684.13
Total Expenses		16,564.73	17,017.92
Profit before exceptional and extraordinary items and Tax		1,033.63	435.51
Exceptional Items			
Other Finance Cost (refer Note No. 39)		73.04	-
Profit before extraordinary items and Tax		960.59	435.51
Extraordinary Items		-	-
Profit/(Loss) before Tax		960.59	435.51
Tax Expenses			
- Current Tax (MAT)		195.85	3.70
- Deferred Tax		119.09	146.56
- Tax adjustment relating to earlier years		6.72	-
Profit/(Loss) for the year		638.93	285.25
Earning per Equity Share (EPS)	27		
(Face value of Rs 10 each)			
Basic (₹)		1.99	1.03
Diluted (₹)		1.94	1.03
Significant Accounting Policies	1		

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For **Kapoor Tandon & Co.,**
Chartered Accountants
Firm Reg. No. 000952C

Devendra Swaroop Mathur
Partner
M. No. 082570
Camp: Lucknow
Dated: 27th May, 2017

Ved Krishna
Managing Director
DIN: 00182260

For and on behalf of the Board of Directors

Jagdeep Hira
CEO & Executive Director
DIN: 07639849

Anil Kumar Gupta
Chief Financial Officer

Sachin Kumar Srivastava
Company Secretary

Cash Flow Statement for the year ended 31st March, 2017

Amount (₹ in Lacs)

Particulars	2016-17	2015-16
CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before Tax	960.59	435.51
Adjustment for:-		
Depreciation/amortisation	668.03	661.48
Profit on Sale of Fixed Assets	(0.07)	(0.52)
Interest Income	(22.36)	(20.90)
Interest Expenses	1,293.89	1,360.24
Bad and Doubtful Debts (Provision and Write off)	22.73	-
Loss on Sale of Fixed Assets	- 1,962.22	0.18 2,000.48
Operating Profit before Working Capital changes	2,922.81	2,435.99
Adjustment for:-		
Inventories	(976.19)	807.34
Trade and Other Receivables	262.81	(326.59)
Other Assets	(6.12)	28.40
Trade Payable and Other Liabilities	(155.81)	(656.79)
Income Tax Paid	(165.80) (1,041.11)	(75.40) (223.04)
Cash generated from operations	1,881.70	2,212.95
Interest Received	22.36	20.90
NET CASH FROM OPERATING ACTIVITIES	1,904.06	2,233.85

Cash Flow Statement for the year ended 31st March, 2017

Amount (₹ in Lacs)

Particulars	2016-17	2015-16
CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets (Including CWIP)	(3,633.11)	(728.15)
Sale of Fixed Assets	1.26	4.74
Other Bank Balances (margin Money)	44.16	(20.36)
NET CASH USED IN INVESTING ACTIVITIES	(3,587.69)	(743.77)
CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid	(1,293.89)	(1,360.24)
Increase/(Decrease) in Short Term Borrowings	1,062.97	15.52
Proceeds from Long term Borrowings	3,846.39	399.25
Repayments of Long term Borrowings	(1,552.31)	(1,180.13)
Proceeds of Equity Shares/Warrant (including premium)	4	801.37
NET CASH (USED IN)/FROM FINANCING ACTIVITIES	2,063.16	(1,324.23)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	379.53	165.85
CASH AND CASH EQUIVALENTS (Opening Balance)	270.99	105.14
CASH AND CASH EQUIVALENTS (Closing Balance) (refer Note 16, Cash and Bank Balances)	650.52 -	270.99 -

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For **Kapoor Tandon & Co.,**
Chartered Accountants
Firm Reg. No. 000952C

Devendra Swaroop Mathur
Partner
M. No. 082570
Camp: Lucknow
Dated: 27th May, 2017

Ved Krishna
Managing Director
DIN: 00182260

For and on behalf of the Board of Directors

Jagdeep Hira
CEO & Executive Director
DIN: 07639849

Anil Kumar Gupta
Chief Financial Officer

Sachin Kumar Srivastava
Company Secretary

Notes to Financial Statements for the year ended 31st March, 2017

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Preparation of Financial Statements

The accounts are prepared on accrual basis under the historical cost convention and to comply in all material aspects with Generally Accepted Accounting Principles in India including the Accounting Standards as prescribed by the Companies Act, 2013.

1.2 Use of Estimates

The preparation of Financial Statements requires estimates and assumptions that affect the reported amount of assets and liabilities, contingent liabilities on the balance sheet date and the revenues and expenses during the year. Difference, if any, between the actual and the estimate is recognised in the year in which the same are acknowledged/ materialized.

1.3 Fixed Assets

Fixed Assets are stated at cost (of acquisition/ construction, as the case may be), net of CENVAT and Subsidy, less accumulated depreciation and accumulated impairment losses, if any. All costs including borrowing costs upto the date of commissioning of related assets and all direct and indirect expenses attributable to the assets are capitalised. (Also refer Note 1.12 & 1.18 on Borrowing Costs and CENVAT)

1.4 Intangible Assets

Intangible assets are recognised only if it is probable that the future economic benefits that are

attributable to the assets will flow to the Company and the cost of the assets can be measured reliably. The intangible assets are recorded at cost (including expenses attributable to such asset) and are carried at cost less accumulated amortisation and impairment losses, if any. [Also refer Note 1.6 (iii)]

1.5 Capital work in Progress

Capital work in progress comprises cost of fixed assets not yet commissioned, incidental pre-operative expenses and borrowing costs.

1.6 Depreciation / Amortisation

- i. Depreciation on fixed assets is provided on 'Straight Line Method' on the basis of useful life specified in Schedule II to the Companies Act, 2013. Fixed assets costing below Rs.5,000/- are fully depreciated in the year of addition. Depreciation is provided on pro-rata basis with reference to the date of addition / deletion in respect of addition to/ deletion from fixed assets.
- ii. Leasehold Land is amortised over the period of lease.
- iii. Computer Software being intangible asset is amortised over a period of 5 years on "Straight Line Method".

1.7 Impairment of Assets

The Company assesses at each Balance Sheet date, whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the "recoverable amount" of

asset. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than the "carrying amount", the carrying amount is reduced to its recoverable amount. If at the subsequent Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at recoverable amount.

1.8 Investments

Long Term Investments are stated at cost. A provision for diminution is made if in the opinion of the management, the diminution is other than temporary.

1.9 Inventories

- i. Inventories other than Scrap and Import entitlements/licence are valued at lower of cost or net realisable value. For this purpose cost is determined as under:
 - a. Raw materials, Stores and spares: Weighted Average Cost
 - b. Work in process: Direct Cost Method (estimated basis)
 - c. Pulp: Direct Cost Method (estimated basis)
 - d. Finished goods: Direct cost method
- ii. Scraps and Import entitlements/licence (DEPB) are valued at estimated realisable value.

1.10 Revenue Recognition

- i. Sales are recognised on despatch of goods to

Notes to Financial Statements for the year ended 31st March, 2017

customers. Sales are net of discount/ rebate and sales tax but include Excise Duty. However the claims are recognized on settlement. Export Sales are recognised on the issuance of Bill of Lading/Airway bill by the carrier.

- ii. Export Incentives are recognised when certainty of receipt is established.
- iii. All other incomes are accounted for on accrual basis.

1.11 Foreign Currency Transactions

Outstanding foreign currency assets and liabilities, other than those covered by Forward Exchange Contract, are translated at the exchange rate prevailing as on Balance Sheet date. Foreign Exchange asset / liability covered by Forward Exchange Contract are translated at the rate prevailing at the date of transaction as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transaction, such difference having been recognised over the life of contract. Gains or loss on these assets and liabilities are recognised in the Statement of Profit and Loss except in case of long term liabilities, where they relates to acquisition of fixed assets, in which case they are adjusted to the carrying cost of respective assets.

1.12 Borrowing Costs

Borrowing costs that are attributable to the acquisition/construction of qualifying assets are

capitalised as part of cost of such assets. A qualifying asset is an asset that requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the year in which they are incurred.

1.13 Government Grants

Government Grant related to fixed assets are adjusted with the Gross Block / Cost of fixed assets and Grants of revenue nature are adjusted with the respective expenditure/ treated as income as the case may be.

1.14 Employee Benefits

- a) Provident Fund and Family Pension Fund are defined contribution obligations and Company's contributions to Provident Fund and Family Pension Fund are charged to Statement of Profit and Loss.
- b) Provision for Gratuity is determined on the basis of actuarial valuation at the end of the year and is debited to the profit and loss account each year.
- c) Provision for leave encashment (treated as short term in nature) is done on the basis of leaves accrued as at the end of the year.
- d) Other Termination benefits are recognized as an expense as and when incurred.

1.15 Research and Development Expenditure

Expenditure of revenue nature is charged to

Statement of Profit and Loss and that of capital nature is capitalized as fixed assets.

1.16 Provisions, Contingent Liabilities and Contingent

Assets Provisions are recognised in respect of obligations where, based on the evidences available, their existence at the Balance Sheet date is considered probable. Contingent liabilities are disclosed by way of notes on accounts in respect of obligations where, based on the evidences available, their existence at the Balance Sheet date is considered not probable. Contingent assets are not recognised in the accounts.

1.17 Taxes on Income

Provision for tax on income for the year (i.e. Current Tax) is made after considering the various deductions/relief admissible under the Income Tax Act, 1961. Provision for tax effect of timing difference (i.e. Deferred Tax) is made in accordance with the provisions of the AS-22 on Taxes on Income.

1.18 CENVAT credit availed in respect of capital goods is adjusted from cost of assets and in respect of other items is adjusted from related expenses.

1.19 Cash flow statement has been prepared as per the "Indirect Method" specified in AS-3 on Cash Flow Statement.

1.20 Prior period items, if material, are disclosed separately.

Notes to Financial Statements for the year ended 31st March, 2017

2. SHARE CAPITAL

Amount (₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
AUTHORISED		
560.00 lacs Equity Shares of Rs.10/- each (Previous year 560.00 lacs Equity Shares)	5,600.00	5,600.00
4.00 lacs Preference Shares of Rs.100/- each (Previous year 4.00 lacs Preference Shares)	400.00	400.00
	6,000.00	6,000.00
ISSUED, SUBSCRIBED AND FULLY PAID UP		
323.10 lacs Equity Shares of ₹10/- each fully paid-up (Previous year 298.30 lacs Equity Shares)	3,231.00	2,983.00
Total	3,231.00	2,983.00

2.1 Reconciliation of the shares outstanding at the beginning and at the end of the year:

Equity shares	As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares	₹	No. of Shares	₹
At the beginning of the year	298.30	2,983.00	277.00	2,770.00
Shares allotted during the year on conversion of 24.80 lacs (21.30 lacs) Warrants (refer Note 2.6)	24.80	248.00	21.30	213.00
Outstanding at the end of the year	323.10	3,231.00	298.30	2,983.00

2.2 Term/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.3 Bonus Shares/Shares issued for consideration other than cash/Buy Back of shares during preceding five years: (NIL)

2.4 Shares held by holding/ultimate holding company and/or their subsidiary/associate: (NIL)

Notes to Financial Statements for the year ended 31st March, 2017

2.5 Details of shareholders holding more than 5% shares in the company:

Amount (₹ in Lacs)

Name of the Share Holder	As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares	% held	No. of Shares	% held
Mr. Ved Krishna	80.45	24.90%	55.65	18.66%
Satori Global Limited	33.35	10.32%	33.35	11.18%
Subramanian P	17.13	5.30%	-	-

2.6 Money received against Share Warrants

The Share holder in its Extra-ordinary General Meeting (EGM) held on 18th December, 2015 has approved preferential allotment of 75.40 lacs Warrants of ₹15 each, convertible into equal number of Equity Shares ranking pari-pasu with the existing Equity Shares to Mr Ved Krishna, Managing Director (the promoter) in pursuance of the relevant SEBI Guidelines read with relevant provisions of the Companies Act, 2013. As required, Mr Ved Krishna has paid 25% upfront money for the allotment within 15 days of the EGM. The Warrants were allotted on 31.03.2016 on receiving 'in principle' approval from the BSE Limited, the Stock Exchange, on 30.03.2016. The Board of Directors have subsequently allotted 21.30 Lacs Equity Shares of Rs 10/- each at a premium of Rs 5/- per share on 31st March, 2016 on conversion of 21.30 lacs Warrants out of aforesaid 75.40 lacs Warrants. Further allotment of 24.80 lacs equity shares of ₹ 10/- each at a security premium of ₹ 5/- each was made on 23rd April, 2016 against 24.80 lacs warrants out of above mentioned 75.40 lacs warrants. The Warrant amount of Rs 109.88 lacs received and pending conversion of 29.30 lacs Warrants into equal number of Equity Shares has been disclosed as "Money Received against Share Warrants" in the Balance Sheet.(Previous year ₹ 481.88 lacs).

3. RESERVES AND SURPLUS

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Capital Reserves				
Balance as per last Balance Sheet		68.19		68.19
Securities Premium Reserve				
Balance as per last Balance Sheet	901.66		810.22	
Add: Amount received during the year	124.00		106.50	
Less: Fee for increase in authorised capital (refer Note no. 13)	-	1,025.66	15.06	901.66
General Reserves				
Balance as per last Balance Sheet		550.00		550.00
Surplus in the Statement of profit and loss				
Balance as per last Balance Sheet	(33.70)		(318.95)	
Profit/(Loss) for the year	638.93		285.25	
		605.23		(33.70)
Total		2,249.08		1,486.15

Notes to Financial Statements for the year ended 31st March, 2017

4. LONG TERM BORROWINGS

Amount (₹ in Lacs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Secured				
Term Loans				
Indian rupee loan (including FITL) from banks (refer Note no. 4.1 to 4.4)				
- Oriental Bank of Commerce	1,035.18		1,217.03	
- UCO Bank	1,827.55		810.11	
- Union Bank of India	806.99		960.47	
- United Bank of India	2,439.11		1,576.18	
- State Bank of India	168.44	6,277.27	140.22	4,704.01
Unsecured				
Loan from related parties from Directors (interest free)		611.25		153.25
from Others (interest free)		25.00		25.00
from a Company (please refer Note no. 34 for detail of related parties)		315.00		75.00
Total		7,228.52		4,957.26

4.1 The CDR-EG in its meeting held on June 01, 2012 has approved CDR Package (cut off date being July 01, 2011) of the company. Oriental Bank of Commerce (OBC) has been appointed as Monitoring Institution (MI). Final Letter of Approval (LOA) has been issued by the CDR cell to all the lenders with a copy to the company on June 08, 2012. Individual Sanction Letter in line with LOA has been received from all the banks. Master Restructuring Agreement (MRA) has been executed on October 05, 2012 and Joint consortium documents have been executed on November 20, 2012. CDR has been implemented successfully. The company has exited from this CDR package wef 1st July, 2016 as confirmed in the meeting of CDR EG held on 27th September, 2016 and communicated to the company vide its letter dated 10th October, 2016. The company as per the terms and conditions of the CDR Package, has paid an amount of ₹ 73.04 lacs as "Recompense amount" to the Consortium members. This amount has been accounted for in the current financial year under the head Exceptional Items as Other Finance Cost.

4.2 All the existing term loans, fresh term loans and FITL are secured by

- (i) pari-passu first charge on all the fixed assets of the company and second pari-passu charge on the current assets of the company.
- (ii) Corporate Guarantee of Yash Agro Products Limited & Satori Global Limited, the group companies.
- (iii) Personal Guarantee of promoter directors of the company i.e. Mr Ved Krishna and Mrs. Manjula Jhunhunwala.
- (iv) Out of 129.47 lacs Equity Shares, 83.37 lacs fully paid-up Equity Share of the company held by the promoters' group are pledged with the consortium banks for term loans availed on or before 31st March, 2016 .

Notes to Financial Statements for the year ended 31st March, 2017

4.3 The Company has been sanctioned new term loans to the tune of ₹4050 lacs for the Tableware Project of the Company from, United Bank of India (Rs 2550 lacs) and UCO Bank (₹ 1500 lacs.). The full tie-up of funds has been completed and the disbursement is under progress as per the terms and conditions of their sanction after execution of individual documentation including Personal Guarantee of Mr. Ved Krishna and Mrs. Manjula Jhunjhunwala and corporate guarantee of Satori Global Limited and Yash Agro Products Limited and pledge of 46.10 lacs shares of Mr. Ved Krishna.

These Loans (except the new term loan for the Table ware Project) are repayable over a period of 8 years in structured thirty two quarterly instalment commencing from September 2013 to June 2021. The new term loan for "Tableware Project" is repayable in 28 structured quarterly instalments in 7 years commencing from June, 2018.

4.4 Term Loans from banks (including current maturities of long term borrowings) as at the year end include:

a) Term Loans (Old) carrying interest @ 12.25% p.a.	3,465.62	4,191.44
b) Funded Interest Term Loan (FITL) carrying interest @ 12.25% p.a.	1,006.56	1,218.19
c) CAPEX Loan carrying interest @ 12.25% p.a .	571.19	349.33
d) Term Loan for Table ware Project carrying interest @ 11.65% except for UCO Bank (UCO Bank 11.75%)	2,370.00	-
	7,413.37	5,758.96

5. DEFERRED TAX LIABILITIES/(ASSETS) (NET)

Amount (₹ in Lacs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Deferred Tax Liability				
on account of				
Depreciation	1,574.25		1,549.49	
Gross deferred tax liability		1,574.25		1,549.49
Deferred Tax Assets				
on account of				
Unabsorbed Depreciation/Losses	757.36		956.31	
MAT Credit	355.23		150.97	
Other Timing Differences	297.98		397.62	
Gross deferred tax assets		1,410.57		1,504.90
Net Deferred Tax Liability/(Asset) @		163.68		44.59

@ Deferred Tax Assets and Deferred Tax Liabilities have been set off in accordance with clause 29 of AS 22

Notes to Financial Statements for the year ended 31st March, 2017

6. SHORT TERM BORROWINGS

Amount (₹ in Lacs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Secured				
Working Capital Loans				
Indian rupee loan from bank(s)				
- Oriental Bank of Commerce	1,092.77		1,045.82	
- UCO Bank	427.21		270.22	
- Union Bank of India	582.27		385.65	
- United Bank of India	909.37		778.67	
- State Bank of India	1,204.37	4,215.99	701.58	3,181.94
Foreign currency loan from bank(s)				
- State Bank of India (FCNRB Demand Loan)		1,038.22		1,009.30
Total		5,254.21		4,191.24

- 6.1** Working capital facilities are secured by pari-passu first charge on all the current assets of the company and second pari-passu charge on fixed assets of the company.
- 6.2** a) Indian rupee loan from banks (cash credit) carries interest of MCLR-Yearly Rate of SBI+ 400 bps (presently @ 12% p.a.)
b) Packing Credit from State bank of India (outstanding as on 31.03.2017 - ₹ 4.21 lacs) carries interest of base rate + 45 bps (presently 9.55% p.a.)
c) FCNRB Demand Loan from bank carries interest of LIBOR + 4.50% .

7. TRADE PAYABLES

Particulars	As at 31st March, 2017	As at 31st March, 2016
To Micro, Small and Medium Enterprises (refer Note 7.1)	-	-
Other Payable	1,013.67	1,139.37
Total	1,013.67	1,139.37

- 7.1** The company has requested confirmation from Suppliers regarding their registration (filling of Memorandum) under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act). According to the information available with the company there was no amount(principal and/or interest) due to any micro/small enterprises(SME as defined in the Act) as at the end of the year. There is no delay in payment to SME during the year. No interest was paid/payable on account of delay in payment to SME during the year in terms of Section 16 of the Act.

Notes to Financial Statements for the year ended 31st March, 2017

8. OTHER CURRENT LIABILITIES

Amount (₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Current maturity of long term borrowings - Secured	1,136.11	1,054.96
Current maturity of long term borrowings - Unsecured	-	58.34
Interest accrued and due on borrowings	18.82	-
Interest accrued but not due on borrowings	-	10.92
Security Deposit from Customers	149.08	114.00
Advance from Customers	81.88	116.94
Payable for Capital Goods	111.44	83.22
Other Liabilities	173.34	237.83
Total	1,670.67	1,676.21

8.1 No amounts is due for payment to Investor Education & Protection Fund.

9. SHORT TERM PROVISIONS

Particulars	As at 31st March, 2017	As at 31st March, 2016
Provision for Gratuity	66.79	40.28
Provision for Leave Encashment	47.09	43.03
Provision for Excise Duty on Finished Goods	12.89	17.00
Total	126.77	100.31

Notes to Financial Statements for the year ended 31st March, 2017

10. FIXED ASSETS (Property Plant and equipment)

Amount (₹ in Lacs)

S. No.	Description of Assets	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK	
		As at 31.03.2016	Additions	Sales/ discarded	As at 31.03.2017	Upto 31.03.2016	For the year	Deduction/ Adjustment	Upto 31.03.2017	As at 31.03.2017	As at 31.03.2016
	Tangible										
a.	Land Free Hold (incl. Site Development)	280.17	-	-	280.17	-	-	-	-	280.17	280.17
b.	Land Lease Hold	200.31	-	-	200.31	20.03	2.23	-	22.26	178.05	180.28
c.	Factory Building	2,049.61	67.82	-	2,117.43	641.44	62.47	-	703.91	1,413.52	1,408.17
d.	Non Factory Building	283.33	-	-	283.33	106.76	3.82	-	110.58	172.75	176.57
e.	Plant & Machinery	11,585.65	533.40	1.00	12,118.05	4,908.22	387.78	0.95	5,295.05	6,823.00	6,677.43
f.	Electric Installation & Fittings	1,095.29	111.31	-	1,206.60	781.87	168.74	-	950.61	255.99	313.42
g.	Furniture & Fittings	60.87	-	-	60.87	45.07	2.47	-	47.54	13.33	15.80
h.	Office Equipment	129.04	13.81	-	142.85	99.50	16.08	-	115.58	27.27	29.54
i.	Motor Car & Other Vehicles	138.54	1.22	7.92	131.84	69.66	11.58	6.78	74.46	57.38	68.88
	Sub total	15,822.81	727.56	8.92	16,541.45	6,672.55	655.17	7.73	7,319.99	9,221.46	9,150.26
	Intangible										
a.	Computer Software	98.89	-	-	98.89	50.66	12.86	-	63.52	35.37	48.23
	Total	15,921.70	727.56	8.92	16,640.34	6,723.21	668.03	7.73	7,383.51	9,256.83	9,198.49
	Previous Year	15,306.13	626.10	10.53	15,921.70	6,067.87	661.47	6.13	6,723.21	9,198.49	-

Notes to Financial Statements for the year ended 31st March, 2017

11. NON CURRENT INVESTMENTS (Long Term Investments)

Amount (₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Non trade (valued at cost unless stated otherwise)		
EQUITY SHARES - FULLY PAID-UP		
Pudumjee Pulp & Paper Mills Ltd. 500 Equity Shares of ₹ 2/- each fully paid up	0.04	0.04
Rana Mohendra Papers Ltd. 100 Equity Shares of ₹10/- each fully paid up	*	*
Mukerian Papers Ltd. 100 Equity Shares of ₹10/- each fully paid up	0.01	0.01
Shree Rama Newsprint Ltd. 100 Equity Shares of ₹10/- each fully paid up	0.01	0.01
Total	0.06	0.06
Total cost of quoted investments	0.06	0.06
Aggregate Market value of quoted investments	0.14	0.13
(* represent Amount less than ₹0.01 lacs)		

12. LONG TERM LOANS AND ADVANCES (Unsecured considered good)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Capital Advance	2,127.95	266.55
Security Deposits	2.80	2.80
Balance with Govt. Authorities	93.16	89.59
Advance Tax	257.83	209.76
Less: Provision for Tax	199.55	114.70
Total	2,282.19	454.00

13. OTHER NON CURRENT ASSETS (Unsecured considered good)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Miscellaneous Expenditure (to the extent not written off or adjusted)		
- Authorised Capital Increase Fee @	-	15.06
Less: Transferred to Securities Premium Reserve	-	15.06
TOTAL	-	-

@ Fee paid to the Registrar of Companies for increasing the Authorised Capital of the company has been transferred to Securities Premium Reserve on issue of shares during the year 2015-16.

Notes to Financial Statements for the year ended 31st March, 2017

14. INVENTORIES (valued at lower of cost and net realisable value)

Amount (₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Raw Materials	3,734.35	2,187.73
Work in Progress	77.95	227.52
Finished Goods - Kraft & poster paper	229.55	245.69
Finished Goods - Other	1.55	6.20
Pulp	21.94	151.63
Store and Spares	1,809.91	2,047.79
Scrap	25.00	57.50
Total	5,900.25	4,924.06

15. TRADE RECEIVABLES (Unsecured considered good)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	212.46	279.05
Considered Doubtful	19.31	-
Less: Provision for Doubtful Receivables	19.31	-
Others - considered good	976.40	1,344.80
Total	1,188.86	1,623.85

16. CASH AND BANK BALANCES

Particulars	As at 31st March, 2017	As at 31st March, 2016
Cash and cash equivalents		
Balances with Banks on:		
Current Accounts	629.75	216.31
Cash on Hand (as Certified by the Management)	20.77	54.68
	650.52	270.99
Other bank balances		
Margin Money Deposit (including Fixed Deposit)	145.67	189.83
	145.67	189.83
Total	796.19	460.82

Notes to Financial Statements for the year ended 31st March, 2017

17. SHORT TERM LOANS AND ADVANCES (Unsecured considered good)

Amount (₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Excise Duty Advance/CENVAT Receivable	107.58	74.52
VAT Credit Receivable	198.27	154.99
Advances to Trade Creditors	110.09	67.61
Advance recoverable in cash or kind or for value to be received	77.86	50.80
Total	493.80	347.92

18. OTHER CURRENT ASSETS (Unsecured considered good)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Interest accrued on Fixed Deposit	12.44	10.62
Export Incentive Receivable	25.49	21.19
Total	37.93	31.81

19. REVENUE FROM OPERATIONS

Particulars	2016-17	2015-16
Revenue from operations		
Sale of products (refer Note 19.1)		
Sales (Export)	1,837.65	2,963.44
Sales (Indigenous)	16,386.67	15,173.67
	18,224.32	18,137.11
Other operating revenue (refer Note 19.2)	96.44	65.05
Revenue from operations (gross)	18,320.76	18,202.16

Notes to Financial Statements for the year ended 31st March, 2017

19. REVENUE FROM OPERATIONS (contd..)

Amount (₹ in Lacs)

Particulars	2016-17	2015-16
19.1 DETAILS OF PRODUCT SOLD		
a) Manufactured Goods		
Kraft & Poster Paper	16,473.81	16,424.61
Pulp	1,570.24	1,526.61
Others	140.38	3.75
b) Traded Goods		
Kraft & Poster Paper	39.89	182.14
Total	18,224.32	18,137.11
19.2 DETAILS OF OTHER OPERATING REVENUE		
Export Incentives	96.44	65.04
Total	96.44	65.04

20. OTHER INCOME

Particulars	2016-17	2015-16
Interest received on fixed deposit & others	22.36	20.89
Commission	-	0.84
Profit on Sale of Fixed Assets	0.07	0.52
Self Consumed	69.56	47.00
Miscellaneous Income	107.73	49.70
Rent	0.25	0.35
Exchange Fluctuation (net)	17.68	0.90
Total	217.65	120.20

Notes to Financial Statements for the year ended 31st March, 2017

21. COST OF MATERIAL CONSUMED

Amount (₹ in Lacs)

Particulars	2016-17	2015-16
Raw Material consumed		
Bagasse	3,707.80	3,299.71
Old Gunny / Jute Goods	191.01	214.35
Wheat Straw	582.75	618.30
Pulp - bleached/unbleached	1,260.14	1,249.46
Re-pulping of Finished Goods	51.07	22.09
Raw Material consumed	5,792.77	5,403.91
Chemicals Consumed	1,772.73	1,737.30
Stores & Spares Consumed	836.31	679.29
Packing Material Consumed	397.56	309.84
Cost of material consumed	8,799.37	8,130.34

22. DECREASE/(INCREASE) IN INVENTORIES

Particulars	2016-17		2015-16	
Inventories at the beginning of the year				
Finished Goods - Kraft & poster paper	245.69		890.00	
Finished Goods - Other	6.20		145.98	
Pulp	151.63		-	
Work in Progress	227.53		189.85	
TOTAL 'A'		631.05		1,225.83
Inventories at the end of the year				
Finished Goods - Kraft & poster paper	229.55		245.69	
Finished Goods - Other	1.55		6.20	
Pulp	21.94		151.63	
Work in Progress	77.95		227.53	
TOTAL 'B'		330.99		631.05
Decrease/(increase) (A - B)		300.06		594.78

Notes to Financial Statements for the year ended 31st March, 2017

23. EMPLOYEE BENEFITS EXPENSE

Amount (₹ in Lacs)

Particulars	2016-17	2015-16
Salary, Wages and Bonus	1,124.94	1,079.70
Contribution to Provident and other funds	62.53	61.95
Gratuity	46.52	23.80
Directors Remuneration	85.45	69.09
Workmen and Staff Welfare expenses	80.46	71.23
Total	1,399.90	1,305.77

24. FINANCE COSTS

Particulars	2016-17	2015-16
Interest on		
- Term Loan & Fixed Deposits	849.15	889.87
- Others	444.74	470.37
	1,293.89	1,360.24
Bank Charges	74.54	61.35
Exchange Fluctuation	50.80	60.13
Total	1,419.23	1,481.72

25. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	2016-17	2015-16
Depreciation of tangible assets	655.17	648.83
Amortisation of intangible assets	12.86	12.65
Total	668.03	661.48

Notes to Financial Statements for the year ended 31st March, 2017

26. OTHER EXPENSES

Amount (₹ in Lacs)

Particulars	2016-17		2015-16	
Power and Fuel		2,447.91		3,047.88
Effluent Treatment Expenses		54.98		66.39
Repairs and Maintenance				
- Building	68.20		30.69	
- Machinery	251.17	319.37	191.29	221.98
Excise Duty provided on stock - increase/(decrease)		(4.11)		(41.29)
Freight, Handling and Other Sales & Distribution Expenses		370.61		582.36
Commission on Sale		187.58		249.48
Advertisement and Publicity		1.58		2.59
Rent		1.70		1.08
Rates and Taxes		39.42		51.82
Insurance		24.86		20.75
Communication Cost		19.46		15.63
Travelling and Conveyance		129.51		143.62
Repairs and Maintenance - Others		157.67		154.73
Printing and Stationery		13.18		13.35
Legal and Professional Charges		88.46		67.41
Directors Sitting Fee		4.05		3.30
Auditor's Remuneration (refer Note No. 26.1)		8.10		9.84
Cost Audit fee		0.50		0.40
Exchange Fluctuation		10.14		11.74
Miscellaneous Expenses		18.06		30.07
Bad and Doubtful Debts (Provision and Write off)		22.73		-
Subscription and Donation		25.87		30.82
Loss on Sale of Fixed Assets		-		0.18
Total		3,941.63		4,684.13

Notes to Financial Statements for the year ended 31st March, 2017

26.1 PAYMENT TO AUDITOR

Amount (₹ in Lacs)

Particulars	2016-17	2015-16
As Auditor:		
Audit Fees	4.50	3.00
Tax audit Fee	0.60	0.60
In other capacity:		
Other Certification Fees	1.53	2.45
Reimbursement of Expenses	1.47	3.79
Total	8.10	9.84

27. EARNING PER SHARE (EPS)

Particulars	2016-17	2015-16
Profit/(Loss) for the year	638.93	285.25
Weighted average number (in lacs) of equity shares for the purpose of calculation of		
- Basic EPS	323.10	298.30
- Diluted EPS	328.93	290.58
Nominal value of equity shares (₹)	10.00	10.00
EPS- Basic (₹)	1.99	1.03
EPS- Diluted (₹)	1.94	1.03

28. IMPORTED AND INDIGENOUS RAW MATERIALS, COMPONENTS AND SPARES CONSUMED

Particulars	2016-17		2015-16	
	₹	%	₹	%
Raw Materials				
Imported	1,260.14	21.75%	1,547.66	28.64%
Indigenous	4,532.63	78.25%	3,856.25	71.36%
Chemicals, Stores & Spares				
Imported	41.26	1.37%	61.55	2.26%
Indigenous	2,965.34	98.63%	2,664.88	97.74%

In respect of items which are purchased both from indigenous and imported sources, the identity of individual items consumed cannot be established but segregation of consumption between imported and indigenous sources has been made on a reasonable approximation determined from the company's records.

Notes to Financial Statements for the year ended 31st March, 2017

29. VALUE OF IMPORTS ON CIF BASIS

(excluding purchases from canalising agencies and imported items purchased locally)

Amount (₹ in Lacs)

Particulars	2016-17	2015-16
Raw Materials	1,198.34	920.88
Chemicals, Stores and Spares	141.00	69.22
Total	1,339.34	990.10

30. EARNINGS IN FOREIGN EXCHANGE

Particulars	2016-17	2015-16
Export of goods calculated on FOB basis	1,830.10	2,910.85

31. EXPENDITURE IN FOREIGN CURRENCY

Particulars	2016-17	2015-16
- Travelling	5.64	15.78
- Commission on Sales	23.21	28.14
- Interest on Loans	51.26	51.93
- Foreign Bank Charges	4.71	8.55
- Other expenses	0.55	10.04

32. REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND

	NIL	NIL
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Notes to Financial Statements for the year ended 31st March, 2017

33. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD - 15 "EMPLOYEE BENEFITS"

Amount (₹ in Lacs)

Particulars	2016-17	2015-16
a. Defined Benefit Plan		
The employees Gratuity Fund Scheme, which is a defined benefit plan, is managed by the trust maintained with LIC. The present value of obligation as at the balance sheet date is determined based on actuarial valuation, carried out by an independent Actuary, using Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.		
Reconciliation of Opening and Closing balance of present value of defined benefit obligation for Gratuity		
Present Value of Obligation at beginning of the year	210.27	190.46
Current Service Cost	17.97	18.19
Interest Cost	16.50	14.86
Benefits paid	(22.86)	(18.36)
Actuarial (Gain)/Loss on Obligations	24.54	5.12
Present Value of Obligation at end of the year	246.42	210.27
Reconciliation of Opening and Closing Fair Value of Plan Assets		
Fair Value of Plan Assets at beginning of the year	169.99	153.99
Expected Return on Plan Assets	15.55	14.09
Contributions	20.00	20.00
Benefit Paid	(22.86)	(18.36)
Actuarial Gain / (Loss) on Plan Assets	(3.05)	0.27
Fair Value of Plan Assets at end of the year	179.63	169.99
Reconciliation of Present Value of Obligations and Fair Value of Plan Assets		
Fair Value of Plan Assets at end of the year	179.63	169.99
Present Value of Obligation at end of the year	246.42	210.27
Asset/(Liability) recognised in the Balance Sheet	(66.79)	(40.28)
Expenses recognised during the year		
Current Service Cost	17.97	18.19
Interest Cost	16.50	14.86
Expected Return on Plan Assets	(15.55)	(14.09)
Total Actuarial Loss/(Gain) recognised during the year	27.59	4.85
Net Cost recognised in Statement of Profit and Loss	46.51	23.81
Assumptions		
Discount Rate (p.a.)	7.35%	7.85%
Expected Rate of increase in Salary (p.a.)	5.00%	5.00%
Expected Rate of return on Plan Assets (p.a.)	7.55%	9.15%
Mortality	IALM 06-08 ultimate	IALM 06-08 ultimate
Withdrawal Rate (p.a.)	2.00%	2.00%
Expected Employers' contribution for the next year	95.05	63.41

Notes to Financial Statements for the year ended 31st March, 2017

Disclosure as required under Para 120 (n) of AS-15:

Amount (₹ in Lacs)

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
(i) Present Value of the Obligation	246.42	210.27	190.46	143.99	127.13
Fair Value of Plan Assets	179.63	169.99	153.99	121.80	90.49
Net Asset/(Liability)	(66.79)	(40.28)	(36.47)	(22.19)	(36.64)
(ii) Experience Adjustment on present value of benefit obligation and plan asset					
(Gain)/Loss on Plan Liabilities	14.97	5.95	6.92	11.19	7.75
(Gain)/Loss on Plan Assets	(3.05)	0.27	(1.52)	-	(0.15)
Particulars	2016-17	2015-16			
b. Defined Contribution Plan					
Employers Contribution to PF and FPF	62.53	61.95			

34. The related party disclosure in accordance with AS 18 'Related Party Disclosures' issued by ICAI, is given below:

a. List of related parties with whom transactions have taken place during the Year:

i. Key management personnel and relatives:

- (a) Mr Ved Krishna, Managing Director (Promoter)
- (b) Mrs Manjula Jhunhunwala, Director (Promoter)
- (c) Mrs Kimberly Ann McArthur, Director (Promoter)
- (d) Mr Jagdeep Hira, CEO & Executive Director
- (e) Mr Narendra Kumar Agrawal, Director Works
- (f) Mr Anil Kumar Gupta, Chief Financial Officer
- (g) Mr Sachin Kumar Srivastava, Company Secretary
- (h) Ved Krishna HUF
- (i) Krishan Kumar Jhunhunwala HUF

ii. Entities over which KMP or relatives of KMP are able to exercise significant influence:

- (a) Yash Agro Products Limited
- (b) Satori Global Limited
- (c) Yash Skills Limited
- (d) Yash Ecoenergy Limited
- (e) Jingle Bell Nursery School Society
- (f) K K Charitable Foundation

Notes to Financial Statements for the year ended 31st March, 2017

34 b. Transactions with related parties during the year in ordinary course of business at arm length price:

Amount (₹ in Lacs)

Particulars	2016-17	2015-16
i. Key management personnel and their relatives		
- Remuneration		
(a) Mr Ved Krishna	42.05	42.08
(b) Mr Narendra Kumar Agrawal	24.41	22.21
(c) Mr Anil Kumar Gupta	14.40	11.96
(d) Mr Sachin Kumar Srivastava	9.10	7.72
(e) Mrs Manjula Jhunjunwala	4.80	4.80
(f) Mr. Jagdeep Hira	32.85	NIL
- Sitting Fee		
(a) Mrs Manjula Jhunjunwala	0.60	0.45
(b) Mrs Kimberly Ann McArthur	0.68	0.30
- Consultancy Charges		
(a) Mrs Kimberly Ann McArthur	5.50	NIL
- Unsecured Loans received during the year		
(a) Mr Ved Krishna	925.00	52.00
- Unsecured Loans repaid during the year		
(a) Mr Ved Krishna	46.70	NIL
- Unsecured Loans at the Balance Sheet date		
(a) Mr Ved Krishna	611.25	153.25
(b) Ved Krishna HUF	25.00	25.00
- Proceeds of Preferential issue of Warrants/Equity Shares during the year		
(a) Mr Ved Krishna	NIL	801.38
ii. With related entities & associates		
(a) Satori Global Limited		
- Rent received	NIL	0.12
(b) Yash Agro Products Limited		
- Rent received	NIL	0.10
- Received for services & others	NIL	0.10
- Interest on unsecured loan for the year	20.11	0.80
- Unsecured Loan Received	240.00	75.00
- Unsecured Loans at the Balance Sheet date	315.00	75.00
- Interest payable on unsecured loans	20.92	0.80
(c) Yash Skills Limited		
- Rent received	NIL	0.06
- Paid for services	NIL	1.82
- Purchases	NIL	3.50
(d) Jingle Bell Nursery School Society		
- Fixed deposits repaid	33.11	33.67
- Received for services & others	0.71	0.62
- Interest paid on fixed deposits	1.22	6.67
- Fixed deposits at the Balance Sheet date	NIL	33.11
- Accrued interest at the Balance Sheet date	NIL	NIL
(e) K K Charitable Foundation		
- Donation paid	10.00	6.30

Notes to Financial Statements for the year ended 31st March, 2017

c. No amount has been written off/back or provided as doubtful debts during the year in respect of related parties.

35. CAPITAL AND OTHER COMMITMENTS

Amount (₹ in Lacs)

Particulars	2016-17	2015-16
Estimated value of contracts remaining to be executed on capital account (net of advances)	1,676.06	947.46
Other Commitments	NIL	NIL

36. CONTINGENT LIABILITIES

Particulars	2016-17	2015-16
Claim against the company not acknowledged as debt (net of amounts paid):		
- Excise duty	300.55	301.28
- Income Tax	25.43	25.43
- Others	1,069.86	249.78
Guarantee given by Banks	70.00	62.00
Letter of Credits	190.70	375.25

36.1 Above claims are likely to be decided in favour of the company, hence not provided for.

37. FOREIGN CURRENCY EXPOSURE OUTSTANDING (HEDGED AND UN-HEDGED) AS AT THE YEAR END:

a) Foreign Currency Exposure hedged by Forward Exchange Contract

Nature of Exposure	Underlying Risk Coverage	Currency	2016-17	2015-16
FCNR (B) Demand Loan	USD/INR	USD	15.00	7.53

b) Un-hedged Foreign Currency Exposure

Nature of Exposure	Underlying Risk	Currency	2016-17	2015-16
Trade Receivable	USD/INR	USD	1.38	1.88
Trade Receivable	AUD / INR	AUD	-	0.39
Trade Receivable	EURO / INR	EURO	-	0.27
Other Payable	EURO / INR	EURO	0.04	0.03
Other Payable	USD / INR	USD	0.06	0.12
Trade Payable	USD / INR	USD	-	2.62
FCNR (B) Demand Loan	USD / INR	USD	0.07	7.53
Letter of Credit	USD / INR	USD	2.90	5.66

Notes to Financial Statements for the year ended 31st March, 2017

- 38.** As the Company's business activity falls within a single segment viz. 'Paper', the disclosure requirements of Accounting Standard 17 "Segment Reporting" is not applicable.
- 39.** The CDR-EG in its meeting held on June 01, 2012 has approved CDR Package (cut off date being July 01, 2011) of the company. CDR has been implemented successfully. The company has exited from this CDR package wef 1st July, 2016. The company as per the terms and conditions of the CDR Package, has paid an amount of ₹ 73.04 lacs as "Recompense amount" to the Consortuim members and has been disclosed as Exceptional Item in the Statement of Profit and Loss Account.

40. EXPENDITURE ON RESEARCH AND DEVELOPMENT

Amount (₹ in Lacs)

Particulars	2016-17	2015-16
Capital Expenditure	NIL	NIL
Revenue Expenditure	44.76	17.72

41. Disclosure in terms of AS 28 (Impairment of Assets)

Recoverable amount of the assets or the recoverable amount of the cash generating unit to which the asset belongs is not less than the carrying amount; hence no provision is required on account of impairment of assets as on the date of Balance Sheet.

42. Disclosure in terms of AS 29 (Provisions, Contingent Liabilities and Contingent Assets)

The Company has recognised contingent liabilities as disclosed in Note no 36 above and as such no provision is required to be made. No provision was outstanding as at the beginning and at the end of the period.

- 43.** Confirmation of balances with sundry debtors/creditors, loans and advances and other parties have not been received in few cases.

- 44.** Trade Receivables and Capital Advance include ₹173.86 lacs and ₹54.48 lacs respectively outstanding for more than three years and/or under litigation. Management is confident that entire amount is realisable hence the same has been considered as good and no provision is required.

- 45.** Disclosure of Specified Bank Notes (SBN) held and transacted during the period from 08/11/2016 to 30/12/2016 in terms of Notification no. G.S.R. 308(E) dated 30th March, 2017 issued by the Central Government of India is as under:

Particulars	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	86.15	-	86.15
(+) Permitted Receipts	-	22.36	22.36
(-) Permitted Payments	-	20.87	20.87
(-) Amount deposited in Banks	86.15	-	86.15
Closing cash in hand as on 30.12.2016	-	1.49	1.49

Notes to Financial Statements for the year ended 31st March, 2017

46. The Company has not accepted any deposit under Section 73 or Section 76 of the Companies Act, 2013 (the Act) read with the Companies (Acceptance of Deposit) Rules, 2014 during the year. However, the Company had accepted deposits in earlier years in compliance of provisions of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposit) Rules, 1975 which, pursuant to Section 74 (1)(b) of the Companies Act, 2013, need to be repaid within one year from April 1, 2014 (i.e. by March 31, 2015) or on the date on which such payments are due, whichever is earlier. On application by the company, the Company Law Board, vide its Order dated 27.05.2015, has extended the time for repayment of such deposit till due date, in terms of Section 74 (2) of the Act. The company has paid the deposits matured during the year and there are no deposits as at the year end.

47. The details of proceeds and utilisation of preferential issue of warrant/equity share, issued during the year, is as under:

Particulars		2016-17	2015-16
Unutilised Balance as at the beginning of the year		419.14	-
Proceed of preferential issue		-	801.38
Total Funds	(A)	419.14	801.38
Utilisation:			
- CAPEX in CDR		77.28	226.72
- Expenditure on New Pulp Mould Project		341.86	155.52
- Long Term Working Capital			-
Total Utilisation	(B)	419.14	382.24
Unutilised Balance as at the Balance Sheet date	(A - B)	-	419.14

48. Previous year's figures have been reclassified / regrouped wherever required in order to make them comparable with those of current year.

As per our report of even date

For **Kapoor Tandon & Co.,**
Chartered Accountants
Firm Reg. No. 000952C

Devendra Swaroop Mathur

Partner

M. No. 082570

Camp: Lucknow

Dated: 27th May, 2017

For and on behalf of the Board of Directors

Ved Krishna
Managing Director
DIN: 00182260

Anil Kumar Gupta
Chief Financial Officer

Jagdeep Hira
CEO & Executive Director
DIN: 07639849

Sachin Kumar Srivastava
Company Secretary

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

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	
--------	--	------------	--	-----------	--	---------------	--

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



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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):		E-mail ID:	
Registered address:		Folio No./ *Client ID:	
		*DP ID:	

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*	
Ordinary Business		For	Against
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 Jhunjunwala (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 the 42nd AGM of the Company to be held for the FY 2021-22 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.

CORPORATE INFORMATION

Board of Directors

Mr. Kaikobad Dorab Pudumjee, Chairman (Independent)
Mr. Ved Krishna, Managing Director (Promoter & KMP)
Mr. Jagdeep Hira, Joint Managing Director (KMP)
Mr. Narendra Kumar Agrawal, Director Works (KMP)
Mrs. Kimberly Ann McArthur, Non-Independent Director (Promoter)
Mrs. Manjula Jhunjunwala, Non-Independent Director (Promoter)
Dr. Indroneel Banerjee, Independent Director
Mr. Gyanendra Nath Gupta, Independent Director
Mr. Jaideep Narain Mathur, Independent Director
Mr. Atul Kumar Gupta, Independent Director
Mr. Imanul Haque, Independent Director

Chief Financial Officer (KMP)

Mr. Anil Kumar Gupta

Company Secretary & Legal Head (KMP)

Mr. Sachin Kumar Srivastava

Bankers

State Bank of India
United Bank of India
Oriental Bank of Commerce
Union Bank of India
UCO Bank

Secretarial Auditor

Mr. Adesh Tandon
Company Secretary
Adesh Tandon & Associates
'Kan Chambers', Room No. 811
14/113, Civil Lines,
Kanpur - 208 001

Cost Auditors

Mr. Rakesh Misra
Cost Accountant
122/314, Shastri Nagar,
Kanpur - 208 005

Current Statutory Auditors

Kapoor Tandon & Co.
Chartered Accountants
24/57, Birhana Road,
Kanpur - 208 001

Proposed Statutory Auditors

CNK & Associates LLP
Narain Chambers, 5th Floor
M.G Road, Vile Parle (E)
Mumbai - 400057

Legal Advisor

Mr. Madan Mohan Pandey
Additional Advocate General - U.P.
Balrampur House, Rekabganj,
Faizabad 224001

Registered Office

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

Works and Corporate Office

Yash Nagar,
Faizabad 224135, Uttar Pradesh
Phone: 05278 208900-01
Fax No: 05278- 258062
Website: www.yash-papers.com
Email: info@yash-papers.com

Registrar and Share Transfer Agent

Skyline Financial Services Pvt. Ltd.
D-153/A, 1st Floor
Okhla Industrial Place Phase - 1,
New Delhi 110020
Phone: 011-26812682- 83
Fax: 011-26292681
Email: admin@skylinerta.com



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