

7/Govt/SE-11
28th September, 2018

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

Dear Sir,

Reg: Annual Report 2017-18

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year 2017-18 as approved and adopted by the Members at the 38th Annual General Meeting of the Company held on Saturday, 22nd September, 2018 started at 01:00 P.M. and concluded at 01:45 P.M. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur – 208 002, Uttar Pradesh, India, as per the provisions of the Companies Act, 2013

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 2017-18

Highest ever!

(its just the beginning)





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 produce/publish 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 our 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.

**“The beginning is
most important
part of the work.”**

-Pluto

**At Yash Papers it's the beginning
of an exciting journey, a journey
of consistent outperformance
and creating a new high every day.**



"An ounce of performance is worth pounds of promises"

-Mae West

A journey defined by...



A journey that helped Yash Papers to report the best-ever performance in its existence, a foundation of continuous outperformance.

We could have been happy following what others were doing and get lost in the clutter.

Instead, we focused on the path less travelled.

We focused on specialized products having a niche market and better realizations.

We focused on investing in R&D to create products that would reduce non-biodegradable waste and make the world a better place.

We focused on enhancing efficiency to drive profitable growth in the organization.



Our achievement: We reported 3.11% and 44.94% increase in paper and pulp production respectively, driving our turnover growth of 9.99%, operating profit surge of 102.06% and net profit increase of 60.27% - the best ever in the history of Yash papers.

And we believe that this is just the beginning of superior performance.

Continuous improvement of our operations is helping us in consistent outperformance.

We believe that the key to succeed in a highly competitive environment is to drive operational discipline.



We automated the complete operations of the pulp mill which helped us in enhancing quality on one hand and enhance productivity on the other.

We enhanced the production capacity of PM3 by 785 MT (4.30%) tonnes during this year.

We focused on new variants, enhanced quality of the existing, which helped us in strengthening our average realisations.

We optimized raw material consumption through reengineering the input mix without compromising the output quality; reduced power consumption; initiated cost saving measures in waste management which significantly saved cost.



Our achievement:
our initiatives not just helped us in reporting a strong topline growth, but also helped us in reporting a strong profitable growth during the year under review.

At Yash Papers, reinventing ourselves continuously is the basis of our sustainable growth.



The core of our business is creating a differentiated business model on one hand and being responsible on the other. While wood-based pulp was an easy option to make paper, we focused on making pulp from bagasse (a byproduct of sugarcane).

We identified that one of the major reasons for environmental pollution is plastic bags. At Yash Papers, we focused on manufacturing paper bags. We tied up with a Swedish technology provider to ramp up our technical edge.

We focused on introducing new grades for the market. We paved the way for entering the colour wrapping segment.

We enhanced quality, ramped up capacity and enhanced capacity utilization.

Our achievement:
Demand for our material for making paper bags grew month-on-month basis in 2017-18; Detpak, one of the major paper bag producers in the world, became our customer.



**At Yash Papers,
the beginning of a new era
came with making products
that are suitably poised
towards one's health and
environment.**



**Eating hot food from plastic
tableware is highly carcinogenic.
Besides, even the first plastic plate
thrown on earth is yet to decompose
and is causing environmental
catastrophe across the world.**



We noticed that use and throw tableware segment has a significant market opportunity, especially among people travelling in train for overnight journeys, people eating at the food stalls and even among various recreational events where food is served in styrofoam tableware.

Located at the heart of UP, sugarcane residue sourcing was easy for us. We used them to create compostable tableware in different shapes and sizes. We kept the natural colour to avoid bleaching chemicals, thus Chuk was born.

We invested Rs 62.33 crore to build a state-of-the-art plant for manufacturing compostable

tableware. We commenced commercial production of our tableware plant on 2nd January 2018 and in a brief span of three months, we achieved a capacity utilization of 30%. Our target: achieve 60% capacity utilization in 2018-19.

This is not all. Our research team created egg trays from sludge and pellets from pith.

The right balance between profitability and responsibility is at the core of the Company.



Owing to our concern of being responsible to the earth, we invest regularly in initiatives to reduce emission, recycle water and decrease our carbon footprint.



We saved electricity consumption; we installed technology to virtually consume zero fresh water at two of our plants, we improved emission quality through better sedimentation and clarification of recycled water; in short, we continuously cared for our environment.

Our achievements:
During 2017-18,
our fresh water
consumption reduced
by 8.38% and we could
save 4,027 tonnes
of CO2 emission. We
emerged as India's
first B Corporation
aiming to be
profitable as well
responsible to the
environment.



Yash Papers.

India's leading packaging solutions producer.

Innovative. Intuitive. Integrated.



- Founded by Mr. KK Jhunjhunwala in 1981
- Respected in the country for machine-glazed varieties of paper
- Manufactures MG wrapping papers in brown and white varieties
- Located in Faizabad, Uttar Pradesh, in the middle of the country's sugarcane production hub, facilitating ease of key raw material sourcing (bagasse)
- Vertically integrated - paper manufacturing capacity of TPA complemented by 130 TPD pulp manufacturing, 145 MT BD chemical recovery and 8.5 MW power generating capacities (two plants having extraction-cum-condensing turbines and rice husk-based FBC boilers)
- Shares listed on the BSE Limited



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 thought & decision
- 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 knowledge and the real wisdom of groups.



Numbers that define Yash Papers

74%
Revenue CAGR

between 2012-13 and 2017-18

92%
EBIDTA CAGR

between 2012-13 and 2017-18

45.06%
Promoters' holding

as on 31st March 2018

3.39%
Bodies Corporate holding

as on 31st March 2018

Rs 238.79 crore
Market capitalization

as on 31st March 2018



Message from the Chairman

Dear Shareholders,

Innovation. Improvisation. India-made.
These are the three 'I's which are helping Yash Papers to emerge as one of the distinctive organizations in the country with a clear focus on creating value for all the stakeholders associated with the Company.

This philosophy helped the Company carve out a solid performance in 2017-18 with an optimism to report yet another year of profitable growth where the percentage increase in the bottom line will outperform the Company's topline growth.

I am extremely confident that Yash Papers, with its strong research led innovation, will carve out a niche in its sector. The Company will continue to focus on products that have positive impact on the environment and will also continue to create immense profit and pleasure for its shareholders.



The country witnessed the biggest reform in the indirect tax system post-independence in the form of goods and services tax – an initiative towards ‘one country, one tax’ system. The implementation resulted in enhanced efficiency in supply chain which greatly benefitted the industry. Besides, it created favourable environment for exporting paper, and incentivizing the manufacturers through input tax credit. GST on imported paper also created a positive impact for domestic manufacturers.

The government has been extremely proactive in creating a favorable business environment in the country. Financial inclusion of people, Jan Dhan Accounts, increased use of digital payment, tax reform and favorable FDI policies among others helped the country in an improved position in Ease of Doing Business rankings and Global Competitiveness Index.

The government’s continuous efforts towards infrastructural building, enhancing farmers’ income and driving overall prosperity are helping in motivating consumption expenditure in the country that has a positive impact on the country’s packaging sector. Besides, the increasing literacy rate in the country is expected to create demand for more paper products.

The Company is positioned attractively to capitalize on the impacts of economic up cycle. I am extremely confident that Yash Papers, with its strong research led innovation, will carve out a niche in its sector. The Company will continue to focus on products that have positive impact on the environment and will also continue to create immense profit and pleasure for its shareholders.

With a strong team at the helm, the Company is well on the path of a sustainable growth in the coming years.

Regards,
K.D. Pudumjee
Chairman



'Being responsible is the mantra for Yash Papers.'

Dear friends,

Our conscious effort in the last few years has been on creating a differentiated organization. What differentiates us is our focus on value over volume and further create a niche spot for our service where very few from the organized sector is present. Historically, paper is considered as an environment-polluting industry. But at Yash Papers, we looked at creating a paper company which has a positive impact on the environment. So, we embarked on initiatives that replace traditional environment polluting products with innovative highly compostable natural products.

The year 2017-18 emerged as one of the important years for the Company. We concentrated on initiatives that significantly reduced emission as well as discharge from the plant. With these initiatives, we reduced fresh water consumption, while increasing our paper and pulp production.

Chuk reported a strong reception from the market within 3 months since its launch. Considering the impact of increasing plastic waste both on land as well as in oceans, Chuk is an honest initiative to address this issue, besides producing healthier utensils to eat from.

Our paper business flourished magnificently in the past year. We took several cost saving initiatives that helped us in reporting a profitable growth. We continued to introduce innovative products into the market that were received well and now comprise around 1.36% of the revenues of the paper segment (from products launched in the last three years). We continued to reduce fresh water consumption and two of our units now consume zero fresh water. We are extremely optimistic about our paper business which reported a 4.30% increase in average realizations, along with a growing volume which helped us perform better than the year before. We tied up with a Swedish company to source the latest technology for manufacturing paper for bags. We are confident that this will further strengthen our product offerings in the paper bags segment in the market.

Our paper company has one of the strongest R&D teams within its industry space that is constantly working towards creating innovative products, the egg trays, for instance, from sludge generated at the plants as well as pellets from pith. We are reasonably optimistic that these will further open up new business segments for the company.



During the year under review, we emerged as India's first B Corp buttressing our commitment towards creating a profitable business which also cares for the environment. As a B Corporation and leader of the emerging economy we believe in the following:

- We are the change we want to see in the world
- Our business values the people, land and water
- Our products, processes and business do not harm but benefit the society.

We continued to contribute to our immediate society through the corporate social responsibility initiatives of the Company. We identified the key problems affecting the lives of people and took initiatives to resolve them. For instance, we installed hand pumps to make sourcing water easier for the villagers, provided blankets to the needy citizens in the winters, and recruited local people for the vacant apprenticeship positions in our units to provide better livelihood to the villagers in our neighbouring areas.

Yash's key focus areas

Clutter-breaking business model

Create presence in the niche segments with innovative products

Create wealth from waste

Care for the environment

Grow along with the society

At Yash Papers, we will continue to venture into areas that are niche, innovative, add value and at the same time are responsible to the environment and the society at large. We will continue to open up new business opportunities that will help us in driving the bottomline. We firmly believe that we are suitably poised to create such a distinctive identity for ourselves.

Warm regards
Ved Krishna
A shareholder



“This year has been one of the key milestones in the exciting journey of Yash Papers”

Jagdeep Hira, Joint Managing Director and CEO reviews the performance of the Company and chalks out its strategic plan in the coming year.

How would you appraise the Company's performance in 2017-18?

The year 2017-18 is perhaps the best year in the history of Yash Papers. We reported a topline growth of 9.99% whereas our EBIDTA and PAT reported a growth of 27.83% and 60.27% respectively over 2016-17. Our margins also strengthened during the year under review – EBIDTA margin improved 3% bps while our PAT margin strengthened 2% bps.

What were the reasons for this growth?

This growth can largely be attributable to the operational efficiency initiatives we have been painstakingly undertaking for the last few years. The year saw paper production growth by 3.11% while our pulp production reported a 44.94% growth during the year under review. Besides, we continued to work on cost saving initiatives. We reduced using of fresh caustic by 50% through the implementation of bleach booster; Reduced COD in effluent by around 25%.

What were the other corporate developments which are expected to impact the Company's performance in the coming years?

There were a number of things that kept us busy during the year under review:

- Enhancing the production capacity of PM3 by 785 MT (4.3%) tonnes during this year
- Developed Six new grades in the paper segment. The products were well accepted in the market and we expect strong traction in the coming year

- We developed two new qualities for paper bags which resulted in increasing our monthly orders
- World's largest bag manufacturer added to customer portfolio - detpak
- We developed six new products for the exports market. We are entering into the colour wrapping segment which has a strong demand from both the domestic and international markets
- Fully automizing the pulp plant helped us minimising the feed volume variation by automation, resulting into regular feed of chemicals synchronised to feed volume resulting in constant quality of pulp and hence the consistent paper quality. This has resulted in lower cost of chemical consumption and retention of fiber strength as well.
- We continued to strengthen our quality parameters which helped us in getting better realization for our products
- Commenced commercial production of Chuk products and achieved 30% capacity utilization within the first three months. The commercial production of the plant started on 2nd January 2018

Yash Papers has always positioned itself as a responsible company, towards environment and society. It is not just limited to the Company's CSR activities but also encompasses the core business operations.

During the year under review, the Company took the following initiatives to strengthen environment sustainability –

- Adopted new sedimentation technology which helped two of our manufacturing units to bring down fresh water intake to near to zero
- We invested in infrastructure to store 100% of our bagasse in wet condition helping us in increasing yield, reducing shade variation and deterioration of bagasse.
- Undertook various initiatives to reduce electricity consumption
- Reused of process water for wet storage of bagasse

All these initiatives were the result of our commitment to carry out business in a responsible manner – an initiative which helped us in emerging as India's first B Corporation.

Tell us about Chuk.

Chuk is another initiative of Yash Papers directed at creating sustainable solution for the earth. With the growing disposable income, we are noticing the growing usage of use and throw utensils made of plastics. Plastic is not only detrimental to health but possesses significant environment hazard for reasons known to all. Chuk, made from sugarcane residue is completely compostable and is a perfect replacement for the plastic utensil. Coming from an organized manufacturer, stringent quality measures are followed for production of this product that make the brands highly acceptable by consumers across the country.

With a clear focus on promoting the food packaging Industry and also being innovative in bringing new products for the betterment of the planet, the Company's aim is to serve food industry with ecofriendly and compostable product.

Chuk is a new and innovative product with its USP of natural color without any chemical bleaching, and is recyclable and compostable.

How are you planning to strengthen the Company's operations in the coming year?

The following are the corporate priority for the coming year:

- Strengthening the water treatment plant with new technological Installations resulting in enhanced efficiency by 5%
- Redesigning PM # 3 to manufacture high strength bag paper to enhance productivity by 30%
- Innovating for use of lime sludge in solid waste generation for in-house consumption
- Innovative manufacturing of rice husk ash for high-end market
- New product development in Chuk for Indian Railways

What is your message to the shareholders?

This is an exciting time for Yash Papers. The overall market sentiment is extremely positive and our products have been accepted graciously in the market. Our focus on quality is helping us in improving our overall realization while our cost saving initiatives are driving our profitability. We will be focusing on further enhancing our capacity utilization in both pulp and paper to ramp up overall volumes. We are confident that we will continue to strengthen the value of our shareholders in the near future.

Key business drivers



Raw material sourcing

Being at the heart of the sugarcane belt, the Company procures bagasse, its key raw material, at a cost-effective manner. The Company sourced 124368.91 tonnes of bagasse, comprising 100% of its requirement within 60 kms from its plants. The Company created wet plant for better storage of bagasse.

Raw material cost as % of revenues: 2016-17: 28.71% | 2017-18: 31.04%



Manufacturing excellence

The Company is known for its quality and production efficiency. During the year under review, the Company enhanced paper plant production by 3.11%. The Company's various initiatives helped in achieving 94% capacity utilization in paper manufacturing.

Operating cost as % of revenues: 2016-17: 94% | 2017-18: 89%



Strengthening product portfolio

The Company works diligently to introduce new products. During 2017-18, the Company launched four new products. It also introduced compostable tableware under the brand Chuk during the year under review. The Company will be entering the colour wrapping segment going ahead.

Revenue from products launched in this year: 1.36%



Service excellence

The Company rigorously works on improving quality. The quality control team with the help of R&D team helped in enhancing product quality which resulted in better realisations.



Expanding reach

We widened our reach during the year in new markets and also added new customers. Our professionals regularly meet our customers to update them about our product portfolio. We are exporting to 6 key geographies in the world.

International presence: 2016-17: 13 countries | 2017-18: 24 countries



Best HR practices

Our company has evolved over time to lay a strong foundation however it needs continuous attention not to slip into the cultures that are common and falter into ego led hierarchies which do not enable creativity, diversity and true joy.

We work towards a variety of systems and practices to ensure we keep learning and building in the direction of a truly blissful and performance led organisation.



1,12,331

Trees saved



8,53,540

Tonnes of coal saved



239 mn litre

Reduction in fresh water consumption (mn litres)



81,08,700

**Pieces of egg trays produced;
conversion of waste into value**



Management discussion and analysis

Global economic overview

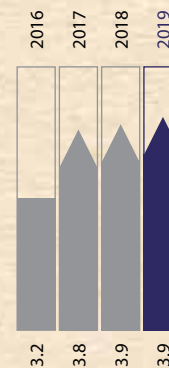
World growth strengthened in 2017 to 3.8 percent, from 3.2 per cent reported in 2016, with a notable rebound in global trade. It was driven by an investment recovery in advanced economies, continued strong growth in emerging Asia, a notable upswing in emerging Europe, and signs of recovery in several commodity exporters. The advanced economies reported 2.3% compared to 1.7% in 2016 while the emerging economies reported 4.8% growth compared to 4.4% in 2016.

Global growth is expected to be at 3.9 percent in 2018 as well as in 2019, supported by strong momentum, favorable market sentiment, accommodative financial conditions, and the domestic and international repercussions of expansionary fiscal policy in the United States. The partial recovery in commodity prices should allow conditions in commodity exporters to gradually improve.

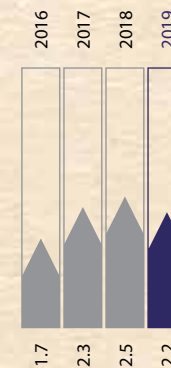


Growth of the world economy (%)

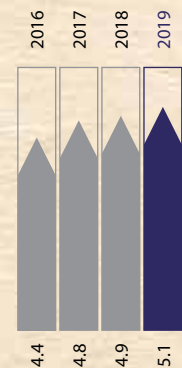
World output



Advance economies



Emerging economies



Source: WEO, April 2018 | P – Projected

Review of the Indian economy

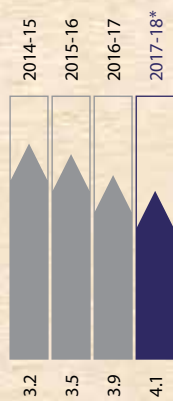
The Indian economy continues to be one of the major economies in the world. It reported a growth of 6.6% during 2017-18, slowed from 1% growth reported in 2016-17. The slowdown was largely attributable to the implementation of the country's biggest indirect tax reform in the form of goods and services tax which impacted the economic activities during the first half of the year.

The Gross Value Added (GVA) at constant basic prices is expected to grow at the rate of 6.1 percent in 2017-18 as compared to 6.6 percent in 2016-17. Similarly, agriculture, industry and services sectors are expected to grow at the rate of 2.1 per cent, 4.4 per cent, and 8.3 per cent respectively in 2017-18.

The improved business scenario in the country is providing a strong optimism regarding the country's growth. IMF expects that the country will report a growth of 7.4%, consolidating the position of world's fastest-growing economy. The economy is expected to grow further in 2019-20 by reporting a GDP growth of around 7.8%.

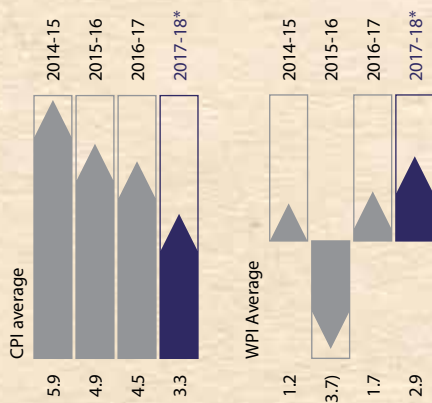
Key economic metrics

Fiscal deficit (% of GDP)



*Budget estimates

Inflation (%)



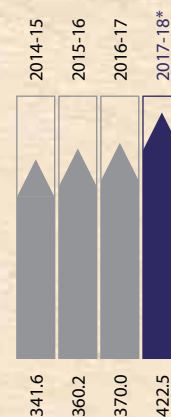
*Budget estimates

Export growth (%)



*Budget estimates

Forex reserves (US\$ bn)



*As on 30th March 2018



Global paper industry

The world paper output increased 0.8% y/y to 410 million tonnes in 2017. Asia accounts for the bulk of the market with near half global output (and consumption) of paper and board.

Being constantly challenged by the electronic media, the paper sector has reasons to be optimistic in 2018 after significant capacity withdrawals continued throughout the industry in recent years. More specifically, in North America, the US paper market is benefiting from a positive impact from USD weakness on industry trade, and also from higher import duties for imports from Canada.

[Source: Euler Hermes, Care Ratings]

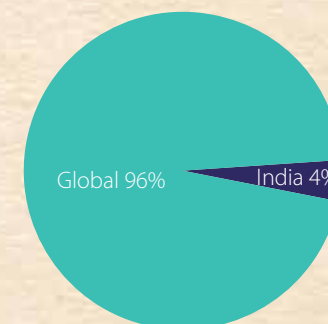
Globally, over 400 million tonnes of paper and paper products are consumed. The world's three largest paper producing countries are China, the United States, and Japan (these three countries account for approximately half of the world's total paper production), while India accounts for a small but growing share of the global market. The global paper and pulp mills industry has contracted slightly over the past five years, primarily due to the shift to digital media and paperless communication across most developed economies. However, demand in emerging markets has partially offset the decline by driving increased demand for paper used in packaging materials.

Indian paper industry

India produces many varieties of papers, namely, printing and writing paper, packaging paper, coated paper and some speciality paper. Under printing and writing paper, varieties include cream wove paper, super printing paper, maplitho paper (non-surface and surface size), copier paper, bond paper and coating base paper and others. The varieties under packaging paper are kraft paper, boards, poster paper and others. The other varieties under coated paper are art paper/board, chromo paper/board and others. There are approximately 600 paper mills in India, of which twelve are major players.

According to an ASSOCHAM research paper, Indian paper industry is poised to grow and touch 25 million tonnes in 2019-20 from 20.37 million tonnes in 2017-18, reporting an annual growth rate of 10% per annum. India has emerged as the fastest growing market when it comes to consumption, posting 10.6% growth in per capita consumption of paper in 2017-18. However, India's per capita paper consumption is way below the global average as well as the developed nations.

India's share in the global market



Per capita consumption of paper (kg)



[Source: IPMA, Industry, CARE Ratings]

Why the industry is poised for growth...

Rising income level:

The last decade witnessed rapid progress in the country's economy. The country's per capita income increased from Rs 71,607 in FY12 to Rs 1.13 lakhs in FY18, driving consumption in the country. The per capita private final consumption expenditure also rose from Rs. 40,250 in FY12 to Rs.68,049 in FY17 at a CAGR of 11.1%. The growth in country's per capita GDP in turn has increased the disposable income of the populace, ultimately driving the country's consumption.

Growing and young population:

India is expected to be the most populous country in the world by 2024, surpassing China. The growing population is also driving the earning population between the age group of 15-60 years. The proportion of Indian populace in the age group of 15-64 years increased from 55.4% in 1991 to 66.2% in 2016 (Source: CIA – The World Factbook). Considering the large size of the Indian population,

the lower median age implies a higher number of working people, thereby clearly outlining the immense earning as well as spending potential of the Indian populace. Taking into account the age group below 25 years being one of the highest spending age group, the current age dynamics are expected to boost the retail sales in India. The median age of India is 26.7 years, one of the lowest globally in comparison to 37.2 years in the US, 45.8 years in Japan and 36.3 years in China.

Widening spread of education and increase in literacy rate:

Growing number of colleges and educational institution, rising enrolment numbers, rising literacy (continued government spending on education through the Sarva Shiksha Abhiyan) are expected to lead to an increased expenditure on textbooks, notebooks and other assorted paper products, thereby producing demand. Additionally, with higher literacy levels, circulation of other print media like newspapers is also expected to grow

Growing newspaper readership:

According to the Indian Readership Survey 2017 (IRS 2017), newspapers added more than 110 million new readers since the last survey in 2014. Around 39 per cent of the population (above 12 years of age) read newspapers (all India). The bulk of this new readership has come from rural India. In urban and rural India, 53 and 31 per cent consumed newspapers respectively. Growing readership is expected to drive demand for newspapers in the country.

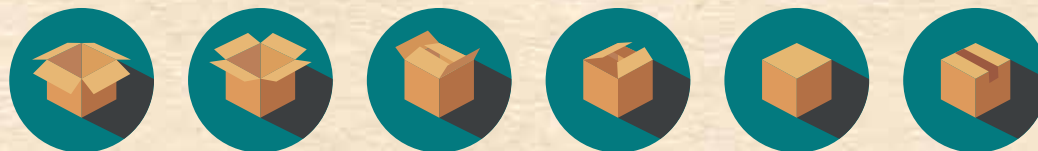
e-commerce:

E-commerce is playing a significant role in driving the country's demand for paper required for packaging and billing. The top two ecommerce giants in the country consume around 1200-1400 tonnes of paper that goes in making boxes and printing bills. India's paper demand growth of around 6-7% per annum is largely driven by growth from the e-commerce players (demand growing by around 15% per annum).



The top two ecommerce giants in the country consume around 1200-1400 tonnes of paper that goes in making boxes and printing bills.

The Indian packaging market



The attributes, like light weight, biodegradability, and recyclability, are the advantages of paper packaging that make them essential components in today's modern life. Paper packaging is a versatile and cost-efficient method to protect, preserve, and transport a wide range of products. In addition, it can be customizable to meet the customer or product-specific needs.

The Indian packaging industry, with a turnover of USD 24.6 billion and a growth rate of 13% to 15% annually, is expected to reach USD 32 billion by 2020. The growth of the Indian packaging industry is heavily influenced by changing demographics such as growing urbanization and the rising proportion of middle class consumers. These changes drive the need for new packaging formats, such as different sizes, materials and strength.

The Indian packaging industry comprises around 4 per cent of the global market. The per capita packaging consumption in India is quite low at 8.7 kg compared to countries like Germany and Taiwan where it is 42 kg and 19 kg, respectively. As the requirement for packaging is rising across sectors with traditional businesses preferring to package products and the retail and e-commerce growing rapidly, the sector is developing at a robust pace. The industry certainly presents potential growth opportunities for new entrepreneurs, and small and medium enterprises.

Global packaging will continue to be strong
In 2017, the global paper packaging market was valued at USD 64.4 billion and is expected to reach a value of USD 82.4 billion by 2023, registering a CAGR of about 4.19% during 2018-2023.



Human capital management

The human capital at Yash Papers plays an important role to drive organizational growth. Company's HR is committed towards drawing the right talent, train those employees, develop their skills and inculcate organizational values in them.

The HR team focuses on defining the roles clearly to the employees to ensure seamless functioning of the organization. During the year under review, the Company conducted 180 man hours of training sessions. The sessions were dedicated to enhancing both functional skills and soft skills. The management also held periodic dialogues with the employees to address issues like leadership development, allocation of key responsibilities driving decision-making capabilities and empowering the members at workplace, among others.

The Company will continue to invest in its human capital to enhance productivity and ensure long-term organizational growth.

The Company's team strength stood at 385 as on 31st March 2018.



Internal control system and their adequacy

In any industry, the processes and internal control systems play a critical role in the health of the company. Yash Papers' 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 such data.



Risks and their mitigation

At Yash Papers, we have created a robust risk management framework. It helps in identifying the key risks associated with each business decision and devices the suitable mitigation measures for them. The Board regularly reviews the policies and scrutinizes the effectiveness of the mitigation measures. The Company operates in a highly competitive industry with higher price volatility. The business is subject to strict government regulations and compliances. Growing emergence of technology is reducing demand for paper while concerns for forest depletion could impact raw material supply in the industry. Besides, effective capacity expansion and acceptance of new products may impact the Company's performance. The Company assesses the industry developments closely and studies the impact of these on its operations. The Company takes adequate measures to minimize the impact of the developments.



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@yashpapers.com | **Website:** www.yashpapers.com

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the Members of Yash Papers Limited will be held on Saturday, the 22nd September, 2018 at 01:00 P.M. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur – 208002, Uttar Pradesh, India to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet, Statement of Profit and Loss together with Statement of Cash Flows and Statement of Changes in Equity in the company for the year ended 31st March, 2018 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. Kimberly Ann McArthur (**DIN:** 05206436), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.
3. To ratify the changed terms & conditions of appointment of CNK & Associates LLP as Statutory Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass, following resolution as an Ordinary Resolution:

“RESOLVED THAT in supersession of earlier resolution passed at 37th Annual General Meeting of the Company held on 2nd September, 2017, 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 fresh terms & conditions for appointment of Statutory Auditors who have furnished the eligibility certificate under Section 141 of the Companies Act, 2013 be and is hereby confirmed as the Statutory Auditor of the Company from the conclusion of ensuing Annual General Meeting till the conclusion of Annual General Meeting to be held in the calendar year 2022 at a remuneration as decided by the Board from time to time plus out of pocket expenses incurred for traveling, lodging and other expenses in connection with conducting the Statutory Audit.”

SPECIAL BUSINESS:

4. To appoint Mr. Pradeep Vasant Dhobale (**DIN:** 00274636) as an Independent Director and in this regard to consider and, if thought fit, to pass, following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Pradeep Vasant Dhobale (**DIN:** 00274636), who was appointed as an Additional and Independent Director of the Company w.e.f. 25th September, 2017, pursuant to Section 161(1) of the Companies Act, 2013 and the

Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 consecutive years i.e. w.e.f. 25th September, 2017 to 24th September, 2022."

5. To appoint Mr. Srinivas Vishnubhatla (DIN: 07274232) as an Independent Director of the Company and in this regard to consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Srinivas Vishnubhatla (**DIN:** 07274232), who was appointed as an Additional and Independent Director of the Company w.e.f. 1st December, 2017, pursuant to section

161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 consecutive years i.e. w.e.f. 1st December, 2017 to 30th November, 2022."

6. To appoint Mr. Basant Kumar Khaitan (DIN: 00459514) as an Independent Director of the Company and in this regard to consider and if thought fit to pass following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Basant Kumar Khaitan (**DIN:** 00459514), who was appointed as an Additional and Independent Director of the Company w.e.f. 19th May, 2018,

pursuant to section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 consecutive years i.e. w.e.f. 19th May, 2018 to 18th May, 2023."

7. To change the terms & conditions of appointment of Mr. Ved Krishna (DIN: 00182260) as a Managing Director of the Company and in this regard to consider and if thought fit to pass following resolution as Special Resolution:

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and provisions of the Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and such other approvals as may be necessary, the terms & conditions of appointment of Mr. Ved Krishna (**DIN:** 00182260) who was appointed as Managing Director w.e.f. 1st August, 2017 for a period of

3 years in the Annual General Meeting held on 2nd September, 2017, be and is hereby revised w.e.f. 1st August, 2018:

- (a) Basic Salary:** ₹ 5,40,000/- per month. Increment will be effective from 1st June each year. However, the Board may increase the salary as may deem fit.
- (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, subject to prior approval of the Board of Directors shall be entitled to perquisites like 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 as applicable from time to time.
- "RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby

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

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

8. To change the terms & conditions of appointment of Mr. Jagdeep Hira (DIN: 07639849) as a Joint Managing Director & CEO of the Company and in this regard to consider and if thought fit to pass following resolution as Special Resolution:

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and provisions of the Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and such other approvals as may be necessary, the terms & conditions of appointment of

Mr. Jagdeep Hira (**DIN:** 07639849) who was appointed as Joint Managing Director & CEO w.e.f. 21st July, 2017 for a period of 3 years in the Annual General Meeting held on 2nd September, 2017, be and is hereby revised w.e.f. 1st August, 2018:

- (a) Basic Salary:** Rs 4,34,432/- per month. Increment will be effective from 1st June each year. However, the Board may increase the salary as may deem fit.
- (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. Jagdeep Hira, subject to prior approval of the Board of Directors shall be entitled to perquisites like 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. Jagdeep Hira 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 as applicable from time to time.
- "RESOLVED FURTHER THAT the Board of

Directors of the Company be and are hereby authorized to vary, modify or alter the terms & 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 and Company Secretary of the Company be and is hereby authorized to all acts and take all such steps as necessary, proper or expedient to give effect to this resolution"

9. To re-appointment Mr. Narendra Kumar Agrawal (DIN: 05281887) as Director Works of the Company on fresh terms & conditions and in this regard to consider and if thought fit to pass following resolution as Special Resolution:

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and provisions of the Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and such other approvals as may be necessary,

Mr. Narendra Kumar Agrawal (DIN: 05281887) who was appointed as Director Works w.e.f. 24th July, 2015 for a period of 3 years in the 36th Annual General Meeting held on 30th July, 2016, be and is hereby re-appointed as Director Works (Wholetime Director) of the Company for a period of 3 years w.e.f. 24th July, 2018 on the following remuneration and terms & conditions:-

- (a) Basic Salary:** ₹ 1,70,686/- per month. Increment will be effective from 1st June each year. However, the Board may increase the salary as may deem fit.
- (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. Narendra Kumar Agrawal, subject to prior approval of the Board of Directors shall be entitled to perquisites like 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. Narendra Kumar Agrawal 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 as applicable from time to time.

"RESOLVED FURTHER THAT remuneration paid from 1st June, 2017 to 31st July, 2018 to Mr. Narendra Kumar Agrawal in pursuance of the recommendation of the Nomination Remuneration Committee and resolution of the Board, be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, modify or alter the terms & conditions of said re-appointment as it may deem fit and as may be acceptable to Mr. Narendra Kumar Agrawal 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 and Company Secretary of the Company be and is hereby authorized to all acts and take all such steps as necessary, proper or expedient to give effect to this resolution"

10. Tore-appoint Mr. Kaikobad Dorab Pudumjee (DIN: 01594401) as an Independent Director and in this regard to consider and, if thought fit, to pass, following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of

the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Kaikobad Dorab Pudumjee (**DIN:01594401**), aged 75 years, who was appointed as an Independent Director and who holds office as an Independent Director up to 31st March, 2019 and being eligible for second term and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to 31st March, 2024.”

11. To re-appoint Dr. Indroneel Banerjee (DIN: 06404397) as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Dr. Indroneel Banerjee (**DIN: 06404397**), aged 44 years, who was appointed as an Independent Director and who holds office as an Independent Director up to 31st March, 2019 and being eligible for second term, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to 31st March, 2024.”

12. To re-appoint Mr. Gyanendra Nath Gupta (DIN: 00027502) as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Gyanendra Nath Gupta (**DIN: 00027502**), aged 87 years, who was appointed as an Independent Director and who holds office as an Independent Director up to 31st March,

2019 and being eligible for second term, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to 31st March, 2024.”

13. To re-appoint Mr. Jaideep Narain Mathur (DIN:06560639) as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Jaideep Narain Mathur (**DIN: 06560639**), aged 55 years, who was appointed as an Independent Director and who holds office as an Independent Director up to 31st March, 2019 and being eligible for second term, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not

liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to 31st March, 2024.”

14. To re-appoint Mr. Atul Kumar Gupta (DIN: 01734070) as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Atul Kumar Gupta (**DIN:** 01734070), aged 67 years, who was appointed as an Independent Director and who holds office as an Independent Director up to 31st March, 2019 and being eligible for second term, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to 31st March, 2024.”

15. To approve the remuneration of the Cost Auditor for the financial year ending 31st March, 2019 and in this regard to consider

and if thought fit to pass the 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 rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the company hereby ratifies the remuneration of ₹ 50,000/- plus out of pocket expenses be payable to Mr. Rakesh Misra, 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, 2019.

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.”

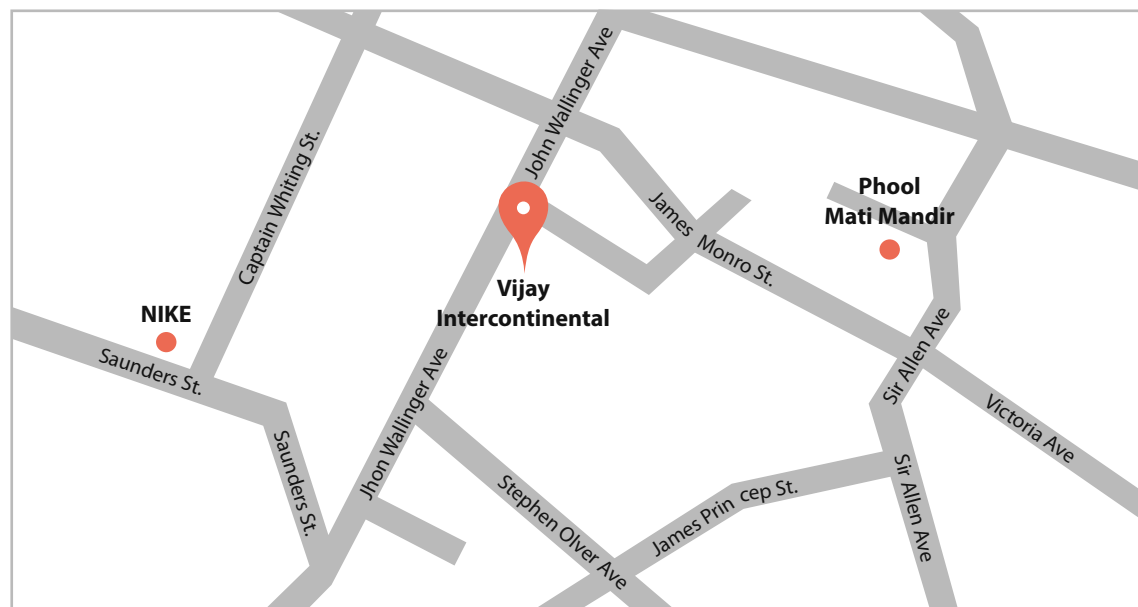
By Order of the Board

Sachin Kumar Srivastava
Company Secretary & Head Legal

Camp : Lucknow

Date : 11th August, 2018

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 may appoint a single proxy and, 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. The holder of proxy shall prove his identity at the time of attending 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 together with the specimen signature(s) of the representative authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. In terms of Section 152 of the Companies Act, 2013, Mrs. Kimberly Ann McArthur (DIN: 05206436) Non-Independent Director (Promoters' Group), retires by rotation at the ensuing Annual 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 38th 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, 15th September, 2018 to Saturday, 22nd September, 2018 (both days inclusive).
11. Members holding shares in electronic form are requested to intimate immediately any change in their address/ email addresses 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), Skyline Financial Services Private Limited at its D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, 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 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.yashpapers.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. cs@yashpapers.com has been designated for the purpose of registering complaints by investor, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) 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. (Registrar and Share Transfer Agent).

22. In accordance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the company is pleased to provide the facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. The instructions for the shareholders for e-voting are as under:

A. In case of Shareholders receiving e-mail from NSDL:

- i) Open email and open the PDF file viz, "YPL e-voting.pdf" with your client ID or Folio No. as password. The said PDF file contains user ID and password for e-voting. Please note that the password is an initial password;
- ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>;
- iii) Click on Shareholder – Login;
- iv) Enter 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 cs@yashpapers.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 19th September, 2018

End of e-voting: Upto 5.00 p.m. IST on 21st September, 2018

E-Voting shall not be allowed beyond 5.00 p.m. of 21st September, 2018. During the e-voting period, Shareholders of the Company, holding shares as on the cut-off date (record date) 17th September, 2018 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, immediately after the conclusion of voting at the AGM, first count the vote cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than 48 hours of the conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour of or against, if any, to the Chairman of the Company or the person authorized by him in writing who shall countersign the same and Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.

28. The results declared alongwith Scrutinizer's Report shall be placed on the Company's website www.yashpapers.com and on the website of NSDL immediately after the result is declared by the Chairman and communicate the same to the BSE Limited, Mumbai.

By Order of the Board



Sachin Kumar Srivastava
Company Secretary & Legal Head

Camp : Lucknow

Date : 11th August, 2018

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

ITEM NO. 4

The Board of Directors in its meeting held on 25th September, 2017, approved the appointment of Mr. Pradeep Vasant Dhobale as an Additional Director (Independent) of the Company w.e.f. 25th September, 2017. The details of Mr. Pradeep Vasant Dhobale as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are as under:

Mr. Pradeep Dhobale is a Director & Operating Partner in Springforth Investment Managers Pvt Ltd. He is actively involved in angel investing and start-up mentoring inter alia through Hyderabad Angels. An alumnus of IIT, Bombay, Pradeep Dhobale was a Wholetime Director of ITC Limited, (a Conglomerate with over 8 billion US \$ in revenues), since January, 2011. He retired in December 2015. He held the responsibility for FMCG businesses of ITC viz Foods, Personal Care, Cigarettes, etc. Prior to this, he held charge for Paperboards & Specialty Papers and Packaging Businesses of ITC, and also represented the Finance & IT Functions on the ITC Board.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

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

ITEM NO. 5

The Board of Directors in its meeting held on 1st December, 2017, approved the appointment of Mr. Srinivas Vishnubhatla (**DIN:** 07274232) as an Additional Director of the Company. The details of Mr. Srinivas Vishnubhatla as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are as under:

Mr. Srinivas Vishnubhatla is a graduate of India's premier defense academy with a wide range of people, process and technology skills and experience in assisting global firms manage risks of globalization, digitization, and complex regulations. Over the last 14 years, he had assisted clients preventing, detecting and responding to incidents and allegations of fraud, corruption, money laundering and other financial misconduct. These engagements span clients in a range of industries in USA and several emerging markets of Asia and Africa.

Prior to his stint KPMG, Mr. Srinivas held various operational and market facing leadership roles in a boutique forensic firm in India, Singapore and USA. Srinivas had also served for 13 years in various leadership positions in a combat arm and honorably retired from the Indian Army. He was seconded from USA Forensic practice to South Africa to assist in building up the anti-bribery and corruption service line. Mr. Srinivas had a post graduate diploma in international trade from Symbiosis Institute of Management Studies, has held the certifications of Certified Fraud Examiner

(CFE), Certified Internal Auditor (CIA) and a Certified Information Systems Security Professional (CISSP).

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

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

ITEM NO. 6

The Board of Directors in its meeting held on 19th May, 2018, approved the appointment of Mr. Basant Kumar Khaitan (**DIN:** 00459514) as an Additional Director of the Company w.e.f. 19th May, 2018. The details of Mr. Basant Kumar Khaitan as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are as under:

Mr. Basant Kumar Khaitan is the Managing Director of W M W Metal Fabrics Limited. Mr. Basant Kumar Khaitan has rich experience of over four decades in the manufacture of engineering products for paper and jute industry. He has also been associated with various other companies.

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

ITEM NO. 7

The Board of Directors in its meeting held on 21st July, 2017, approved the appointment of Mr. Ved Krishna (**DIN:** 00182260) as Managing Director of the Company and further his appointment was approved by the shareholders at the 37th Annual General Meeting of the Company held on 2nd September, 2017.

The Board of Directors in its meeting held on 19th May, 2018 has subject to the approval of the Members, revised the terms and conditions of the appointment including the remuneration as recommended by the Nomination and Remuneration Committee of the Board. The details of Mr. Ved Krishna as required to be given pursuant to the Listing Regulations and Secretarial Standards are given in annexure to this notice.

Mr. Ved Krishna is an 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.

It is proposed to seek approval of the Members u/s 196 and 197 read with schedule V to the Companies Act, 2013 for the revision in terms and conditions of the appointment including remuneration of Mr. Ved Krishna, Managing Director of the Company 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 and 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 Special Resolution set out at Item No.7 of the Notice for approval by the shareholders.

ITEM NO.8

The Board of Directors in its meeting held on 21st July, 2017, approved the appointment of Mr. Jagdeep Hira (**DIN:** 07639849) as Joint Managing Director & CEO of the Company and further his appointment was approved by the shareholders at the 37th Annual General Meeting of the Company held on 2nd September, 2017.

The Board of Directors in its meeting held on 19th May, 2018 has subject to the approval of the Members, revised the terms and conditions of the appointment including the remuneration as recommended by the Nomination and Remuneration Committee of the Board. The details of Mr. Jagdeep Hira as required to be given pursuant to the Listing Regulations and Secretarial Standards are given in annexure to this notice.

Mr. Jagdeep 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 organisations taking the team along with him. He is able to understand, grasp resolve issues due to his deep involvement with the process.

It is proposed to seek approval of the Members u/s 196 and 197 read with schedule V to the Companies

Act, 2013 for the revision in terms and conditions of the appointment including remuneration of Mr. Jagdeep Hira, Joint Managing Director & CEO of the Company 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 and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

The Board commends the Special Resolution set out at Item No.8 of the Notice for approval by the shareholders.

ITEM NO.9

Mr. Narendra Kumar Agrawal was appointed as Director Works (Whole-time Director) w.e.f. 24th July, 2015 for the period of 3 years. The term of office of Mr. Narendra Agrawal expired on 24th July, 2018.

The Board of Directors in its meeting held on 19th May, 2018, approved the re-appointment of Mr. Narendra Kumar Agrawal as Director Works (Whole-time Director) of the Company, subject to the approval of shareholders at their meeting.

The remuneration of Mr. Narendra Kumar Agrawal was approved by Nomination & Remuneration Committee in their meeting held on 19th May, 2018 and subsequently by the Board in its meeting held on 19th May, 2018. The remuneration shall be such as prescribed in the resolution but in no circumstances shall exceed the remuneration as laid down in Schedule V of Companies Act, 2013. The details of Mr. Narendra Kumar Agrawal as required to be given pursuant to the Listing Regulations and Secretarial Standards are given in annexure to this notice.

Yash Papers is blessed to benefit from Narendra's eighteen years of rich experience in projects. His skills have enabled Yash to minimize downtime, enhance production operations, and improve operational efficiencies. He has a Bachelor of Engineering (Mechanical) from MNREC Allahabad in year 1993. In his personal time he enjoys reading and organizing for the care of children and elderly. It is proposed to seek approval of the Members u/s 196 and 197 read with schedule V to the Companies Act, 2013 for the revision in terms and conditions of the appointment including remuneration of Mr. Narendra Kumar Agrawal, Director Works of the Company 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.9 of the Notice.

The Board commends the Special Resolution set out at Item No.9 of the Notice for approval by the shareholders.

ITEM NO.10 to 14

Mr. Kaikobad Dorab Pudumjee, Dr. Indroneel Banerjee, Mr. Gyanendra Nath Gupta, Mr. Jaideep Narain Mathur and Mr. Atul Kumar Gupta were appointed as Independent Directors on the Board of the Company who are not liable to retire by rotation as per Companies Act, 2013 pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing

Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to 31st March, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation of Independent Directors has recommended re-appointment of Mr. Kaikobad Dorab Pudumjee, Dr. Indroneel Banerjee, Mr. Gyanendra Nath Gupta, Mr. Jaideep Narain Mathur and Mr. Atul Kumar Gupta as Independent Directors for a second term of 5 (five) years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Kaikobad Dorab Pudumjee, Dr. Indroneel Banerjee, Mr. Gyanendra Nath Gupta, Mr. Jaideep Narain Mathur and Mr. Atul Kumar Gupta would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Kaikobad Dorab Pudumjee, Dr. Indroneel Banerjee, Mr. Gyanendra Nath Gupta, Mr. Jaideep Narain Mathur and Mr. Atul Kumar Gupta as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Kaikobad Dorab Pudumjee, Dr. Indroneel Banerjee, Mr. Gyanendra Nath Gupta, Mr. Jaideep Narain Mathur and Mr. Atul Kumar Gupta are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received notices in writing from members under Section 160 of the Companies Act, 2013 proposing the candidatures of each of Mr. Kaikobad Dorab Pudumjee, Dr. Indroneel Banerjee, Mr. Gyanendra Nath Gupta, Mr. Jaideep Narain Mathur and Mr. Atul Kumar Gupta for the office of Directors of the Company.

The Company has also received declarations from Mr. Kaikobad Dorab Pudumjee, Dr. Indroneel Banerjee, Mr. Gyanendra Nath Gupta, Mr. Jaideep Narain Mathur and Mr. Atul Kumar Gupta that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Listing Regulations as amended.

In the opinion of the Board, Mr. Kaikobad Dorab Pudumjee, Dr. Indroneel Banerjee, Mr. Gyanendra Nath Gupta, Mr. Jaideep Narain Mathur and Mr. Atul Kumar Gupta fulfill the conditions for appointment as Independent Directors as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Mr. Kaikobad Dorab Pudumjee, Dr. Indroneel Banerjee, Mr. Gyanendra Nath Gupta, Mr. Jaideep Narain Mathur and Mr. Atul Kumar Gupta are independent of the management.

Brief resume of Mr. Kaikobad Dorab Pudumjee, Dr. Indroneel Banerjee, Mr. Gyanendra Nath Gupta, Mr. Jaideep Narain Mathur and Mr. Atul Kumar Gupta, nature of their expertise in specific function areas and name of companies in which he holds directorship and memberships / chairmanships of Board Committees, shareholding and relationship between directors *inter-se* as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended are provided elsewhere in the the Annual Report.

Committees, shareholding and relationships between directors *inter-se* as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of Mr. Kaikobad Dorab Pudumjee, Dr. Indroneel Banerjee, Mr. Gyanendra Nath Gupta, Mr. Jaideep Narain Mathur and Mr. Atul Kumar Gupta as Independent Directors setting out the terms and conditions are available for inspection by members

at the Registered Office of the Company.

This Statement may also be regarded as a disclosure the Listing Regulations as amended.

Mr. Kaikobad Dorab Pudumjee, Dr. Indroneel Banerjee, Mr. Gyanendra Nath Gupta, Mr. Jaideep Narain Mathur and Mr. Atul Kumar Gupta are interested in the resolutions set out respectively at Item Nos.10 to 14 of the Notice with regard to their respective appointments.

The relatives of Mr. Kaikobad Dorab Pudumjee, Dr. Indroneel Banerjee, Mr. Gyanendra Nath Gupta, Mr. Jaideep Narain Mathur and Mr. Atul Kumar Gupta may be deemed to be interested in the resolutions set out respectively at Item Nos.10 to 14 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolutions set out at Item Nos.10 to 14 of the Notice for approval by the shareholders.

ITEM NO.15

The Company is required, under the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014 ('the Rules'), as amended from time to time, to have the audit of its cost records conducted by a cost accountant in practice.

The Board, on the recommendation of the Audit Committee, has approved the appointment and

remuneration of Mr. Rakesh Misra, Cost Accountant, Kanpur as Cost Auditor to conduct the audit of the cost records of the Company, for the financial year ending 31st March, 2019 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 rules made thereunder, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.15 of the Notice for ratification of the remuneration payable to the Cost Auditor, for the financial year ending on 31st March, 2019.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.15 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.15 of the Notice for approval by the members.

By Order of the Board



Sachin Kumar Srivastava

Company Secretary & Head Legal

Camp : Lucknow

Date : 11th August, 2018

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT / APPOINTMENT AT 38TH ANNUAL GENERAL MEETING

Particulars	Mrs. Kimberly Ann McArthur	Mr. Pradeep Vasant Dhobale	Mr. Srinivas Vishnubhatla	Mr. Basant Kumar Khaitan	Mr. Ved Krishna	Mr. Jagdeep Hira	Mr. Narendra Kumar Agrawal
DIN	05206436	00274636	07274232	00459514	00182260	07639849	05281887
Date of Birth	19-05-1974	12-06-1955	29-4-1968	2-8-1954	18-06-1975	17-01-1972	15-04-1971
Date of Appointment	13-02-2012	25-09-2017	1-12-2017	19-05-2018	30-05-1999	22-10-2016	05-10-2012
Education	Master In Communication	Bachelor of Engineering	Post Graduate, CIA, CFE, CISSP	Bachelor of Commerce	Bachelor of Arts	Bachelor of Engineering	Bachelor of Engineering
Occupation	Business	Business	Business	Business	Business	Service	Service
Experience in specific functional areas	Mrs. Kimberly Ann McArthur is passionate about life. She earned a Masters in Communication and built her company Freerange Studios in the USA from a start up to a well known design firm that works on social causes. Kim knows how to communicate. She has a brain that can look at issues and guide as they need to be handled. From experience in running her own business for ten years, she gained business strategic experience combined with her great	Mr. Pradeep Vasant Dhobale has a wide experience in overall Plant Management including functional expertise in Sales, Marketing and Corporate Management	Mr. Srinivas Vishnubhatla is a maverick. He ran away from home to join the Indian army and then spent 13 years serving the nation before deciding to quit and indulge himself in the world of business. Intelligence comes naturally to him. He spent many years working on military intelligence and then rose to the level of Director at KPMG focussing on corporate frauds. He then decided to work on creating his own product to help banks become able to detect	Mr. Basant Kumar Khaitan is the entrepreneur. He is one of the key suppliers to the paper industry and has build a thriving corporation called Wires and Fabrics Limited. Mr Khaitan is one of the sharpest minds we know and brings value to each discussion. He has a keen sense for business and directs our focus towards customers and effective business practices. He has a knack for numbers and is able to find information within data inadvertently.	Mr. Ved Krishna 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 organisations taking the team along with him. He is able to understand, grasp resolve issues due to his deep involvement with the process.	Yash Papers is blessed to benefit from Narendra Kumar Agrawal's 2 decades of rich experience in projects. His skills have enabled Yash to minimize downtime enhance production operations and improve operational efficiencies. He has a Bachelor of Engineering (Mechanical) from MNREC Allahabad in year 1993. In his personal time he enjoys reading and organizing for the care of children and elderly

Experience in specific functional areas	acumen for aesthetics and design. She also has a deep commitment to Yash Papers' CSR efforts.		fraud at an early stage and now runs a start up developing applications for banks. We get a different perspective through his presence.				
Directorship in other Companies	Yash Compostables Limited	1. Hyderabad Angels Forum For Entrepreneurship Development 2. Inner Being Wellness Private Limited 3. Twigly Foods Private Limited 4. Springforth Investment Managers Private Limited 5. SS Fitness Private Limited	Mosaik Risk Solutions Private Limited	1. Thacker and Company Limited 2. Pudumjee Paper Products Limited 3. WMW Commercial Private Limited 4. GKD India Limited 5. WMW Business Private Limited 6. Shree Rani Sati Investment and Finance Private Limited 7. Disha Foundation Association 8. BKM Trading Private Limited 9. WMW Securities Private Limited 10. WMW Mercantile Private Limited 11. W & F Commercial Private Limited	1. Yash Skills Limited 2. Yash Compostables Limited	-	-

Directorship in other Companies	-	-	-	12. WMW Trading Private Limited 13. NEBB Engineering India Limited 14. WMW Metal Fabrics Limited	-	-	-
Membership / Chairmanship of Committees of Listed entities (includes only Audit Committee, CSR Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee)	Yash Papers Limited	-	Yash Papers Limited	1. Thacker and Company Limited 2. Pudumjee Paper Products Limited	Yash Papers Limited	-	Yash Papers Limited
Number of Shares held in the Company	-	-	-	-	1,10,09,950	-	900
Relationship with any Director(s) of the Company	1. Mr. Ved Krishna 2. Mrs. Manjula Jhunjunwala	-	-	-	1. Mrs. Kimberly Ann McArthur 2. Mrs. Manjula Jhunjunwala	-	-

Particulars	Mr. Kaikobad Dorab Pudumjee	Dr. Indroneel Banerjee	Mr. Gyanendra Nath Gupta	Mr. Jaideep Narain Mathur	Mr. Atul Kumar Gupta
DIN	01594401	06404397	00027502	06560639	01734070
Date of Birth	12/10/1942	29/11/1974	23/07/1931	19/08/1963	4/1/1951
Date of Appointment	30/06/2007	8/11/2012	16/05/1994	23/03/2013	15/05/2014
Education	Graduate	B.H.M.S., MD (Hom.)	M.Sc., LL.M, MA	Bachelor of Law	Master of Science
Occupation	Business	Doctor	Service (Rtrd.)	Sr. Advocate	Service (Rtrd.)
Experience in specific functional areas	<p>Mr. Kaikobad Dorab Pudumjee is one of the most inquisitive minds you will ever meet. He is our guiding light. Mr Pudumjee owned and built Pudumjee Pulp and Paper Mills in Pune, India. Pudumjee mills became the frontrunner for specialty paper in the country and brought in numerous path breaking technologies and developments. Mr Pudumjee was in the forefront of the growth. He is well known as a maverick and is extremely particular about details. We say in the board that nothing escapes KDP he keeps us on track. Mr. Pudumjee chairs our board and pushes us for growth and better governance.</p>	<p>Dr. Indroneel Banerjee is the voice of empathy on the Board. His father was one of the founder directors in the company and he has very ably taken up the mantle. Indroneel has a keen brain that provides us with a different perspective and guides us to be better people. He is a practicing Homeopath and loves to help people as much as he can. He remains a guiding force behind all our efforts with nation building.</p>	<p>Mr. Gyanendra Nath Gupta is the most active octogenarian we know. Mr Gupta was the chairman of the Central Board of Direct Taxes in India and he continues to have a thriving practice which he keeps pursuing. He is also an impeccable gentleman always dressed appropriately with a suit and tie. He leads our audit committee and ensures that due attention is paid towards compliance and governance.</p>	<p>Mr. Jaideep Narain Mathur ensures that we understand legal implications of each decision. He is a senior counsel in the Lucknow High Court and has represented the state as the Additional Advocate General for many years. Apart from various other things, he has a passion for horses and remains active with his studs winning the Lucknow Derby regularly.</p>	<p>Mr. Atul Kumar Gupta is one of the brightest minds we know. As an officer in the Indian Administrative Services, he spent many years of his life providing the state with good governance and rose to become the Chief Secretary of the largest state in the country. He left a legacy of being an impeccable officer and a gentleman. He now wishes to spend his time reading and writing books and we await the same. We are fortunate to have him mentor and guide our company.</p>

Directorship in other Companies	Amasht Paper Hygiene Products Private Limited	-	1. Asian Fertilizers Limited 2. Flex Engineering Limited 3. Mridula Consultants Private Limited 4. SMCC Construction India Limited 5. Rivi Fire Fighting Private Limited	-	1. The Pradeshiya Industrial and Investment Corporation of Uttar Pradesh Limited 2. Godfrey Phillips India Limited
Membership / Chairmanship of Committees of Listed entities (includes only Audit Committee, CSR 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	-	780	-	-	-
Relationship with any Director(s) of the Company	-	-	-	-	-

By Order of the Board

Sachin Kumar Srivastava
Company Secretary & Head Legal

Camp : Lucknow

Date : 11th August, 2018

DIRECTORS' REPORT

TO,

**THE MEMBERS OF
YASH PAPERS LIMITED**

Your Directors have pleasure in presenting the 37th Annual Report together with Audited Financial Statements of Yash Papers Limited for the financial year ended 31st March, 2018.

1. FINANCIAL RESULTS

The summarized financial performance of your Company for the financial year 2017-18 as compared to previous year 2017-18 has been as under:

(₹ In Lakhs)

Particulars	Current Year ended 31.03.2018	Previous Year ended 31.03.2017
I. Revenue from Operation	20295.48	18320.76
II. Other Income	228.20	339.32
III. Total Income	20523.68	18660.08
Cost of materials consumed	9550.42	8799.37
Purchase of Stock-in-trade	-	36.51
Changes in inventories of finished goods, work-in-progress and stock-in-trade	(677.65)	300.06
Employee Benefit Expenses	1971.03	1372.31
Finance Cost	1281.06	1466.51
Depreciation and Amortisation Expenses	638.55	672.06
Power & Fuel	3235.59	2447.91
Other Expenses	2308.97	2395.76
IV. Total Expenses	18307.97	17490.49
V. Profit before exceptional items and Tax	2215.71	1169.59
Exceptional Items	-	73.04
VI. Profit Before Tax	2215.71	1096.55
VII. Tax Expenses		
- Current Tax	477.45	202.57
- Deferred Tax	490.28	115.29
- Tax adjustments relating to earlier years	0.01	-

VIII. Profit for the period	1247.97	778.69
IX. Other Comprehensive Income		
(a) Items that will not be reclassified to profit or loss		
(i) Re-measurements of the defined benefit plans Equity Instruments through Other Comprehensive Income	6.29	(27.59)
(ii) Income tax related to items that will not be reclassified to profit or loss	1.83	(9.55)
Total Other comprehensive income for the year	8.12	(37.14)
X. Total comprehensive Income for the year	1256.09	741.55
XI. Earnings per equity share		
1. Basic	3.62	2.42
2. Diluted	3.62	2.37

2. REVIEW OF OPERATIONS

Your Company has achieved a production of paper 36,909 MT (Kraft Paper 19,509 MT and Poster Paper 17,400 MT) and salable pulp of 7,375 MT during the year ended 31st March, 2018 against 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 in the previous year ended 31st March, 2017.

The Company has achieved sales of paper 35,734 MT (Kraft Paper of 18,940 MT, Poster Paper of 16,794 MT) and salable pulp of 7,429 MT during the year ended 31st March, 2018 against sales of paper 36,077 MT (Kraft Paper of 18,798 MT, Poster Paper of 17,289 MT) and salable pulp of 5,015 MT in the previous year ended 31st March, 2017.

The Company has not made any purchase and sales of trading of paper during the year ended 31st March, 2018 against 69 MT in the previous year ended 31st March, 2017.

The Company has achieved production of 81,39,300 pieces of egg tray and sales of 82,28,600 pieces during the year ended 31st March, 2018 against production of 65,15,550 pieces and sales of 68,39,750 pieces in the previous year ended 31st March, 2017.

The Company has achieved a Gross turnover of ₹202.95 crores in the current year ended 31st March, 2018 against ₹183.21 crores in the previous year. Reserves as on 31st March, 2018 stood at ₹37.88 crores as compared to ₹24.96 crores of the preceding year 31st March, 2017.

3. EXPORT

The Company exported 6,201 MT Kraft and Poster Paper (4,094 MT Kraft Paper and 2,106 MT Poster Paper) during the year ended 31st March, 2018 against 5,335 MT in the previous year ended 31st March, 2017.

The Company has not exported any Traded Kraft and Poster Paper during the year ended

31st March, 2018 against 69 MT Traded Kraft and Poster Paper in the previous year ended 31st March, 2017.

4. DIVIDEND

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

5. TRANSFER TO RESERVES

The Company does not propose to transfer amounts to general reserve out of the amount available for appropriation and an amount of ₹2,057.88 lakhs is proposed to be retained in profit and loss account.

6. SHARE CAPITAL

The authorized share capital of the Company was ₹6,000 lakhs divided into 560 lakhs equity shares of ₹10 each and 4 lakhs preference share capital of ₹100 each as on 31st March, 2018.

The paid up Equity Share Capital of the Company as on 31st March, 2018 was ₹3,524 lakhs.

During the year, 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 19th May, 2018 i.e. the date of Boards' Report is ₹3,524 lakhs.

7. DEPOSITS

The Company has not accepted any deposits from public / shareholders in accordance with Section 73 of the Companies Act 2013 read with Rules made thereunder and as such, no amount on account of principal or interest on public deposits was outstanding on the date of the report.

8. INSURANCE

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

9. OUTLOOK

The GST regime is stabilizing and is expected to have a positive influence on the Company's business in the long run. The prices of raw material and packaging material have further increased. The Company will take necessary steps to mitigate this increase.

The Indian economy provides a large opportunity to the Company to market its differentiated products. Higher growth in select global economies could provide a boost to exports. Slower growth of the Indian economy could impact the performance of the Company.

10. 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. The Company started giving paternity leave. Focused employee development through regular training interventions and counseling is a continuing process.

11. INDUSTRIAL RELATIONS

Industrial relations at our plants continued to remain peaceful and cordial throughout the year. Our continuous dialogue with the union and workers representative helped us to improve the industrial harmony and to create a positive work environment. By introducing various new work practices alongwith automation, we have succeeded in boosting manpower productivity. We acknowledge the continued support and cooperation of our employees.

12. CREDIT RATING

The Company had given mandate to Care Ratings Limited to rate its long term and short term debts. The Care Ratings Limited had issued Credit Rating Letter on 15th November, 2017 as detailed below:-

Facilities	Rating	Amount (₹ crore)
Long Term Bank Facilities (Term Loan)	CARE BBB-; Stable (CARE Tripe B Minus; Outlook: Stable)	83.62
Long Term Bank Facilities (Working Capital Facility)	CARE BBB-; Stable (CARE Tripe B Minus; Outlook: Stable)	58.34
Long Term Bank Facilities (Non Fund Based - BG)	CARE BBB-; Stable (CARE Tripe B Minus; Outlook: Stable)	5.54
Short Term Bank Facilities	CARE A3 (A Three)	17.50

Total Facilities: 165 (₹ One hundred and sixty five crore only)

13. 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, 2018 and the date of the report i.e. 19th May, 2018.

14. 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.

15. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has a robust internal control mechanism in place with a Independent Internal Audit team consisting of qualified professionals and system experts. In addition, services of other external qualified professionals and other specialized agencies are availed as part of the process to further

strengthen the effectiveness. Regular internal audits are conducted covering all the offices, factories and key areas of the business to review the internal control systems and compliance thereof, based on the annual audit plan duly approved by the Audit Committee of the Board. The Audit Committee periodically reviews the findings of the Audit team and discusses, the actions taken with the management. In addition, a Compliance monitoring software tool is also in place to capture all applicable statutory compliances online. The Company also has a set of documented Risk Control Matrices for all major functions and no material reportable weakness was observed in the system during the year. The Company follows a comprehensive Budgetary control system. Key performance goals are set for each of the Plants and Business lines. The performance against these goals is monitored and reviewed on a periodic basis and corrective actions as needed are initiated.

16. CORPORATE GOVERNANCE

Your Company reaffirms its commitment to the highest standards of Corporate Governance Practices. Pursuant to Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis, Corporate Governance Report and Auditors Certificate regarding compliance of conditions of Corporate Governance Report which forms

part of this Annual Report also covers the following:-

- a) Particulars of the four Board Meetings held during the financial year under review.
- b) Policy of Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management including, inter alia, the criteria for performance evaluation of Directors.
- c) The manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual Directors.
- d) The details with respect to composition of Audit Committee and establishment of Vigil Mechanism.
- e) Details regarding Risk Management.

17. 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.

18. 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 complaint on sexual harassment during the year under review.

19. 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.

20. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As a part of its initiative under the "Corporate Social Responsibility" (CSR) drive, the Company has undertaken projects in the area of areas of rural development, employment, education, health care, general semantics, sanitation and enhancing vocational skills etc. These projects are in accordance with Schedule VII of the Companies Act, 2013 and the Company's CSR policy.

The CSR Policy of the Company is available under the following link <https://www.yashpapers.com/investors> under the head 'Policies & Programs' on the website of the Company. The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as 'Annexure-1' and forms an integral part of this Report.

21. RELATED PARTY TRANSACTION

During the financial year ended 31st March, 2018, all contracts or arrangements or

transactions entered into by the Company with the Related Parties were in the ordinary course of business and on arm's length basis and were in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Further, the Company has not entered into any contract or arrangement or transaction with the Related Parties which could be considered material in accordance with the Policy of the Company on materiality of Related Party Transactions. The form AOC-2 regarding related party transaction is attached as 'Annexure 2' of this Report.

The details of all related party transactions during the year under review are set out in Note 33 of the financial statements forming part of the Annual Report.

The Related Party Transaction Policy as approved by the Board is available under the following link <https://www.yashpapers.com/investors> under the head 'Policies & Programs' on the website of the Company.

22. DIRECTORS AND KEY MANAGERIAL PERSONNEL

22.1 CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Himanshu Kapoor (DIN: 07926807) was appointed as an Additional Director in the Board Meeting held on 2nd September, 2017 with immediate effect. Mr. Himanshu Kapoor has resigned from the Board w.e.f.

6th November, 2017.

Mr. Pradeep Vasant Dhobale (**DIN:** 00274636) was appointed as an Additional Director (Independent) in the Company in the Board Meeting held on 25th September, 2017 with immediate effect.

Mr. Srinivas Vishnubhatla (**DIN:** 07274232) was appointed as an Additional Director (Independent) in the Company in the Board Meeting held on 1st December, 2017 with immediate effect.

Mrs. Kimberly Ann McArthur (**DIN:** 05206436) 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

The Board has put in place a mechanism for evaluation of its own performance, Committee and Individual Directors. The evaluation of the Board, Committees, Directors and Chairman of the Board was conducted based on the evaluation

parameters such as Board composition and Structure, effectiveness of the Board, participation at meeting, domain knowledge, awareness and observance of governance, etc.

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. The Nomination and Remuneration Policy of the Company is available under the following link <https://www.yashpapers.com/investors> under the head 'Policies & Programs' on the website of the Company.

22.5 FAMILIARISATION PROGRAMME

The Company has put in place an induction and familiarization programme for all its Directors including the Independent Directors. The familiarization programme in terms of provisions of Regulation 46(2)(i) of Listing Regulations is available under the following link <https://www.yashpapers.com/investors> under the head 'Policies & Programs' on the website of the Company.

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, 2018, 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, 2018 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

The details of Board and Committee Meetings are given in Corporate Governance Report forming part of the Annual Report. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of Board of Directors and General Meetings.

25. AUDITORS & AUDITORS' REPORT

25.1 STATUTORY AUDITORS

CNK & Associates LLP, Chartered Accountants, Mumbai, [**Firm Registration No. 101961W/W-100036**] submitted their report for the financial year ended 31st March, 2018. The observations of the Auditors are explained wherever necessary in appropriate notes to the accounts. There is no qualification or adverse remark in Auditors' Report. There is no incident of fraud requiring reporting by the Auditors under Section 143(12) of the Companies Act, 2013.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder, 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 36th AGM till the conclusion of 42nd AGM to be held in the year 2022 subject to ratification at each Annual General Meeting held.

However, the provision relating to ratification of such appointment by the Members at every Annual General Meeting stands deleted w.e.f. 7th May, 2018 by the Companies (Amendment) Act, 2017 and accordingly the said ratification is henceforth not required. The Statutory Auditors 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. Further, your Directors have proposed to change the terms & conditions including remuneration of the Statutory Auditors as set out in the Notice of Annual General Meeting.

25.2 SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed Adesh Tandon & Associates, Practicing

Company Secretaries, Kanpur as the Secretarial Auditor of the Company to undertake Secretarial Audit of the Company for the financial year 2017-18. The Report of Secretarial Audit for the financial year ended 31st March, 2018 is attached as 'Annexure 3' of this Report. There is no qualification or adverse remark in their report.

25.3 COST AUDITOR

Mr. Rakesh Misra, Cost Accountant, was appointed as the Cost Auditor for the financial year 2017-18 to conduct the audit of the cost records of the Company. Mr. Rakesh Misra, Cost Accountant, has been reappointed as the Cost Auditor for the financial year 2018-19. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, as amended, the remuneration payable to Cost Auditors has to be ratified by the Members of the Company. Accordingly, the Board seeks ratification at the ensuing Annual General Meeting of the remuneration payable to the Cost Auditor for the financial year 2018-19.

25.4 INTERNAL AUDITORS

Mr. Anil Kumar Gupta, Chief Financial Officer of the Company was appointed as Internal Auditor of the Company in the meeting of Board of Directors held on 27th May, 2017 however, he has further

resigned as the Internal Auditor of the Company w.e.f. 2nd September, 2017.

Subsequently, the Board of Directors of the Company in its meeting held on 2nd September, 2017 has appointed Kapoor Tandon & Co., Chartered Accountants, Kanpur as Internal Auditor of the Company for conducting the Internal Audit for the financial year ended 31st March, 2018.

26. OTHER DISCLOSURES

26.1 No share (including sweat equity shares) to employees of the Company under any scheme was issued during the financial year ended 31st March, 2018.

26.2 No equity share with differential rights was issued during the financial year ended 31st March, 2018.

27. 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 4' of this Report.

28. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as 'Annexure 5' of this Report.

29. 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.

30. 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 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 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.2017-18 (₹ in lakhs)	Remuneration of the Director / KMP in F.Y.2016-17 (₹ in lakhs)	% increase in F.Y.2017-18	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)	70,11,208	42,05,237	66.73%	27.39	

Mr. Jagdeep Hira, Joint Managing Director (KMP)	77,76,643	32,85,337	136.71%*	30.38	The turnover of the Company increased 10.78% and Net Profit for the financial year ended March 31, 2018 increased by 60.27% in comparison to last financial year.
Mr. Narendra Kumar Agrawal, Director Works	30,52,912	24,41,276	25.05%	11.93	
Mr. Anil Kumar Gupta, Chief Financial Officer (KMP)	17,44,433	14,40,228	21.12%	6.81	
Mr. Sachin Kumar Srivastava, Company Secretary (KMP)	12,16,539	9,10,340	33.64%	4.75	

*The figure of remuneration of Mr. Jagdeep Hira, Joint Managing Director & CEO is not comparable with the last year as the last year Salary is for 5 months only.

- ii. The median remuneration of employees of the Company during the financial year was ₹ 2.56 lakhs.
- iii. In the financial year, there was an increase of 17.97% in the median remuneration of employees;
- iv. There were 385 permanent employees on the rolls of the Company during the financial year 2017-18.
- v. **Relationship between average increase in remuneration and company performance:-** The Net Profit for the financial year ended 31st

March, 2018 increased by 60.27% whereas the increase in median remuneration was 17.97%. 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 69.36% during the year in comparison to last year whereas the Net Profit for the financial year ended 31st March, 2018

increased by 60.27% in 2017-18 in comparison to last year 2016-17.

- vii. a) **Variations in the market capitalisation of the Company:** The market capitalization of the Company has been increased by 80.26% as on 31st March, 2018 to ₹ 23,878.62 lakhs in comparison of ₹ 13,247.10 lakhs as on 31st March, 2017.
- b) **Price Earnings ratio of the Company:** The Price Earnings Ratio was 18.71 as at 31st March, 2018 in comparison to 20.76 as on 31st March, 2017.
- 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 lakhs invested in the said FPO by issuing 1,68,00,000 equity shares at ₹ 14 would be worth ₹11,383.68 lakhs as on 31st March, 2018. There has been increase of 65.27% 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. 2017-18 was 15.87 % whereas the increase in the managerial remuneration for the same financial year was 69.36%.
- 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, 2018:

SI No.	Name & Age	Qualification	Designation	Date of Joining	No. and % of equity shares held	Remuneration	Previous employment
1	Mr. Jagdeep Hira (46 Years)	Bachelor of Engineering Technology	Joint Managing Director & CEO	10/10/2016	-	77,76,643	Trident Group Limited
2	Mr. Ved Krishna (42 years)	B. A. (Hons.)	Managing Director (Whole Time Director)	30/05/1999	1,10,09,950 (31.24)	70,11,208	-
3	Mr. Narendra Kumar Agrawal (47 Years)	Bachelor of Engineering	Director Works	15/12/2011	500 (0.00)	30,52,912	Century Paper and Pulp
4	Mr. Anil Kumar Gupta (57 Years)	B.Com, ICWA (Inter)	Chief Financial Officer	15/04/1989	900 (0.00)	17,44,433	U.P. Sehkhari Katai Mills Limited
5	Mr. Manoj Kumar Maurya (43 Years)	M.Com	Commercial Head	01/09/1998	-	17,37,023	-
6	Mr. Sushant Arun Sinha (42 Years)	B. Tech, P.G. Diploma in Production & Materials Management	Mechanical Head	20/03/2017	-	17,16,299	Trident Group Punjab
7	Mr. Vivek Kumar Sharma (41 Years)	M.Tech	Instrumentation Head	25/11/2016	-	14,28,001	PT OKI Pulp & Paper Indonesia
8	Mr. Sumant Pai (38 Years)	PG Diploma in Film and Television	Marketing Head (Chukl)	24/02/2014	0.00	13,02,880	Rising Star Entertainment Private Limited
9	Mr. Sachin Kumar Srivastava (33 Years)	CS, MBA (Fin), MBA (HR), M.Com, LLM, P.G.D.C.A.	Company Secretary & Head Legal	15/05/2006	500 (0.00)	12,16,539	-
10	Mr. Shankarshan Shukla (53 Years)	Bachelor of Engineering (Pulp and Paper)	Innovation Head	01/04/2009	0.00	12,04,636	M/s Rama Shyma Papers Limited

xv. Except Mr. Jagdeep Hira, Joint Managing Director & CEO, no one was employed throughout the financial year or part thereof receiving remuneration in excess of the amount drawn by the Managing Director.

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

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

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

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

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 form and de-materialization exists with both the depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited.

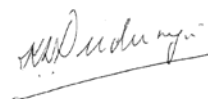
34. GRATITUDE & ACKNOWLEDGEMENTS

Your Directors place on record their high appreciation for the unflinching commitment, dedication, hard work and valuable contribution made by employees across the globe for sustained growth of the Company. Your Directors also sincerely thank all the stakeholders, professionals, business partners, government & other statutory bodies, Banks, financial institutions, analysts and shareholders for their continued assistance, cooperation and support.

35. CAUTIONARY STATEMENT

The statements contained in the Director 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



Pradeep Vasant Dhobale
Vice-Chairman
DIN: 00274636

Camp: Lucknow
Date: 19th May, 2018

ANNEXURE 1 TO DIRECTORS' REPORT

REPORT ON CORPORATE SOCIAL RESPONSIBILITY

1. A brief outline of the Company's CSR Policy, including overview of projects proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

a) Focus areas:

The Company supports various bodies in carrying out activities in the areas of rural development, employment, education, health care, general semantics and sanitation etc.

b) CSR Objectives:

To attain its objectives in a professional and integrated manner, the main objectives are:

- (1) To promote, carry out, support activities relating to: Education and Training; Healthcare; Welfare of Children, Women, Senior Citizen and Differently Able Persons; Employment enhancing Vocational skills; Sanitation; Water management; Agriculture; Horticulture; promotion of Culture; Art & Craft; Conservation of Natural Resources; Promotion and development of traditional Arts & Handicrafts; Employment and Generation; Environment Sustainability; Science & Technology; Rural Development; Animal Welfare; welfare and development measures towards reducing inequalities

faced by Socially and Economically Background groups; and such activities may include establishing, supporting and / or granting aid to institutions engaged in any of the activities referred to the above.

- (2) To conduct and support studies & research; publish and support literature, publications & promotion material, conduct and support discussions, lectures, workshops & seminars in any of the areas covered above.

- (3) To promote, carry out, support any activities covered in Schedule VII to the Companies Act, 2013

In the financial year 2017-18, the Company has undertaken activities relating to Promoting Education, Rural development etc.

c) CSR Policy:

The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. The details of CSR Policy <https://www.yashpapers.com/investors> (under the head "Policies & Programs")

2. The Composition of the CSR Committee as on 31st March, 2018 is as follows:

- (a) Mrs. Kimberly Ann McArthur, Chairperson (Director, Promoters' Group)
- (b) Dr. Indroneel Banerjee, Member (Independent Director)

- (c) Mrs. Manjula Jhunjunwala, Member (Director, Promoter)

- (d) Mr. Narendra Kumar Agrawal, Member Director Works (Wholetime Director)

3. Average net profit of the Company for last three financial years:

(₹ in lakhs)

S. No.	Years	Profit
1	2016-17	960.52
2	2015-16	434.99
3	2014-15	(864.47)
Average Net Profit		177.01

4. Prescribed CSR Expenditure (2% of the amount as in item 3 above):

₹ 3.54 lakhs

5. Details of CSR spent during the financial year: ₹ 7 lakhs

- (a) Total Amount to be spent for the financial year: ₹ 3.54 lakhs
- (b) Amount unspent, if any - Nil.

(c) Manner in which the amount spent during the financial year is detailed below:-

(₹ in lakhs)

Sl. No	CSR project or activity Identified.	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads:	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency *
1.	Miscellaneous contribution to assistance for technical education in rural area	Education	Faizabad / Uttar Pradesh	7	7	7	Through implementing agency
Total expenditure towards CSR				7	7	7	

*Implementing Agency: K. K. Charitable Foundation

6. In case the Company has failed to spent the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report: Not Applicable

7. Responsibility Statement:

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

For and on Behalf of the Board

Kimberly Ann McArthur
Chairperson CSR Committee
DIN: 05206436

Camp: Lucknow
Date: 19th May, 2018

ANNEXURE – 2 DIRECTORS' 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	-
b)	Nature of relationship	-
c)	Nature of contracts/arrangements/transaction	-
d)	Duration of the contracts/arrangements /transaction	-
e)	Salient terms of the contracts or arrangements or transaction	-
f)	Value of the contracts or arrangements or transaction	-
g)	Date of approval by the Board	-
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

Pradeep Vasant Dhobale
Vice-Chairman
DIN: 00274636

Camp: Lucknow
Date: 19th May, 2018

ANNEXURE 3 TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[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 31st March, 2018, 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 31st March, 2018 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)**

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 (Share Based Employee Benefits) Regulations, 2014 **(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)**
- i) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

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

- I. Secretarial Standards issued by the Institute of Company Secretaries of India.(As amended from time to time)
- II. The Listing Agreement as entered into by the company with the Stock Exchanges.

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 was 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 mechanisms 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 review, the Company has allotted 29,30,000 equity shares on exercise of the option of the conversion of 29,30,000 warrants on 21st July, 2017 out of Total 75,40,000 warrants of ₹ 15 per warrant allotted on 31.03.2016 on preferential basis U/S 62 of the Companies Act, 2013 to Mr. Ved Krishna, Managing Director (Promoter) of the company 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

**for Adesh Tandon & Associates
Company Secretaries**

Adesh Tandon
(Proprietor)

M. No.: 2253

C P No.: 1121

Camp: Lucknow

Date: 19th May, 2018

ANNEXURE 4 TO DIRECTORS' 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

1. Installation of APFC panel at PP-1 Boiler
2. VFD at Boiler no-4 FD Fan
3. Elimination of two nos 11kw motor at ETP through process improvement.
4. VFD installation at 250 KW vacuum pump at table ware.
5. APFC (300 kvar) installation at table ware.
6. Laser alignment of heavy motors.
7. Usage of Tertiary treated Effluent water in Plant.
8. Reuse of sealing water at pulp mill to reduce fresh water.
9. Energy audit of entire plants.
10. Interlocking of all pulp mill tower agitators to reduce power consumption.

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

11. Stop foam breaker pump -15 kw by process improvement at pulp mill.
12. Use ETP treated back water at alkali washer at pulp mill to reduce fresh water.
13. MPS installation at mould m/c and PM-2 to reduce fresh water consumption
1. Replacement of current metallic blades with FRP Blades at Recovery cooling tower
2. Replacement of 75 kw motor through 55 kw motor at evaporator
3. Replacement of ETP Sum pit Pumps with a single high flow and high efficient pump .
4. Replacement of P-511 Hypo Washer Pump with energy efficient pump .
5. Installation of variable frequency drive on the motor of Machine Chest Pump No 1 which supplies pulp from chest No 1 to chest No 2 in paper machine -1
6. Replacing the current metallic Blades of PP2 C/T Fan with FRP Hollow Fans
7. Installation of variable frequency

drive on the motor of Machine Chest Pump which supplies pulp from machine chest to SR Box in paper machine 1 in paper machine -2

8. Replacement of supply pump unit-II with energy efficient pump
9. VFD installation at PP2 Deaerator Feed Pump.
10. VFD installation at PP-1 feed pump
11. Installation of energy efficient vacuum pump
12. Heat exchanger in Recovery boiler feed water circuit.
13. Installation of VFD in air compressor
14. Steam and power balance according to new plant scenario through third party
15. APFC panel installation at PP-2 (400 KVAR)
16. Reduce fresh water consumption at PM-1 process optimization.

(C) IMPACT OF THE MEASURES OF THE ABOVE

- (i) Reduction of power from 1129 KWH to 975 KWH/MT of paper.
- (ii) Reduction of steam from 10.60 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 (lakhs)	Nil	Nil
Total Amount (₹ in lakhs)	Nil	Nil
Rate / Unit (₹)	Nil	Nil
(ii) Own generation		
Through Diesel Generator		
Unit (lakhs)	0.84	2.18
Unit per liter of Diesel Oil	3.28	3.23
Cost / Unit (₹)	15.04	13.87
Through Steam Turbine		
Unit (lakhs)	547.90	466.75
Unit per MT of fuel (Paddy husk)	1174.00*	1619.00*
Cost / Unit (₹)	2.20	1.42

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)	99,909.00	76,864.00
Total Cost (₹ in lakhs)	2580.60	1767.89
Average Rate (₹)	2583.00	2300.03
(ii) Baggase / Pith Quantity (MT)	15,670.00	15,912.00
Total Cost (₹ in lakhs)	438.89	492.56
Average Rate (₹)	2801.00	3095.54

II. CONSUMPTION PER UNIT OF PRODUCTION OF PAPER

Particulars	UOM	Current Year	Previous Year
Electricity	Units	1239*	1147*
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.

** Bagasse 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. The Company installed a 2.5 MW and 6 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 2017-18 is approximate ₹15 lakhs.

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. Optimization of Process parameters & Chemicals for Tableware production.
2. Plant trial of alternative chemicals for tableware cost reduction & improving process efficiency.
3. Plant trial of Bagasse pulp from China in Tableware.
4. Plant trial on chemical treatment of bagasse done successfully.
5. Plant scale trial of GCC as filler in paper done successfully.
6. Introduction of bleach enhancer to replace Hydrogen per oxide leading to reduction in caustic & steam consumption in Alkali extraction stage and also improving effluent quality.
7. Development of new colored grades of paper for domestic / export and successful trial at plant scale.
8. Plant scale trial of pigment dye successfully.

9. Plant trial of dye fixative at plant scale.
10. Plant trial of cationic rosin & retention aid at PM 1.
11. Optimization of refining parameters for Bagasse for reduction in fines.
12. Successful installation and optimization of gunny dedusting system for quality improvements.
13. Successful plant scale trial of lime sludge (after grinding) as filler in paper.
14. Successful extraction of Silica at pilot plant scale.
15. Development of bag paper
16. Lab scale trial of different 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. Optimization of product qualities for tableware.

(D) Expenditure on R & D

(₹ in lakhs)			
Sl. No.	Particulars	Current Year 31.03.2018	Previous Year 31.03.2017
1.	Capital	0.50	0.00
2.	Recurring	33.48	44.76
3.	Total	33.98	44.76
4.	Total R & D Expenditure as a percentage of total Turnover	0.17	0.24

(E) Technology absorption, adaptation and innovation
(i) Efforts, in brief, made towards technology absorption, adaptation and innovation:-

- (a) Installation of Tertiary treatment System for effluent.
- (b) Installation of Sedicell for back water Clarification
- (c) Automation in Softwood pulp mill
- (d) Increase in capacity of Bagasse Depithing and Wet storage system
- (e) 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

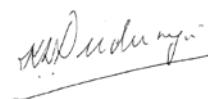
Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services; and export plans;

The Company has continued thrust on exports.

Total foreign exchange used and earned

S. No.	Particulars	Amount (In ₹)
1.	Outgo	1,30,18,252
2.	Earned	25,88,78,584

For and on Behalf of the Board



K. D. Pudumjee
Chairman
DIN: 01594401



Pradeep Vasant Dhobale
Vice-Chairman
DIN: 00274636

Camp: Lucknow
Date: 19th May, 2018

ANNEXURE – 5 OF DIRECTORS' REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2018 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	Company Limited by Shares / Non-Government Company
Address of the Registered office and contact details	Flat No.202, 3A/172, Azad Nagar, Kanpur – 208002, Uttar Pradesh, India
Whether listed company	Yes
Name , Address and contact details of Registrar & Transfer Agents (RTA), if any	Skyline Financial Services Pvt. Ltd., D-153/A, 1 st Floor, Okhla Industrial Area, Phase – I, New Delhi 110 020 Phone No. 011 26812682 – 83

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									
a) Individual / HUF	16000	0	16000	0.05	16000	0	16000	0.05	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp	4303140	0	4303140	13.32	4303140	0	4303140	12.21	-1.11
e) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other Directors	8628316	0	8628316	26.70	11558316	0	11558316	32.80	+6.10
Sub-total (A) (1):-	12947456	0	12947456	40.07	15877456	0	15877456	45.06	+4.99
(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Bank /FI	0	0	0	0.00	0	0	0	0.00	0.00
e) 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):-	12947456	0	12947456	40.07	15877456	0	15877456	45.06	+4.99
B. Public Shareholding									
1) Institutions									
a) Mutual Fund	0	1000	1000	0.00	0	1000	1000	0.00	0.00
b) Bank/FI	0	0	0	0.00	0	2000	2000	0.01	+0.01
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00

h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	1000	1000	0.00	0	3000	3000	0.01	+0.01
2) Non-Institutions									
a) Bodies Corp.									
i) Indian	1251617	5401	1257018	3.89	1189549	5401	1194950	3.39	-0.50
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	8132366	564740	8697106	26.92	9618899	551040	10169939	28.86	+1.94
ii) Individual shareholders holding nominal share capital excess of ₹2 lakhs	7723405	0	7723405	23.90	6150080	0	6150080	17.45	-6.45
C) Others (specify)									
Trust	354677	0	354677	1.10	134130	0	134130	0.38	-0.72
Custodians/ Clearing Member / Trust	230814	0	230814	0.71	28324	0	28324	0.08	-0.63
NRIs	288132	600	288732	0.89	910594	600	911194	2.59	+1.70
HUF	710987	0	710987	2.20	713433	0	713433	2.02	-0.18
Director & their Relative	95819	2986	98805	0.31	54508	2986	57494	0.16	-0.15
Sub-total (B)(2):-	18787817	573727	19361544	59.92	17799517	560027	19359544	54.93	-4.27
Total Public shareholding (B)=(B)(1)+(B)(2)	18787817	574727	19362544	59.93	18799517	563027	19362544	54.94	-4.99
Total (A)+(B)	31735273	574727	32310000	100.00	34676973	563027	35240000	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)	31735273	574727	32310000	100.00	34676973	563027	35240000	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*	8044950	24.90	100.00	11009950	31.24	100.00	6.34
2.	Satori Global Limited	3334500	10.32	100.00	3334500	9.46	100.00	(0.86)
3.	Yash Agro Products Limited	968640	3.00	100.00	968640	2.75	100.00	(0.25)
4.	Mrs. Manjula Jhunjunwala	583366	1.81	100.00	548366	1.56	100.00	(0.25)
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 of 29,30,000 equity shares allotted to Mr. Ved Krishna, Managing Director (Promoter) on conversion of 29,30,000 warrants allotted on preferential basis on 21st July, 2017 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	12947456	40.07	12947456	40.07
2.	29,30,000 equity shares allotted to Mr. Ved Krishna, Managing Director (Promoter) of the Company on conversion of 29,30,000 warrants allotted on preferential basis on 21 st July, 2017 in pursuance of Chapter VII of SEBI (ICDR) Regulations, 2009	2930000	8.31	2930000	8.31
3.	At the end of the year	15877456	48.38	15877456	48.38

(iv) Shareholding Pattern of top 10 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	17,12,590	5.30	16,85,590	4.78
2	Ankur Jalan	12,33,619	3.82	10,15,000	2.88
3	Ithoughtwealth Analytics LLP	0	0	3,52,065	0.99
4	Kisor Kumar Nadhani	1,99,926	0.62	1,99,926	0.57
5	Damodar Prasad Agarwal	2,72,405	0.84	1,69,565	0.48
6	Chirayush Pravin Vakil	1,63,830	0.51	1,63,225	0.46
7	Master Capital Services Limited	0	0	1,30,951	0.37
8	Mrinaal Sehgal	0	0	1,18,983	0.34
9	Seema Jalan	0	0	1,18,000	0.33
10	Varsha Jalan	0	0	1,17,500	0.33

v. INDEBTEDNESS
Indebtedness of the Company including interest outstanding / accrued but not due for payment
Amount (₹ in lakhs)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	12,596.12	775.41	0	13,371.5
ii) Interest due but not paid	0	18.82	0	18.8
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	12,596.12	794.23	0	13,390
Change in Indebtedness during the financial year				
*Addition	712.53	0	0	712.5
*Reduction	0	270.68	0	270.6
Net Change	712.53	-270.68	0	441.0
Indebtedness at the end of the financial year				
i) Principal Amount	13,308.65	476.38	0	13,785.03
ii) Interest due but not paid	0	47.17	0	47.17
iii) Interest accrued but not due	0	0	0	0
Total (i + ii+iii)	13,308.65	523.55	0	13,832.2

(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)	8044950	24.90	11009950	31.24
2.	Mrs. Manjula Jhunjhunwala, Non-Independent Director (Promoter)	583366	1.96	548366	1.56
3.	Mr. Narendra Kumar Agrawal, Director Works	500	0.00	500	0.00
4.	Dr. Indroneel Banerjee, Independent Director	780	0.00	773	0.00
5.	Mr. Anil Kumar Gupta, Chief Financial Officer	900	0.00	900	0.00
6.	Mr. Sachin Kumar Srivastava, Company Secretary & Head Legal	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	70,11,208 - -	77,76,643 - -	30,52,912 - -	1,78,40,763 - -
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify...	- -	- -	- -	- -
5	Others, please specify	-	-	-	-
Total (A)		70,11,208	77,76,643	30,52,912	1,78,40,763
Ceiling as per the Act		Being ₹ 168 lakhs 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 as appointment made by passing Special Resolution.			

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

Particulars of Remuneration	Name of Independent Directors									Total Amount (₹)
	Mr. K. D. Pudumjee	Mr. G. N. Gupta	Mr. Jaideep Narain Mathur	Mr. Atul Kumar Gupta	Dr. Indroneel Banerjee	Mr. Imanul Haque	Mr. Himanshu Kapoor	Mr. Pradeep Vasant Dhobale	Mr. Srinivas Vishnubhatla	
Fee for attending Board / Committee Meetings	67,500	97,500	7,500	90,000	1,05,000	30,000	7,500	37,500	22,500	4,65,000
Commission	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total B (I)	67,500	97,500	7,500	90,000	1,05,000	30,000	7,500	37,500	22,500	4,65,000
Ceiling as Per Act :	Being ₹ 1 lakh 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 Directors:

Particulars of Remuneration	Name of Director		Total Amount (₹)
	Mrs. Manjula Jhunhunwala (Promoter)	Mrs. Kimberly Ann McArthur (Promoters' Group)	
Fee for attending Board / Committee Meetings	45,000	67,500	1,12,500
Commission	-	-	-
Others	8,40,000	11,50,000	19,90,000
Total B (II)	8,85,000	12,17,500	11,57,500
Total B I + II			21,02,500
Ceiling as Per Act	Being ₹ 1 lakh 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 & Head Legal	
1	Gross Salary			
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	17,44,433	12,16,539	29,60,972
	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	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - As % of profit - Others, specify...	-	-	-
5	Others, please specify	-	-	-
Total (C)		17,44,433	12,16,539	29,60,972

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			NIL		
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on Behalf of the Board

K. D. Pudumjee
Chairman
DIN: 01594401

Pradeep Vasant Dhobale
Vice-Chairman
DIN: 00274636

Camp: Lucknow
Date: 19th May, 2018

CORPORATE GOVERNANCE

Corporate Governance Compliance Report

In compliance with Regulation 34(3) and 53(f) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Directors of the Company present the Corporate Governance Compliance Report for the year ended 31st March, 2018 hereunder:

1. Company's Philosophy on Code of Governance

Your Company believes that sound Corporate Governance is vital for sustained growth and enhancing shareholder value. We continually put thrust on implementing best corporate governance practices and benchmarking the same with highest standards. We consider transparency and accountability as two basic tenets of Corporate Governance which are integral part of our business and endeavor to ensure fairness for every stakeholder – our customers, investors, vendors and the communities where we operate. Accordingly, we always seek to ensure that our performance is driven by integrity, values and ethics. Your Company is proud to be a responsible corporate citizen in all its conduct.

Company is in compliance with all mandatory requirements of Corporate Governance laid down under new Listing Regulations and has also been complying with some non-mandatory requirements. Company has guiding principles laid out through its Code of

Business Conduct, duly adopted and adhered to by Directors and senior management personnel which has been posted on website of the Company (www.yashpapers.com).

The highlight of the Corporate Governance system includes:

- i. The Board of Directors consists of 13 Directors and is well represented with Executive, Non-Executive and Independent Directors with the Independent Chairman and Managing Director (Promoter). The Independent & Non-Executive Directors form nearly 76.92% of the Board of Directors.
- ii. The Board has constituted several Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Strategic Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee and Banking & Finance 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

Directors and Employees 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 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, determines 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 Obligations 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 decisions 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 Meetings are circulated to Directors and Members of the Committees and confirmed at subsequent meetings.

(A) Composition of the Board:

The present Board consists of three Executive Director and ten Non-Executive Directors out of which eight Directors are Independent. 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 Independent Directors did not have any material pecuniary relationship or transactions with the Company during the year 2017-18.

The Company has an Independent Chairman. The Company is having eight Independent Directors which is about 61.54% of the total number of Directors. The Company meets the requirement relating to the Composition of Board of Directors.

(B) Independent Directors:

The Independent Directors of the Company fulfill the criteria of Independence as per definition of Independence of Directors as provided under Section 149 read with Schedule IV of the Companies Act, 2013. All the Independent Directors of the Company make declaration to the Company annually regarding their independence status and 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 Obligations and Disclosure Requirements) Regulations, 2015.

(C) Non-Executive Directors' compensation and disclosures:

The Non-Executive Directors are paid sitting fees 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 2017-18, 9 meeting of the Board of Directors were held on 5th May, 2017, 27th May, 2017, 21st July, 2017, 2nd September, 2017, 25th September, 2017, 6th November, 2017, 14th November, 2017, 1st December, 2017 and 10th February, 2018. The maximum time gap between any two consecutive meetings was not exceeding 120 days.

Details of attendance of Directors at Board meeting and at the last Annual General Meeting held on 2nd September, 2017, with particulars of their other Directorships and Chairman/ Membership of Board Committees of other Companies showing the position as on 31st March, 2018 are given below:-

Name of Director and DIN	Designation	Category	Attendance at Board Meetings	Attendance at Last AGM	No. of outside Directorship in Other Companies ⁴		No. of Committees positions held in other Companies ⁴	
					Director	Chairman	Member	Chairman
Mr. K. D. Pudumjee DIN-01594401	Chairman & Director	Non-Promoter, Non-Executive, Independent	4	Yes	1	Nil	Nil	Nil
Mr. Ved Krishna DIN-00182260	Managing Director	Promoter, Executive, Non-Independent	9	Yes	2	2	Nil	Nil
Mr. Narendra Kumar Agrawal DIN-05281887	Director Works (Whole Time Director)	Non-Promoter, Executive, Non-Independent	9	Yes	Nil	Nil	Nil	Nil
Mrs. Manjula Jhunjhunwala DIN-00192901	Director	Promoter, Non-Executive, Non-Independent	5	No	2	Nil	Nil	Nil
Mrs. Kimberly Ann McArthur DIN-05206436	Director	Promoters' Group, Non-Executive, Non-Independent	8	Yes	1	Nil	Nil	Nil
Mr. G. N. Gupta DIN-00027502	Director	Non-Promoter Non-Executive, Independent	8	Yes	5	Nil	Nil	Nil
Dr. Indroneel Banerjee DIN-06404397	Director	Non-Promoter, Non-Executive, Independent	9	Yes	Nil	Nil	Nil	Nil
Mr. Jaideep Narain Mathur DIN-06560639	Director	Non-Promoter, Non-Executive, Independent	1	No	Nil	Nil	Nil	Nil
Mr. Atul Kumar Gupta DIN-01734070	Director	Non-Promoter, Non-Executive, Independent	7	Yes	2	Nil	Nil	Nil
Mr. Imanul Haque DIN: 00001284	Additional Director	Non-Promoter, Non-Executive, Independent	2	No	2	Nil	Nil	Nil
Mr. Jagdeep Hira DIN: 07639849	Joint Managing Director & CEO	Non-Promoter, Executive, Non-Independent	9	Yes	Nil	Nil	Nil	Nil
Mr. Himanshu Kapoor ¹ DIN: 07926807	Additional Director	Non-Promoter, Non-Executive, Non-Independent	1	NA	Nil	Nil	Nil	Nil
Mr. Pradeep Vasant Dhobale ² DIN: 00274636	Vice-Chairman and Additional Director	Non-Promoter, Non-Executive, Independent	2	NA	5	Nil	Nil	Nil
Mr. Srinivas Vishnubhatla ³ DIN: 07274232	Additional Director	Non-Promoter, Non-Executive, Independent	2	NA	1	Nil	Nil	Nil

1. Mr. Himanshu Kapoor has been appointed as an Additional Director of the Company with immediate effect in the Board Meeting held on 2nd September, 2017 and resigned on 6th November, 2017 due to his pre-occupation.
2. Mr. Pradeep Vasant Dhobale has been appointed as an Additional Director of the Company with immediate effect in the Board Meeting held on 25th September, 2017.
3. Mr. Srinivas Vishnubhatla has been appointed as an Additional Director of the Company with immediate effect in the Board Meeting held on 1st December, 2017.
4. 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 Stakeholder Relationship Committee, Corporate Social Responsibility (CSR) Committee and Nomination and Remuneration Committee.

Mr. Ved Krishna, Mrs. Manjula Jhunjhunwala and Mrs. Kimberly Ann McArthur are related to each other.

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.

(E) 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.yashpapers.com.

(F) Shareholding of Non-Executive Directors as on 31st March, 2018

The number of shares held by Non-Executive Directors as on 31st March, 2018 is as below:-

S. No.	Name of Directors	DIN	No. of Shares Held
1.	Dr. Indroneel Banerjee	06404397	780
2.	Mr. Imanul Haque	00001284	2,000
3.	Mrs. Manjula Jhunjhunwala	00192901	5,48,366

(G) Familiarization Programme for Independent Directors

The familiarization programme for Independent Directors in terms of provisions of Listing Regulations is available on the website of the Company: www.yashpapers.com

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

- 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, 2018. The Annual Report of the Company contains a Certificate by the Managing Director in this regard.

India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the Audit Committee. Its functioning is as under:

- (i) The Audit Committee presently consists of the 4 Non-Executive and 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 2nd September, 2017

- (v) CNK & Associate LLP, Chartered Accountants, Mumbai has audited the accounts of the Company for the financial year 2017-18. The requirement for ratification of Statutory Auditor has been omitted vide notification dated 7th May, 2018, hence CNK & Associate LLP, Chartered Accountants, Mumbai will continue as Statutory Auditor of the Company till the conclusion of the 42nd Annual General Meeting 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, 5 Audit Committee meetings were held on 26th May, 2017, 21st July, 2017, 1st September, 2017, 1st December, 2017 and 9th February, 2018.

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 2017-18	Meeting Attended
Mr. G. N. Gupta	Independent Non-Executive	5	5
Dr. Indroneel Banerjee	Independent Non-Executive		4
Mr. Atul Kumar Gupta	Independent Non-Executive		5
Mr. Ved Krishna	Non-Independent Executive		4
Mr. Srinivas Vishnubhatla ¹	Independent Non-Executive		2

Mr. Srinivas Vishnubhatla has been appointed as a member of the Audit Committee in the Board Meeting held on 1st December, 2017.

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

The Internal Auditor 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013. The broad terms of reference of the Committee include:-

- 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.
- 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) Related Party Transaction: Approve or any subsequent modification of transactions of the Company with related parties.

(v) Inter-corporate loan and investments: Scrutiny of inter-corporate loans and investments.

(vi) Valuation of undertakings or assets of the Company: The valuation of undertakings or assets of the Company wherever necessary.

(vii) Internal Financial Controls: Evaluation of Internal Financial Controls and Risk Management System.

(viii) End use of Funds: Monitoring of end use of funds raised through Public Offer.

(ix) Review and examination of 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 Directors' 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) To look into the reasons for substantial defaults in the payment to the creditors.

(iv) To review the functioning of the Whistle Blower mechanism.

(v) Seek 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 there under 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.
- V. Whether to extend or continue the term of appointment of Independent Director, on the basis of the report of performance evaluation of Independent Directors.

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 2017-18 Nomination and Remuneration Committee Meetings were held on 27th May, 2017, 21st July, 2017, 2nd September, 2017, 25th September, 2017 and 1st December, 2017. 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	Nomination and Remuneration Committee Meetings	
		Number of Meetings Held during 2017-18	Attended
Mr. G. N. Gupta	Chairman	5	5
Dr. Indroneel Banerjee	Member		5
Mr. Atul Kumar Gupta	Member		5

(B) Remuneration to Executive and Non-Executive Directors

The details of remuneration paid to all the Executives and Non-Executive Director during the year ended on 31st March, 2018 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-ABKPP5506D	Appointment made for 5 years	67,500	Nil	67,500
Mr. Ved Krishna PAN-AJRPK1551C	Appointment made for 3 years	Nil	70,11,208	70,11,208
Mr. Jagdeep Hira PAN-AAZPH8476N	Appointment made for 3 years	Nil	77,76,643	77,76,643
Mr. Narendra Kumar Agrawal PAN-ABQPA2664M	Appointment made for 3 years (Retire by rotation)	Nil	30,52,912	30,52,912
Mrs. ManjulaJhunjhunwala ¹ PAN-ABSPJ4695H	Retire by rotation	45,000	8,40,000*	8,85,000

Mr. G. N. Gupta PAN-AAGPG2885F	Appointment made for 5 years	97,500	-	97,500
Mrs. Kimberly Ann McArthur PAN-BYEPM4617C	Retire by rotation	67,500	-	67,500
Dr. Indroneel Banerjee PAN-AISPB1599B	Appointment made for 5 years	1,05,000	-	1,05,000
Mr. Jaideep Narain Mathur PAN-AEPMP1275P	Appointment made for 5 years	7,500	-	7,500
Mr. Atul Kumar Gupta PAN-ACNPG5646B	Appointment made for 5 years	90,000	-	90,000
Mr. Imanul Haque PAN-ACNPG5646B	Appointment made for 5 years	30,000	-	30,000
Mr. Himanshu Kapoor ² PAN-ABAPK7190E	Appointment made till ensuing AGM	7,500	-	7,500
Mr. Pradeep Vasant Dhobale ³ PAN-ABVPD5587B	Appointment made till ensuing AGM	37,500	-	37,500
Mr. Srinivas Vishnubhatla ⁴ PAN-ABNPV7290H	Appointment made till ensuing AGM	22,500	-	22,500
Total		5,77,500	1,86,80,763	1,92,58,263

1. Being wife of Late Mr. K. K. Jhunjhunwala, Vice-Chairman of the Company, amount paid as pension on the event of his death.
2. Mr. Himanshu Kapoor has been appointed as an Additional Director of the Company with immediate effect in the Board Meeting held on 2nd September, 2017 and resigned on 6th November, 2017 due to his pre-occupation.
3. Mr. Pradeep Vasant Dhobale has been appointed as an Additional Director of the Company with immediate effect in the Board Meeting held on 25th September, 2017.

4. Mr. Srinivas Vishnubhatla has been appointed as an Additional Director of the Company with immediate effect in the Board Meeting held on 1st December, 2017.

5. Stakeholder Relationship Committee

In compliance with Section 178 of the Companies Act, 2013, the Board has constituted 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 in months in accordance Regulation 34(3) and 53(f) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the RTA has convened 20 concall meetings with the Compliance Officer during

the year under review for the purpose.

During the year, 6 meetings of the Stakeholder Relationship Committee were held on 23rd May, 2017, 2nd June, 2017, 7th July, 2017, 14th October, 2017, 30th January, 2018 and 14th March, 2018

(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 2017-18	Number of Meetings attended
Dr. Indroneel Banerjee	Independent, Non-Executive	6	6
Mrs. Manjula Jhunjhunwala	Non-Independent, Non-Executive	6	6
Mrs. Kimberly Ann McArthur	Non-Independent, Non-Executive	6	6

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

Yash Papers Limited

Yash Nagar, Faizabad – 224 135, Uttar Pradesh, India

Tel : 91 – 5278 – 208900/01

Fax : 91 – 5278 - 258062

E-mail : cs@yashpapers.com

(D) Number of complaints received and redressed during the year 2017-18

Opening Balance	Received during the year 2017-18	Resolved during the year	Closing Balance
0	0	0	0

As required under Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within stipulated time.

(E) Suspense Account for the Unclaimed Shares

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, your Company has opened a Demat Suspense Account with Central Depository Services (India) Limited 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 01.04.2017	Opening Balance of Shares in Suspense Account	Requests received during the year 2017-18	Shares transferred during the year	No. of Shareholders as on 31.03.2018	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 10th February, 2018, inter alia to discuss:

- Review the performance of non-independent directors and the Board as a whole;
- Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- 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 director and their remuneration. The highlights of this policy are as follows:

(A) Criteria of selection of Non-Executive Directors

- 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.
- 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.
- 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.
- The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
 - Qualification, expertise and experience of the Directors in their respective fields;
 - Personal, Professional or business standing;
 - 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 and 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 the Securities and Exchange Board of India (Listing Obligations 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 (CSR) as well as Stakeholder Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

7. Corporate Social Responsibility (CSR) Committee

(A) CSR Committee

The Company has constituted Corporate Social Responsibility by renaming its existing Sustainability Committee in the Board Meeting held on 5th May, 2017 in alignment with the provisions of section 135 of the Companies Act, 2013. Its functioning is as under:

- (i) CSR Committee presently consists of the 1 Independent, 2 Non-Executive Director, 1 Executive Director.
- (ii) The Chairperson of the Corporate Social Responsibility is Non-Independent Director (Promoters' Group).

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

The Chairperson of CSR Committee is Mrs. Kimberly Ann McArthur. During the year, 1 CSR Committee Meeting was held on 23rd May, 2017.

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

Name of Directors	Category	Number of Meetings Held during 2017-18	Meeting Attended
Mrs. Kimberly Ann McArthur, Chairperson	Non-Independent Non-Executive	1	1
Mrs. Manjula Jhunjhunwala	Non-Independent Non-Executive		1
Dr. Indroneel Banerjee	Independent Non-Executive		1
Mr. Narendra Kumar Agrawal	Non-Independent Executive		0

Mr. Sachin Kumar Srivastava, Company Secretary & Head Legal acts as the Secretary of the CSR Committee.

(C) Review of Information

The CSR Committee is empowered, pursuant to its terms of reference, inter alia to:

- Formulate and recommend to the Board a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company;
- To monitor the CSR policy of the Company from time to time;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;

- To execute identified CSR Projects, programs and activities;
- To institute a transparent monitoring mechanism for implementation of the CSR activities undertaken.
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time. The details of the CSR initiatives of the Company form part of the Social & Community Service initiatives report and Annexure to the Directors' Report. The CSR Policy has been placed on the website of the Company: www.yashpapers.com Under Investor Section.

Non – Mandatory Committees

8. Strategic Committee

(A) Strategic Committee

The Company has constituted Strategic Committee on 9th August, 2014 as under:

- The Strategic Committee presently consists of the 4 Independent Directors, 1 Managing Director and 3 other prominent persons from different Industry.
- The Chairman of the Strategic Committee is not a Director of the Company. However, he is a renowned 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, 5 Strategic Committee Meetings were held on 26th May, 2017, 1st September, 2017, 1st December, 2017, 9th February, 2018 and 26th March, 2018.

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

Member & Designation	Category	Number of Meetings Held during 2017-18	Meeting Attended
Mr. Basant Kumar Khaitan, Chairman	Non-Director	5	3
Mr. K. D. Pudumjee, Vice-Chairman	Independent Non-Executive		5
Mr. Jaideep Narain Mathur, Member	Independent Non-Executive		0
Ms. Sonali Tipre, Member	Non-Director		1
Mr. D. S. Gandikota, Member	Non-Director		1
Mr. Ved Krishna, Member	Non-Independent Executive		5
Mr. Imanul Haque, Member	Independent Non-Executive		2
Mr. Pradeep Vasant Dhobale, Member ¹	Independent Non-Executive		3

Mr. Pradeep Vasant Dhobale has been appointed as a member of the Strategic Committee in the Board Meeting held on 1st December, 2017.

(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. 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. Suitable 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.

- (i) The statements containing the transactions with related parties were submitted periodically to the Audit Committee.
- (ii) There are no related party transactions that may have potential conflict with the interest of the Company at large.
- (iii) 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.
- (iv) 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, new Accounting Standards i.e. IND-AS are 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 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, 24,80,000 warrants were converted into 24,80,000 equity shares on 24th April, 2016 and 29,30,000 warrants were converted into 29,30,000 equity shares on 21st July, 2017. The details of proceeds and utilization of preferential issue made on 21st July, 2017 in given below:-

Means of Finance	Amount (₹)
75% Balance payment of Warrant on 3 rd Allotment	3,29,62,500
Total	3,29,62,500
Use of Funds	Amount (₹)
Investment in Tableware Project	3,29,62,500
Unutilized amount	NIL
Total	3,29,62,500

(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 is not in conformity with its Code. The Company has a whistle blower policy wherein the employees and Directors 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 Independent 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 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 whistle blower 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.

(F) Shareholders

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

10. CEO & CFO Certification

A prescribed certificate as stipulated in Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 duly signed by the CEO and CFO was placed before the Board along with the financial statements for the year ended 31st March, 2018. The said certificate is provided elsewhere in the Annual Report.

11. 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 Managing Director. Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditor's Certificate in compliance on conditions of Corporate Governance is published elsewhere in the Annual Report.

12. General Body Meetings

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

Year	Date & Day	Location	Time	Special Resolution
2016-17	02/09/2017, Saturday	Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur 208002, Uttar Pradesh	09:00 A.M.	<p>1. Appointment of Mrs. Kimberly Ann McArthur (DIN: 05206436) as International Marketing Consultant on the terms as set out in the explanatory statement annexed to the AGM Notice dated 21st July, 2017.</p> <p>2. Reappointment of Mr. Ved Krishna as Managing Director of the Company for a period of 3 years w.e.f. 1st August, 2017.</p> <p>3. Appointment of Mr. Jagdeep Hira as Joint Managing Director & CEO of the Company for a period of 3 years w.e.f. 21st July, 2017 for a period of 3 years w.e.f. 21st July, 2017.</p>
2015-16	30/07/2016, Saturday	Hotel Little Chef, 15/198-A, Civil Lines, Kanpur - 208 001	09:00 A.M.	<p>1. Re-appointment of Mr. Narendra Kumar Agrawal, Director Works (Wholetime Director) for a period of 3 years with effect from 24th July, 2015</p> <p>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 Mr. Ved Krishna, Managing Director (Promoter) on preferential basis (Special Resolution).</p> <p>3. Service of documents under Section 20 of the Companies Act, 2013 for delivery of documents in particular mode.</p>
2014-15	25/07/2015, Saturday	Hotel Little Chef, 15/198-A, Civil Lines, Kanpur - 208 001	09:00 A.M.	-

(B) Postal Ballot

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

During the financial year 2017-18 ended 31st March, 2018, 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.

13. 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.yashpapers.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: cs@yashpapers.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.yashpapers.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.yashpapers.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.

Financial calendar for the financial year 2018-19 (tentative)

Financial Reporting for the quarter / three months ending 30 th June, 2018	By 11 th August, 2018
Financial Reporting for the quarter / half year ending 30 th September, 2018	By 10 th November, 2018
Financial Reporting for the quarter / nine months ending 31 st December, 2018	By mid of February 2019
Financial Reporting for the annual audited accounts for the financial year ending 31 st March, 2019	By the end of May 2019

14. General Shareholder Information

(A) Annual General Meeting

Date & Day	Saturday, 22 nd September, 2018
Time	1:00 PM
Venue	Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur 208 002
Date of Book Closure	15 th September, 2018, Saturday to 22 nd September, 2018, Saturday (both days inclusive)
Dividend Payment Date	Not Applicable
Financial Year	1 st April to 31 st March

(B) 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.

(C) Listing on Stock Exchange

The Company's entire equity share capital comprising of 3,52,40,000 equity shares of ₹10 each is listed at the following Stock Exchange:

Name and Address of the Stock Exchange	Stock Code
BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 023, Maharashtra	516030

(D) Listing and Custodian Fees

The Company has paid listing fees for the Financial Year 2017-18 and 2018-19 to the BSE Ltd. The Company has also paid annual custodial fee for the financial year 2017-18 to the depositories namely NSDL and CDSL. The Company has also paid annual custodial fee for the financial year 2018-19 to the depository namely CDSL. NSDL has not raised its Bill till the date of report for the financial year 2018-19.

(E) Shareholding as on 31st March, 2018

(i) Distribution of Equity Shareholding as on 31st March, 2018

SHARE HOLDINGS OF NOMINAL VALUE OF			SHARE HOLDERS		SHARE AMOUNT	
₹			Number	% to Total	In ₹	% to Total
Upto	-	2,500	9818	57.13	10638180	3.02
2,501	-	5,000	3200	18.62	13853750	3.93
5,001	-	10,000	2027	11.79	17017900	4.83
10,001	-	20,000	908	5.28	14425600	4.09
20,001	-	30,000	408	2.38	10756120	3.05
30,001	-	40,000	162	0.94	5978880	1.70
40,001	-	50,000	167	0.97	8064380	2.29
50,001	-	1,00,000	271	1.58	20228990	5.74
1,00,001 and above			225	1.31	251436200	71.35
TOTAL			17186	100.00	352400000	100.00

(ii) Shareholding Pattern of Equity Shares as on 31st March, 2018

Sl. No.	Categories of Shareholders	As on 31-03-2018		As on 31-03-2017	
		No. of Shares	% of Shares	No. of Shares	% to Shares
1.	Promoters	1,58,77,456	45.06	1,29,47,456	40.07
2.	Mutual Funds and UTI	1,000	0.00	1,000	0.00
3.	Banks, Financial Institutions	2000	0.01	0	0.00
4.	Insurance Companies	0	0.00	0	0.00
5.	Bodies Corporate	11,94,950	3.39	12,57,018	3.89
6.	Individuals	1,63,20,019	46.31	1,67,75,188	51.91
7.	Directors' Relatives	57,494	0.16	98,805	0.31
8.	NRIs	9,11,194	2.59	2,88,732	0.89
9.	HUF	7,13,433	2.02	7,10,987	2.20
10.	Foreign Nationals	0	0.00	0	0.00
11.	Clearing Members/Public Trust	1,62,454	0.46	2,30,814	0.71
Total		3,52,40,000	100.00	3,23,10,000	100.00

(iii) Promoters' Group Shareholding as on 31st March, 2018

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	1,10,09,950	31.24	1,10,09,950	69.34
2.	Mrs. Manjula Jhunjunwala	5,48,366	9.46	5,48,366	3.46
3.	Satori Global Limited	33,34,500	2.75	33,34,500	21.00
4.	Yash Agro Products Limited	9,68,640	1.56	9,68,640	6.10
5.	K. K. Jhunjunwala (H.U.F.) – Ved Krishna (Karta)	16,000	0.05	16,000	0.10
Total		1,58,77,456	45.06	1,58,77,456	100.00

(iv) Capital of the Company

The Authorized and paid-up capital of your Company are 60 crores and 35.24 crores respectively as on 31st March, 2018. The Company has increased its paid up capital by allotment of 29,30,000 equity shares of ₹10 each at a security premium of ₹5 each on 21st July, 2017 against 29,30,000 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.

(v) Top Ten shareholders as on 31st March, 2018

Sl. No.	Name of Shareholders	No. of Equity Shares held	% of Total Equity Shares held
1.	Subramanian P	16,85,590	4.78
2.	AnkurJalan	10,15,000	2.88
3.	Ithoughtwealth Analytics LLP	3,52,065	0.99
4.	Kisor Kumar Nadhani	1,99,926	0.57
5.	Damodar Prasad Agarwal	1,69,565	0.48
6.	Chirayush PravinVakil	1,63,225	0.46
7.	Master Capital Services Limited	1,30,951	0.37
8.	Mrinaal Sehgal	1,18,983	0.34
9.	Seema Jalan	1,18,000	0.33
10.	Varsha Jalan	1,17,500	0.33
TOTAL		40,70,805	11.53

(vi) Stock Price Data/ Stock Performance: Year 2017-18

- a. During the year under report, the trading in the Company's equity shares was from 1st April, 2017 to 31st March, 2018. The high and low price during the period on the BSE Limited was as under:-

Month	High (₹)	Low (₹)	High	Low
	BSE		BSE SENSEX	
April, 2017	45.00	34.30	30,184.22	29,241.48
May, 2017	41.85	29.00	31,255.28	29,804.12
June, 2017	36.65	29.55	31,522.87	30,680.66
July, 2017	35.90	32.00	32,672.66	31,017.11
August, 2017	33.40	25.00	32,686.48	31,128.02
September, 2017	50.75	31.20	32,524.11	31,081.83
October, 2017	43.85	38.80	33,340.17	31,440.48

November, 2017	46.70	39.05	33,865.95	32,683.59
December, 2017	61.45	42.00	34,137.97	32,565.16
January, 2018	83.50	54.90	36,443.98	33,703.37
February, 2018	85.30	61.10	36,256.83	33,482.81
March, 2018	73.00	61.20	34,278.63	32,483.84

b. Performance in comparison to BSE Sensex : Year 2017-18

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

	01 April, 2017	31 March, 2018	% CHANGE
Company Share Price (High)	₹44.85	₹69.50	54.96%
SENSEX (High)	29,926.94	33,104.11	10.62%

(i) 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 whom 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, 2018, 98.41% of total equity share capital of the Company was held in dematerialized form (including 100% of the promoter holding). 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.

(ii) 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.

(iii) 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, 2018 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.

(iv) Register and Share Transfer Agents

The Members are requested to correspond the Company's Registrars & Share Transfer Agents – Skyline Financial Services Private

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) 26292680/81/82/83

Fax No. : (011) 26292681

Email: admin@skylinerta.com

(v) Registered Office

Yash Papers Limited

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

E-mail: info@yashpapers.com

(vi) Plant Locations

Yash Papers Limited

Yash Nagar,
Faizabad – 224 135

Ph. (05278) 208900-01;

Fax. (05278) 258062

E-mail: info@yashpapers.com

(vii) 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 & Head Legal

Yash Papers Limited
Yash Nagar, Faizabad – 224 135
Ph. (05278) 208900-01;

Fax.(05278) 258062

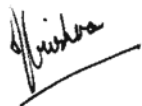
E-mail: cs@yashpapers.com

(viii) Compliance Certificate on Corporate Governance from the Auditor

The certificate dated 19th May, 2018 from Practicing Company Secretaries of the Company, Adesh Tandon & Associates, confirming compliance with the Corporate Governance requirements as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.

The above report has been adopted by the Board of Directors at their meeting held on 19th May, 2018.

On Behalf of the Board



Ved Krishna

Managing Director

DIN: 00182260

Camp : Lucknow

Date : 19th May, 2018

On Behalf of the Board



Jagdeep Hira

Joint Managing Director & CEO

DIN: 07639849

CODE OF CONDUCT DECLARATION

I, Ved Krishna in my capacity as the Managing Director of the Company do hereby confirm that the Company has obtained from all the Members of the Board and Senior Management Personnel of the Company affirmation that they have complied with the Code of Conduct for the financial year 2017-18 as laid down by the Company.

Camp: Lucknow

Date: 19th May, 2018

For Yash Papers Limited



Ved Krishna

Managing Director

DIN: 00182260

COMPLIANCE CERTIFICATE

To
The Members of
Yash papers Limited

We have examined the compliance of conditions of Corporate Governance by **Yash Papers Limited** ("the Company"), for the financial year ended 31st March, 2018 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 of the said Company with Stock Exchange(s) in India.

MANGEMENTS' RESPONSIBILITY

The Compliance of conditions of Corporate Governance is the responsibility of the management. The Management responsibility includes the implementation of the rules and regulations and maintenance of the internal controls and procedures to comply with the conditions of the Corporate Governance stipulated in the Listing Regulation.

OUR RESPONSIBILITY

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.

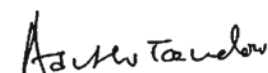
In our opinion and to the best of our information and explanations given to us and representation made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and Clauses (b) to (i) of Regulation 46(2)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

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.

RESTRICTIONS ON USE

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for other purpose.

for Adesh Tandon & Associates
Company Secretaries



Adesh Tandon
Proprietor

Membership No.2253
C.P. No.1121

Camp: Lucknow
Date: 19th May, 2018

CEO & CFO CERTIFICATION

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

- A. We have reviewed 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

Camp: Lucknow

Date : 19th May, 2018

for Yash Papers Limited



Anil Kumar Gupta
Chief Financial Officer

Independent Auditor's Report

To the Members of
Yash Papers Limited

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of Yash Papers Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Ind-AS 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 and presentation of these Ind-AS financial statements that give a true and fair view of the financial position, financial performance including Other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with the relevant rules issued there under.

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 internal financial controls with reference to financial statements, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind-AS financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind-AS 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 Ind-AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind-AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind-AS 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 Ind-AS 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 Ind-AS 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 Ind-AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind-AS 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 including Ind-AS, of the state of affairs of the Company as at 31st March,

2018 and its profit (financial position including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matters

The financial information of the company for the year ended 31st March, 2017 and the transition date opening balance sheet as at 1st April, 2016 included in these financial statements are based on the previously issued financial statements for the years ended 31st March, 2016 and 31st March, 2017 prepared in accordance with the Companies (Accounting Standard) Rules, 2006 as amended, which were audited by the erstwhile auditors who had expressed an unmodified opinion dated 23rd April, 2016 and 27th May, 2017 respectively. The adjustments to those financial statements for the differences in accounting principles adopted by the company on transition to Ind-AS have been audited by us.

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, we give in the 'Annexure A' a statement on the matters specified in the paragraph 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 (including other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- (d) In our opinion the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;
- (e) On the basis of the written representations received from the directors as on 31st March, 2018, taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
- (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 as amended, 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 of pending litigations on its financial position in its Ind-AS financial statements- Refer note 38 to the Ind-AS financial statements.

- (ii) The Company does not have any material foreseeable losses for which a provision may be necessary.
- (iii) There has been no delay in transferring amounts that were required to be transferred to the investor education protection fund by the Company during the year ended 31st March, 2018.

For C N K & Associates LLP
Chartered Accountants
FRN: 101961W/W-100036

Himanshu Kishnadwala
Partner
Membership No. 37391

Lucknow
Date: 19th May, 2018

Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1 under "Report on other Legal and Regulatory requirements" in the Independent Auditor's Report of even date to the members of Yash Papers Limited ("the Company") on the financial statements for the year ended 31st March, 2018.)

- | | | |
|---|--|--|
| <p>i. (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;</p> <p>(b) These fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification;</p> <p>(c) On the basis of our examination of the records of the Company, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the Balance Sheet date. Immovable properties of buildings whose title deeds had been pledged as security for loan are held in the name of the Company based on attested copies of the deeds;</p> <p>ii. The inventory has been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification;</p> | <p>iii. In our opinion and according to the explanation and information given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, para 3(iii) of the Order is not applicable to the Company.</p> <p>iv. The Company has not granted any loans or provided any guarantees or security to the parties covered under section 185. The Company has neither made any investments nor given loans, guarantees or provided security to the parties covered under Section 186.</p> <p>v. The company has not accepted any deposits during the year to which the directives of RBI or the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made there under are applicable;</p> | <p>vi. We have broadly reviewed the records maintained by the Company pursuant to the rules prescribed by Central Government for maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.</p> <p>vii. (a) The company is regular in depositing undisputed statutory dues including provident fund, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax, cess, professional tax and any other statutory dues, as applicable, with the appropriate authorities and there are no undisputed statutory dues outstanding as at 31st March 2018, for a period of more than six months from the date they become payable;</p> |
|---|--|--|

(b) According to the information and explanations given to us, the statutory dues not deposited on account of disputes pending before appropriate authorities are as under:

Name of Statute	Nature of Dues	Amount Demanded (₹ In lakhs)	Amount paid in dispute (₹ In lakhs)	Period to which the amount relates	Forum from where the dispute is pending
The Central Excise Act, 1944	Disallowance of CENVAT Credit	238.98 111.57	50.00 -	2009-10 2010-11	CESTAT, Allahabad
UP VAT Act, 2008	Tax on Purchase of Paddy Husk	164.03	-	2009-10	Additional Commissioner (Appeals), Grade – 2 Commercial Tax, Faizabad
	Tax imposed due to deficiency in sales documents	3.20	1.44	2015-16	
	Tax on Provisional assessment	6.70 7.14	1.44 2.86	2016-17 2016-17	
	Disallowance of ITC	3.92	1.57	2013-14	
	Wrong ITC claimed	1.88	0.94	2016-17	
	Form 38 Road permit penalty	0.37	0.18	2014-15	
	Entry tax on Iron	0.68	0.68	2013-14	
	Form C, H & I not submitted	2.03	2.03	2012-13	
	Wrong ITC claimed	9.12	4.56	2016-17	
	ITC mismatch, Capital goods ITC, sales return dispute	0.25	0.25	2017-18	

viii. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank or government. The Company has not issued any debentures;

ix. Based on our audit procedures and according to information and explanations given to us, the company has not raised money by way of initial public offer, or further public offer including debt instruments. In our opinion the term loans issued during the year have been applied for the purposes for which they were raised;

x. During the course of our examination of the books of account and records of the company, carried out in accordance with generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any incidence of fraud on or by the company noticed or reported during the year, nor have we been informed of any such case by the management;

xi. The managerial remuneration paid by the company is in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013;

xii. The company is not a Nidhi Company and hence clause (xii) is not applicable;

xiii. Based on our audit procedures and as per the information and explanations given by the management, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Ind AS financial statements, as required by the applicable accounting standards;

xiv. The company had made a preferential allotment of 75,40,000 Equity warrants of which the last tranche of 2,930,000 warrants were converted into

equal number of equity shares on 21st June 2017. The requirement of section 42 of the Act has been complied with and the amount raised has been used for the purposes for which the funds were raised;

- xv. Based on our audit procedures and as per the information and explanations given by the management, the company has not entered into any non-cash transactions with the directors or

persons connected with him and hence paragraph 3(xv) of the Order is not applicable to the Company;

- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly the provisions of Clause 3(xvi) are not applicable to the Company.

Lucknow

Date: 19th May, 2018

For **C N K & Associates LLP**

Chartered Accountants

FRN. 101961W/W-100036



Himanshu Kishnadwala

Partner

Membership No. 37391

Annexure B to the Independent Auditors' Report

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of Yash Papers Limited on the financial statements for the year ended 31st March, 2018]

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, 2018 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 the internal financial controls with reference to financial statements 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 Companies Act, 2013.

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 the Institute of Chartered Accountants of India. 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 the internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to financial statements 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 judgment, 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, "internal financial controls with reference to financial statements and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, 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 **C N K & Associates LLP**

Chartered Accountants

Firm's Registration No. 101961W/W-100036



Himanshu Kishnadwala

Partner

Lucknow

Date: 19th May, 2018

Membership No. 37391

Balance Sheet as at March 31, 2018

Amount (₹ in Lakhs)

Particulars	Note No.	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
I. Assets				
Non-Current Assets				
(A) Property, Plant And Equipment	2	16,156.52	9,277.17	9,210.00
(B) Capital Work-In-Progress	3	190.26	1,048.54	19.00
(C) Other Intangible Assets	4	54.51	35.36	48.23
(D) Financial Assets				
(i) Investments	5	0.05	0.14	0.13
(E) Other Non-Current Assets	6	299.48	2,282.20	453.99
Total Non Current Assets		16,700.82	12,643.41	9,731.35
Current Assets				
(A) Inventories	7	7,282.35	5,900.25	4,924.07
(B) Financial Assets				
(i) Trade Receivables	8	1,470.24	1,177.07	1,591.73
(ii) Cash And Cash Equivalents	9	19.74	650.52	270.99
(iii) Bank Balances Other Than (ii) Above	10	240.17	145.67	189.83
(iv) Other Financial Assets	11	9.64	12.44	10.62
(C) Other Current Assets	12	1,122.63	523.83	369.11
Total Current Assets		10,144.77	8,409.78	7,356.35
Total Assets		26,845.59	21,053.19	17,087.70
II. Equity And Liabilities				
(1) Equity				
(A) Equity Share Capital	13	3,524.00	3,231.00	2,983.00
(B) Other Equity	14	3,788.33	2,495.63	2,002.09
Total Equity		7,312.33	5,726.63	4,985.09
Liabilities				
(2) Non Current Liabilities				
(A) Financial Liabilities				
(i) Borrowings	15	7,114.33	6,980.02	4,963.22
(B) Deferred Tax Liabilities (Net)	16	654.46	166.01	41.17
(C) Other Non-Current Liabilities	17	2,055.75	163.44	139.22
Total Non Current Liabilities		9,824.54	7,309.47	5,143.61

Balance Sheet as at March 31, 2018

Amount (₹ in Lakhs)

(3) Current Liabilities				
(A) Financial Liabilities				
(i) Borrowings	15	5,185.01	5,238.56	4,178.95
(ii) Trade Payables	18	1,715.59	1,013.67	1,139.37
(iii) Other Financial Liabilities	19	1,548.31	1,229.79	1,067.60
(B) Other Current Liabilities	20	1,027.46	389.20	449.12
(C) Provisions	21	232.35	145.87	123.96
Total Current Liabilities		9,708.72	8,017.09	6,959.00
Total Liabilities		19,533.26	15,326.56	12,102.61
Total Equity And Liabilities		26,845.59	21,053.19	17,087.70
Significant Accounting Policies	1			

See accompanying notes from 2 to 40 forming part of the standalone financial statements

As per our attached report of even date

For and on behalf of the Board

For **C N K & Associates LLP**
Chartered Accountants
Firm Registration No.: 101961W/W100036

Himanshu Kishnadwala
Partner
Membership No.: 37391

Lucknow
19th May, 2018

Ved Krishna
Managing Director
DIN: 00182260

Anil Kumar Gupta
Chief Financial Officer

Lucknow
19th May, 2018

Jagdeep Hira
Joint Managing Director & CEO
DIN: 07639849

Sachin Kumar Srivastava
Company Secretary

Statement of Profit and Loss for the year ended March 31, 2018

Amount (₹ in Lakhs)

Particulars	Note No.	For the year ended March 31, 2018	For the year ended March 31, 2017
I. Revenue from Operations	22	20,295.48	18,320.76
II. Other income	23	228.20	339.32
III. Total Income		20,523.68	18,660.08
IV. Expenses			
Cost of materials consumed	24	9,550.42	8,799.37
Purchase of stock-in-trade		-	36.51
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	(677.65)	300.06
Employee Benefits Expenses	26	1,971.03	1,372.31
Finance costs	27	1,281.06	1,466.51
Depreciation and Amortization Expenses	2, 4	638.55	672.06
Other Expenses	28	5,544.56	4,843.67
Total Expenses (IV)		18,307.97	17,490.49
V. Profit/ (Loss) before Exceptional items and Tax		2,215.71	1,169.59
Exceptional Items	29	-	73.04
VI. Profit before Tax		2,215.71	1,096.55
VII. Tax expense:	30		
1. Current Tax		477.45	202.57
2. Deferred Tax		490.28	115.29
3. Tax adjustments relating to earlier years		0.01	-
VIII. Profit for the period		1,247.97	778.69
IX. Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		6.29	(27.59)
Equity Instruments through Other Comprehensive Income			
(ii) Income tax related to items that will not be reclassified to profit or loss		1.83	(9.55)
		8.12	(37.14)

Statement of Profit and Loss for the year ended March 31, 2018

Amount (₹ in Lakhs)

X. Total comprehensive income for the period		1,256.09	741.55
XI. Earnings per equity share	31		
1. Basic		3.62	2.42
2. Diluted		3.62	2.37
Significant Accounting Policies	1		
See accompanying notes from 2 to 40 forming part of the standalone financial statements			

As per our attached report of even date

For and on behalf of the Board

For **C N K & Associates LLP**
Chartered Accountants
Firm Registration No.: 101961W/W100036

Himanshu Kishnadwala
Partner
Membership No.: 37391

Lucknow
19th May, 2018

Ved Krishna
Managing Director
DIN: 00182260

Anil Kumar Gupta
Chief Financial Officer

Lucknow
19th May, 2018

Jagdeep Hira
Joint Managing Director & CEO
DIN: 07639849

Sachin Kumar Srivastava
Company Secretary

Statement of Changes in Equity for the year ended March 31, 2018

A. Equity Share Capital

Amount (₹ in Lakhs)

Particulars	Equity Share Capital
Balance as on April 1, 2016	2,983.00
Shares allotted during the year on conversion of 24.80 Lakhs warrants	248.00
Balance as on March 31, 2017	3,231.00
Additions during the year	293.00
Balance as on March 31, 2018	3,524.00

B. Other Equity

Particulars	Other Equity					Money received against share warrants	Total equity
	Reserves and Surplus				Other Comprehensive Income		
	Capital Reserve	Securities Premium	General reserve	Retained Earnings	Other items of other comprehensive income		
Balance as on April 1, 2016	37.32	901.67	550.00	31.22	-	481.88	2,002.09
Exercise of stock options	-	-	-	-	-	-	-
Additions during the year on account of issue of share warrants	-	123.99	-	-	-	(372.00)	(248.01)
Shares allotted during the year	-	-	-	-	-	-	-
Unwinding of discounted liability	-	-	-	-	-	-	-
Profit for the year	-	-	-	778.69	(37.14)	-	741.55
Balance as on March 31, 2017	37.32	1,025.66	550.00	809.91	(37.14)	109.88	2,495.63
Additions during the year	-	146.49	-	-	-	-	146.49
Amortisation during the year	-	-	-	-	-	-	-
Unwinding of discounted liability	-	-	-	-	-	-	-
Profit for the year	-	-	-	1,247.97	8.12	(109.88)	1,146.21
Balance as on March 31, 2018	37.32	1,172.15	550.00	2,057.88	(29.02)	-	3,788.33

Refer Note 14 for nature and purpose of reserves

See accompanying notes from 2 to 40 forming part of the standalone financial statements

As per our attached report of even date

For and on behalf of the Board

For **C N K & Associates LLP**

Chartered Accountants

Firm Registration No.: 101961W/W100036

Himanshu Kishnadwala

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Joint Managing Director & CEO

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Sachin Kumar Srivastava

Company Secretary

Cash Flow Statement for the year ended March 31, 2018

Amount (₹ in Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	2,215.71	1,096.55
Adjustments for :		
Depreciation/ Amortization	638.55	672.06
Profit on Sale of Fixed Assets	(1.44)	(0.07)
Interest income	(30.80)	(22.36)
Finance Cost	1,174.17	1,298.21
Remeasurement of net defined benefit plans	6.29	(27.59)
Net (gain) / loss on foreign exchange fluctuation	27.14	93.76
Fair (gain)/ loss on investments measured at FVTPL	0.09	(0.01)
Operating profit before working capital changes	4,029.71	3,110.55
Changes in working capital:		
Adjustment for (increase)/decrease in operating assets		
(Increase) / Decrease in trade receivables	(293.17)	414.66
(Increase) / Decrease in inventories	(1,382.10)	(976.18)
(Increase) / Decrease in other financial assets	(126.18)	(5.40)
(Increase) / Decrease in other current assets	(598.80)	(154.72)
Adjustment for increase/(decrease) in operating liabilities		
Increase / (Decrease) in trade payables	701.92	(125.70)
Increase / (Decrease) in other financial liabilities	318.52	162.19
Increase / (Decrease) in other liabilities	2,530.57	(35.70)
Increase / (Decrease) in Provisions	86.48	21.91
Cash generated from operations	5,266.95	2,411.61
Income taxes refunded / (paid), net	(439.23)	(165.80)
Net cash generated from operating activities	4,827.72	2,245.81
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, intangible assets (including CWIP)	(4,609.58)	(3,618.50)
Proceeds from sale of property, plant and equipment	5.72	1.26
Interest received	30.80	22.36
Other bank balances (Margin Money)	(94.50)	44.16
Net cash (used in) / generated from investing activities	(4,667.56)	(3,550.72)

Cash Flow Statement for the year ended March 31, 2018

Amount (₹ in Lakhs)

C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowings	997.22	2,365.17
Repayment of long-term borrowings	(862.92)	(348.36)
Increase/ (Decrease) in short-term borrowings	(53.55)	1,059.61
Issuance of equity shares	293.00	248.00
Premium on Security	146.49	123.99
Money received against warrant	(109.88)	(372.00)
Finance costs paid	(1,174.17)	(1,298.21)
Derivatives	(27.14)	(93.76)
Net cash used in financing activities	(790.94)	1,684.44
INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(630.78)	379.53
Cash and cash equivalents at the beginning of the year	650.52	270.99
Cash and cash equivalents at the end of the year	19.74	650.52

Note:

- 1) The statement of cash flow is prepared in accordance with the format prescribed as per Ind-AS 7.
- 2) In Part-A of the Cash Flow Statement, figures in brackets indicate deductions made from the Net Profit for deriving the net cash flow from operating activities. In Part-B and Part-C, figures in brackets indicate cash outflows.

Significant Accounting Policies (Refer Note 1)

See accompanying notes from 2 to 40 forming part of the standalone financial statements

As per our attached report of even date

For and on behalf of the Board

For **C N K & Associates LLP**
Chartered Accountants
Firm Registration No.: 101961W/W100036

Himanshu Kishnadwala
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Sachin Kumar Srivastava
Company Secretary

Lucknow
19th May, 2018

Lucknow
19th May, 2018

Notes forming part of the financial statements for the year ended March 31, 2018

Corporate Information

Yash Papers Limited ("YPL" or "the Company") was founded in 1981. The Company is listed on Bombay Stock Exchange Limited. The Company is mainly engaged in the business of manufacture of Paper and Paper Products. The company has started a new unit for manufacture of Tableware products wef 2nd January, 2018. The principal place of business of the Company is in Faizabad, Uttar Pradesh, India.

1. Basis of Preparation:

The Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as "Ind-AS") notified under Section 133 of the Companies Act, 2013 ("Act") read with Companies (Indian Accounting Standards) Rules, 2015; and the other relevant provisions of the Act.

These financial statements for the year ended 31st March, 2018 are the first financials with comparatives, prepared under Ind-AS. For all previous periods including the year ended 31st March, 2017, the Company had prepared its financial statements in accordance with the Accounting Standards notified under section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounting Standards) Rules, 2014 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India. Refer note 35 for an explanation of how the transition from previous GAAP to Ind-AS has affected the

Financial Position, Financial Performance and Cash Flows of the Company.

The company's presentation and functional currency is Indian rupees. All amounts in these financial statements, except per share amounts and unless as stated otherwise, have been rounded off to two decimal places and have been presented in lakhs.

Authorization of Financial Statements:

The Financial Statements were authorized for issue in accordance with a resolution of the Board of Directors in its meeting held on 19th, May, 2018.

Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities are measured at fair value.
- Defined benefit plans where plan assets measured at fair value.

2. Use of Judgment and Estimates:

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the accounts and reported amounts of income and expenses during the year. The management believes that the estimates used in the preparation of financial statements are prudent and reasonable. The said estimates are based on the facts and events, that existed as at the reporting

date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Actual results could differ from those estimates. The most significant techniques for estimation are described in the accounting policies below. Critical accounting judgments and the key sources of estimation or uncertainty in applying the Company's accounting policies arise in relation to property, plant and equipment, impairment of assets, current asset provisions, deferred tax, retirement benefits and provisions.

Information about significant areas of estimates and judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are as below:

- Impairment of Financial Assets- Refer note 8
- Estimates of useful lives and residual value of Property, Plant and Equipment and Intangible assets -Refer note 2 and note 3;
- Valuation of Inventories-Refer note 7;
- Measurement of Defined Benefit Obligations and actuarial assumptions-Refer note 21;
- Contingencies- refer note 38.

Revisions to accounting estimates are recognised prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

Notes forming part of the financial statements for the year ended March 31, 2018

Current versus non-current classification

The company presents assets and liabilities in the balance sheet based on current/ non-current classification.

All the assets and liabilities have been classified as current/non-current as per the Company's normal operating cycle and other criteria set out in Division II to Schedule III of the Companies Act, 2013.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3. Recent accounting pronouncements:

On 28th March 2018, The Ministry of Corporate affairs notified Ind AS 115 "Revenue From contracts with customers as a part of companies (India accounting standards) Amendment Rules, 2018.

The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The effective date for adoption of

Ind AS 115 is financial periods beginning on or after April 01, 2018. The effect on adoption of Ind AS 115 needs to be assessed.

4. Statement of Significant Accounting Policies

4.1 Property, Plant and Equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment (PPE) are stated at cost less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the item.

The cost of an item of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure including brokerage and start-up costs on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its PPE recognized as at 1st April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the PPE.

When significant parts of PPE are required to be replaced at intervals, company depreciates them separately based on their specific useful lives.

An item of PPE is derecognised upon disposal or when no future economic benefits are expected

from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of PPE are reviewed at each financial year end and changes if any are accounted in line with revisions to accounting estimates.

Depreciation

Depreciation on PPE is provided as per straight line method as per the useful life prescribed in Schedule II of the Companies Act, 2013.

PPE costing less than Rs. 5,000/- are fully depreciated in the year of capitalization.

Depreciation on additions/deductions to PPE made during the year is provided on a pro-rata basis from / up to the date of such additions /deductions, as the case may be.

Leased Assets

Leasehold land is amortized over the period of lease.

Capital Work in Progress

Capital work in progress is stated at cost, net of impairment losses, if any. Cost comprises of the cost of items of PPE not yet commissioned, incidental pre-operative expenses and borrowing costs.

4.2 Intangible Assets

Intangible assets are carried at cost net of accumulated amortization and accumulated impairment losses, if any.

Notes forming part of the financial statements for the year ended March 31, 2018

The Company has elected to use the exemption available under Ind-AS 101 to continue the carrying value for all its intangible assets as recognised in the financial statements as at the date of transition to Ind-ASs, measured as per the previous GAAP and use that as its deemed cost as at the date of transition (1st April, 2016).

Amortisation

Computer Software being intangible asset is amortised over a period of 5 years on Straight Line Method.

4.3 Impairment of Non-financial Assets

Non-financial assets other than inventories and deferred tax assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. The recoverable amount is higher of the assets or Cash-Generating Units (CGU's) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

4.4 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks

and rewards of ownership to the lessee. All other leases are classified as operating leases.

Rentals Income from operating leases is generally recognised in the statement of profit and loss on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term.

4.5 Inventories

Cost includes all charges in bringing the inventories to their present location and condition, including octroi and other levies, transit insurance and receiving charges and excluding rebates and discounts, if any. Net realisable value is the estimated selling price in the ordinary course of business.

Inventories other than Scrap and Import entitlements/license are valued at lower of cost and net realized value.

Scraps and Import entitlements/license (DEPB) are valued at estimated realisable value.

4.6 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

The specific recognition criteria described below are also to be met before revenue is recognized.

Sale of Goods

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. The sales include the excise duty and exclude Value added tax/sales tax/GST. Sales are recognised on dispatch of goods to customers and on transfer of corresponding risk to the customers. Export Sales are recognised on the issuance of Bill of Lading/Airway bill by the carrier.

Dividend income

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

Export Incentives

Export Incentives are recognised when certainty of receipt is established.

Insurance Claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

Other Income

Other income is accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

Notes forming part of the financial statements for the year ended March 31, 2018

4.7 Employee benefits

i) Short term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the services. These benefits include compensated absences such as paid annual leave, and performance incentives.

Retirement benefit costs

The Company has both defined-contribution and defined-benefit plans, of which some have assets in special funds or securities. The plans are financed by the Company and in the case of some defined contribution plans by the Company along with its employees.

ii) Long term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation determined actuarially by using Projected Unit Credit Method at the balance sheet date.

Defined-contribution plans

These are plans in which the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. These comprise of contributions to the employees' provident fund and

superannuation fund. The Company's payments to the defined-contribution plans are reported as expenses during the period in which the employees perform the services that the payment covers.

Defined-benefit plans

For defined benefit retirement plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit and loss. Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier. The service cost, net interest on the net defined benefit liability/ (asset) is treated as a net expense within employment cost. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined-benefit obligation as reduced by the fair value plan assets.

Other long-term employee benefits

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be encashed or availed in twelve months immediately following the year end are reported as expenses during the year in which the employees perform the services that the benefit covers and the liabilities are reported at the undiscounted amount of the benefits after deducting amounts already paid. Where there are restrictions on availment of encashment of such accrued benefit or where the availment or encashment is otherwise not expected to wholly occur in the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method

4.8 Research and Development Expenditure

Expenditure on research of revenue nature is charged to Statement of Profit and Loss and that of capital nature is capitalized as fixed assets.

4.9 Foreign Currency Transactions

Monetary Items

Transactions in foreign currencies are initially recorded at their respective exchange rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at exchange rates prevailing on the reporting date.

Notes forming part of the financial statements for the year ended March 31, 2018

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss either as profit or loss on foreign currency transaction and translation or as borrowing costs to the extent regarded as an adjustment to borrowing costs.

Non – Monetary items

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

4.10. Government Grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant relates to an expense item, it is recognized in Statement of Profit and Loss on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

Government grants relating to Property, Plant and Equipment are presented as deferred income and are credited to the Statement of Profit and Loss on a systematic and rational basis over the useful life of the asset.

4.11 Provisions, Contingent Liabilities and Capital Commitments

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to

settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required, or the amount of the obligation cannot be measured with sufficient reliability. Information on contingent liability is disclosed in the Notes to the Financial Statements.

Contingent assets are not recognised but disclosed when the inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

4.12 Fair Value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market which can be accessed by the Company for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Notes forming part of the financial statements for the year ended March 31, 2018

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

4.13 Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, the Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit and loss.

Debt instruments at amortised cost

Debt instruments such as trade and other receivables, security deposits and loans given are measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Debt instruments at Fair value through Other Comprehensive Income (FVOCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI

category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Debt instruments at Fair value through Profit or Loss (FVTPL)

FVTPL is a residual category for debt instruments excluding investments in subsidiary and associate companies. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

After initial measurement, any fair value changes including any interest income, foreign exchange gains and losses, impairment losses and other net gains and losses are recognised in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, YPL decides to classify the same either as at FVTOCI or FVTPL. YPL makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit or loss.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial

Notes forming part of the financial statements for the year ended March 31, 2018

assets) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
- The Company has transferred substantially all the risks and rewards of the asset, or
- The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On de-recognition, any gains or losses on all debt instruments (other than debt instruments measured at FVOCI) and equity instruments (measured at FVTPL) are recognised in the Statement of Profit and Loss. Gains and losses in respect of debt instruments measured at FVOCI and that are accumulated in OCI are reclassified to profit or loss on de-recognition. Gains or losses on equity instruments measured at FVOCI that are recognised and accumulated in OCI are not reclassified to profit or loss on de-recognition.

4.14 Impairment of financial assets

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
- Financial assets measured at fair value through other comprehensive income.

In case of other assets (listed as above), the company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

4.15 Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities at Fair Value through Profit or Loss (FVTPL)

Financial liabilities at fair value through profit or loss

include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ losses are not subsequently transferred to profit or loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Financial Liabilities at amortised cost

Financial liabilities classified and measured at amortised cost such as loans and borrowings are initially recognized at fair value, net of transaction cost incurred. After initial recognition, financial liabilities are subsequently measured at amortised cost using the Effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Notes forming part of the financial statements for the year ended March 31, 2018

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Derivative financial instruments

The Company uses derivative financial instruments to manage the commodity price risk and exposure on account of fluctuation in interest rate and foreign exchange rates. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value with changes being recognized in Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken through profit and loss.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any differences between the proceeds (net of

transaction costs) and the redemption amount is recognised in Profit or loss over the period of the borrowing using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the drawdown occurs.

The borrowings are removed from the Balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability that has been extinguished or transferred to another party and the consideration paid including any noncash asset transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses). Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability of at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statement for issue, not to demand payment as a consequence of the breach.

4.16 Borrowing Cost

Borrowing costs directly attributable to the construction or production of a qualifying asset are

capitalised during the period of time that is required for the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds

4.17 Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company, or the counterparty.

4.18 Taxes on Income

Current and Deferred Tax

Current tax is the amount of tax payable determined in accordance with the applicable tax rates and provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases

Notes forming part of the financial statements for the year ended March 31, 2018

used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

Current and deferred taxes relating to items directly recognised in reserves are recognised in reserves and not in the Statement of Profit and Loss.

Minimum Alternative Tax

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an deferred tax asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

4.19 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during

the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

4.20 Cash and Cash equivalents

For the purpose of presentation in statement of cash flows, cash and cash equivalents includes cash on hand, deposit held at call with financial institution, other short term, highly liquid investments with

original maturities of 3 months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank Overdrafts are shown within borrowings in current liabilities in Balance sheet

4.21 Cash Flows

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

4.22 Segment Reporting

Operating segments are reported in consistent manner with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the Company.

Notes forming part of the financial statements for the year ended March 31, 2018

2. Property, plant and equipment

Amount (₹ in Lakhs)

Particulars	Freehold lands	Leasehold lands	Factory buildings	Other buildings	Plant & Equipment's	Furniture & Fixtures	Office Equipment's	Vehicles	Electrical Installation and Fittings	Total
Gross carrying value										
Deemed Cost as at April 1, 2016*	280.17	179.61	1,408.17	176.57	6,737.83	15.80	29.55	68.88	313.42	9,210.00
Additions	-	-	67.82	-	533.40	-	13.81	1.22	111.31	727.56
Deletions	-	-	-	-	1.00	-	-	7.92	-	8.92
Ind AS adjustments	-	-	-	-	-	-	-	-	-	-
As at March 31, 2017	280.17	179.61	1,475.99	176.57	7,270.23	15.80	43.36	62.18	424.73	9,928.64
Additions	-	-	1,046.42	-	5,122.49	9.84	29.65	12.55	336.67	6,557.62
Deletions	-	-	-	-	0.20	-	-	9.18	9.06	18.44
Reclassifications	(1.64)	1.64	-	-	-	-	-	-	-	-
Ind AS adjustments	-	-	-	-	949.42	-	-	-	-	949.42
As at March 31, 2018	278.53	181.25	2,522.41	176.57	13,341.94	25.64	73.01	65.55	752.34	17,417.24
Accumulated Depreciation										
As at April 1, 2016*	-	-	-	-	-	-	-	-	-	-
Additions	-	2.23	62.47	3.82	387.78	2.47	16.07	11.58	168.75	655.17
Deletions	-	-	-	-	0.95	-	-	6.78	-	7.73
Ind AS adjustments	-	0.07	-	-	3.96	-	-	-	-	4.03
As at March 31, 2017	-	2.30	62.47	3.82	390.79	2.47	16.07	4.80	168.75	651.47
Additions	-	2.63	72.79	3.54	455.63	2.63	12.34	11.08	49.32	609.96
Deletions	-	-	-	-	0.19	-	-	5.36	8.61	14.16
Ind AS adjustments	-	0.79	-	-	12.66	-	-	-	-	13.45
As at March 31, 2018	-	5.72	135.26	7.36	858.89	5.10	28.41	10.52	209.46	1,260.72
Net Carrying amount										
As at April 1, 2016*	280.17	179.61	1,408.17	176.57	6,737.83	15.80	29.55	68.88	313.42	9,210.00
As at March 31, 2017	280.17	177.31	1,413.52	172.75	6,879.44	13.33	27.29	57.38	255.98	9,277.17
As at March 31, 2018	278.53	175.53	2,387.15	169.21	12,483.05	20.54	44.60	55.03	542.88	16,156.52

Notes forming part of the financial statements for the year ended March 31, 2018

(i) Leased Assets

The lease term in respect of assets acquired under finance leases expires within 62-75 years.

(ii) Assets given as security for borrowings

All the items of Property, Plant and Equipment of the Company have been given to lenders as security for various borrowing facilities.

(iii) The Company has adopted carrying value as recognized in the financial statement as at March 31, 2016, measured as per Previous GAAP as its deemed cost. Accordingly, its Net Block as on March 31, 2016 is its Gross Block under Ind AS.

Break up of the said Gross block as at April 1, 2016 is as under:

Amount (₹ in Lakhs)

Particulars	Gross Block	Accumulated Depreciation / Amortization / Ind AS Adjustment	Net Block
	As at April 1, 2016		
Freehold lands	280.17	-	280.17
Leasehold lands	200.31	20.70	179.61
Factory buildings	2,049.61	641.44	1,408.17
Other buildings	283.33	106.76	176.57
Plant & Equipment's	11,585.65	4,847.82	6,737.83
Furniture & Fixtures	60.87	45.07	15.80
Electrical Installation and Fittings	1,095.29	781.87	313.42
Office Equipment's	129.05	99.50	29.55
Vehicles	138.54	69.66	68.88
	15,822.82	6,612.82	9,210.00

Notes forming part of the financial statements for the year ended March 31, 2018

3. Capital work in progress

Amount (₹ in Lakhs)

Particulars	Amount
Gross carrying value	
Deemed Cost as at April 1, 2016*	19.00
Additions	1,072.37
Transfers	
Ind AS adjustments	(42.83)
As at March 31, 2017	1,048.54
Additions	
Transfers	(858.28)
Ind AS adjustments	
As at March 31, 2018	190.26
Accumulated Depreciation	
As at April 1, 2016*	
Additions	-
Transfers	-
Ind AS adjustments	-
As at March 31, 2017	-
Additions	-
Transfers	-
Ind AS adjustments	-
As at March 31, 2018	-
Net Carrying amount	
As at April 1, 2016*	19.00
As at March 31, 2017	1,048.54
As at March 31, 2018	190.26

Notes forming part of the financial statements for the year ended March 31, 2018

4. Other Intangible assets

Amount (₹ in Lakhs)

Particulars	Computer Software	Total
Gross carrying value		
Deemed Cost as at April 1, 2016*	48.23	48.23
Additions	-	-
Deletions	-	-
Ind AS adjustments	-	-
As at March 31, 2017	48.23	48.23
Additions	34.29	34.29
Deletions	-	-
Ind AS adjustments	-	-
As at March 31, 2018	82.52	82.52
Accumulated Depreciation	-	-
As at 1st April, 2016*		
Additions	12.87	12.87
Deletions	-	-
Ind AS adjustments	-	-
As at March 31, 2017	12.87	12.87
Additions	15.14	15.14
Deletions	-	-
Ind AS adjustments	-	-
As at March 31, 2018	28.01	28.01
Net Carrying amount		
As at April 1, 2016*	48.23	48.23
As at March 31, 2017	35.36	35.36
As at March 31, 2018	54.51	54.51

The Company has adopted carrying value as recognized in the financial statement as at 31st March, 2016, measured as per Previous GAAP as its deemed cost. Accordingly, its Net Block as on March 31, 2016 is its Gross Block under Ind AS

Notes forming part of the financial statements for the year ended March 31, 2018

Break up of the said Gross block as at April 1, 2016 is as under:

Amount (₹ in Lakhs)

Particulars	Gross Block	Accumulated Depreciation / Amortization / Ind AS Adjustment	Net Block
	As at April 1, 2016		
Computer Software	98.89	50.66	48.23
	98.89	50.66	48.23

5. Investments

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Designated at Fair Value through Profit and Loss			
Investment in equity shares (quoted, fully-paid up)			
500 (March 31, 2017: 500, April 1, 2016: 500) Equity shares of ₹ 2/- each of Pudumjee Pulp & Paper Mills Limited	0.03	0.10	0.10
100 (March 31, 2017: 100, April 1, 2016: 100) Equity shares of ₹10/- each of Rana Mohendra Papers Limited	-	0.01	-
100 (March 31, 2017: 100, April 1, 2016: 100) Equity shares of ₹10/- each of Mukerian Papers Limited	0.01	-	-
100 (March 31, 2017: 100, April 1, 2016: 100) Equity shares of ₹10/- each of Rama Newsprint & Papers Limited	0.01	0.03	0.03
Total	0.05	0.14	0.13
Aggregate amount of quoted investments	0.05	0.14	0.13
Current portion of quoted investments	-	-	-

6. Other Non-current Assets

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Capital Advance	54.48	2,127.95	266.55
Security Deposits	0.12	2.80	2.80
Deferred Revenue from EPCG license	124.89	-	-
Advance tax paid (net of provision)	20.06	58.29	95.06
Others	99.93	93.16	89.58
Total	299.48	2,282.20	453.99

Notes forming part of the financial statements for the year ended March 31, 2018

7. Inventories

Amount (₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
At lower of cost and net realizable value			
Raw Materials	3,367.74	3,734.35	2,187.74
Work in Progress	92.61	77.95	227.52
Finished Goods	1,041.37	231.10	251.89
Pulp	5.62	21.94	151.63
Store and Spares	2,755.01	1,809.91	2,047.79
Scrap	20.00	25.00	57.50
Total	7,282.35	5,900.25	4,924.07

- (i) The mode of valuation has been stated in Note 4.5
- (ii) Inventories have been pledged as security for borrowings

8. Trade Receivables

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Current			
Unsecured, considered good	1,504.09	1,188.86	1,623.84
Less: Allowance for unsecured receivables	(33.85)	(11.79)	(32.11)
Sub Total (A)	1,470.24	1,177.07	1,591.73
Doubtful	-	19.31	-
Less: Allowance for doubtful receivables	-	(19.31)	-
Sub Total (B)	-	-	-
Total (A) + (B)	1,470.24	1,177.07	1,591.73

- i) The average credit period for collection is 90 days.
- ii) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Movement in the expected credit loss allowance

Notes forming part of the financial statements for the year ended March 31, 2018

Amount (₹ in Lakhs)

Particulars	As at March 31, 2018
Balance at the beginning of the year	31.10
Add: Provision made during the year	2.74
Balance at the end of the year	33.84

Of the trade receivable balance as at March 31, 2018 of ₹85.91 Lakhs (as at March 31, 2017 of ₹ 169.09 Lakhs, as at April 1, 2016 of ₹ 208.03 Lakhs) is due from the Company's largest customer.

Refer Note 32 (iii)(a) & (b) for information about credit risk and market risk of trade receivables.

9. Cash and cash equivalents

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Balances with banks in current accounts	16.12	629.75	216.31
Cash in hand	3.62	20.77	54.68
Total	19.74	650.52	270.99

10. Bank Balances other than cash and cash equivalents

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Margin money deposits (restricted, held as lien against bank guarantees)	240.17	145.67	189.83
Total	240.17	145.67	189.83

11. Other Financial Assets

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Interest accrued on deposits	9.64	12.44	10.62
Total	9.64	12.44	10.62

12. Other current assets

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Advances to vendors	225.48	110.09	67.61
Indirect Taxes recoverable	312.85	305.84	229.50
Export Incentives Receivable	84.02	25.49	21.19
Others	500.28	82.41	50.81
Total	1,122.63	523.83	369.11

Notes forming part of the financial statements for the year ended March 31, 2018

13. Equity share capital

Amount (₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	April 1, 2016
Authorised equity share capital			
Equity shares			
5,60,00,000 (As at March 31, 2017: 5,60,00,000 As at April 1, 2016: 5,60,00,000) Equity shares of ₹ 10/- each	5,600.00	5,600.00	5,600.00
Preference shares			
4,00,000 (As at March 31, 2017: 4,00,000 As at April 1, 2016: 4,00,000) Equity shares of ₹ 100/- each	400.00	400.00	400.00
Total	6,000.00	6,000.00	6,000.00
Issued, subscribed and paid-up capital			
Equity shares			
3,52,40,000 (As at March 31, 2017: 3,23,10,000 As at April 1, 2016: 2,98,30,000) Equity shares of ₹ 10/- each	3,524.00	3,231.00	2,983.00

(i) Movements in equity share capital

Particulars	For the year ended March 31, 2018		For the year ended March 31, 2017		For the year ended April 1, 2016	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Opening Balance	3,23,10,000	3,231.00	2,98,30,000	2,983.00	2,77,00,000	2,770.00
Issued during the year	29,30,000	293.00	24,80,000	248.00	21,30,000	213.00
Closing Balance	3,52,40,000	3,524.00	3,23,10,000	3,231.00	2,98,30,000	2,983.00

(ii) Terms and 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.

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.

(iii) Details of shareholders holding more than 5% shares in the company:

Name of the Shareholder	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of shares	% held	No. of shares	% held	No. of shares	% held
Mr. Ved Krishna	1,10,09,950	31.24%	80,45,000	24.90%	55,65,000	18.66%
Satori Global Limited	33,34,500	9.46%	33,35,000	10.32%	33,35,000	11.18%
Subramanian P	-	-	17,13,000	5.30%	-	-

Notes forming part of the financial statements for the year ended March 31, 2018

For the period of five years immediately preceding the date as at which the Balance Sheet is prepared

- (a) no shares have been allotted as fully paid up pursuant to contract(s) without payment being received in cash.
- (b) no bonus shares have been allotted
- (c) no shares have been bought back

14. Other Equity

Amount (₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	April 1, 2016
Capital Reserve	37.32	37.32	37.32
Securities Premium	1,172.15	1,025.66	901.67
General Reserve	550.00	550.00	550.00
Retained Earnings	2,057.88	809.91	31.22
Other Comprehensive Income	(29.02)	(37.14)	-
Money received against Share Warrants	-	109.88	481.88
Total	3,788.33	2,495.63	2,002.09

Refer Statement of changes in Equity for the movement in other equity.

Capital Reserve

Capital reserve contains the amount retained towards the forfeiture of equity and preferential warrants. This reserve is utilized in accordance with the provisions of the Act.

Securities Premium

Securities premium reserve is used to record the premium on issue of shares. This reserve is utilized in accordance with the provisions of the Act.

General Reserve

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.

Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Other Comprehensive Income

These are actuarial gains/ (losses) on employee benefit obligations.

Money received against Share Warrants

Represents money received against share warrants from promoters and subsequently adjusted against shares issued and securities premium.

Notes forming part of the financial statements for the year ended March 31, 2018

15. Borrowings Long term borrowings

Amount (₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	April 1, 2016
Secured			
Term loans from banks	6,660.66	6,221.45	4,772.32
Total secured loans [A]	6,660.66	6,221.45	4,772.32
Unsecured			
(a) Loan from Related parties (Refer Note 28)	453.67	758.57	190.90
Total unsecured loans [B]	453.67	758.57	190.90
Total [A+B]	7,114.33	6,980.02	4,963.22
Total	7,114.33	6,980.02	4,963.22
Current maturities of long term borrowings included in Other financial liabilities	1,485.69	1,152.95	1,044.99
Short term borrowings			
Secured			
Working Capital loans from banks	5,185.01	5,238.56	4,178.95
Total	5,185.01	5,238.56	4,178.95

Repayment terms:

- Secured rupee term loans from banks:** Structured Quarterly Installments
- Secured foreign currency working capital loans (FCNRB-DL) from banks:** One Year from the date of disbursement
- PICUP Loan details:** One Bullet repayment at the end of tenure of loan
- Loan from related parties:** Repayable after bank secured term loan is repaid
- The classification of loans between current liabilities and non-current liabilities continues based on repayment schedule under respective agreements as no loans have been recalled due to non compliance of conditions under any of the loan agreements.
- Interest rates:** Loans availed from banks carry interest rate ranging from 10.55% to 17.00% (March 31, 2017 11.50% to 17.00% and April 1, 2016 11.50% to 14.50%) for term loans and for working capital loans it ranges from 10.70% to 14.05% (March 31, 2017 11.75% to 14.05% and April 1, 2016 13.70% to 14.25%)
- Scheduled repayments:** Contractual repayments in case of loans from banks:

Amount (₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	April 1, 2016
Between one to three years	4166.74	4620.65	3403.09
Between three to five years	1497.84	1688.4	1653.11
Over five years	930.72	1721.12	57.00

Refer note 32(b) (II) & (III) on Interest rate risk and Liquidity Risk respectively.

Notes forming part of the financial statements for the year ended March 31, 2018

h) Security details:

Term Loans from Banks are secured by

- i. First pari-passu charge by hypothecation of all Immovable Properties and fixed assets both present and future of the borrower/ company. [including equitable mortgage of landed property & building]
- ii. Second pari passu charge on entire current assets (present and future) of the Borrower/ company with 2nd charge over entire fixed assets[present and future] of the company ceded to working capital bankers/ lenders (including LC/LG).
- iii. Personal guarantee of Promoter Directors of the company.
- iv. Corporate guarantee of Yash Agro Products Limited & Satori Global Limited
- v. 100% pledge of promoter's shareholding in the Company in favor of the lenders.

16. Deferred tax liabilities (Net)

Amount (₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Tax effect of items constituting deferred tax liability			
Borrowings measured at amortized cost	(1.94)	-	-
Reversal of processing fees	(1.22)	12.04	
Fair value of unsecured loans	-	-	-
On MTM valuation of forward cover	7.84	(13.09)	0.18
On difference between book balance and tax balance of fixed assets	1,786.12	1,598.58	1,574.35
Tax effect of items constituting deferred tax liability	1,790.80	1,597.53	1,574.53
Tax effect of items constituting deferred tax assets			
Provision on employee benefits	28.93	41.09	21.20
Carried forward depreciation and business loss	348.73	757.36	956.31
MAT Credit	824.27	355.23	150.97
Interest to bank - Sec 43B	(66.38)	254.04	376.42
Water Cess	-	2.78	-
Non deduction of TDS	-	0.07	-
Government grant	(0.01)	17.31	18.54
Provision for Bad Debts	0.80	3.64	9.92
Tax effect of items constituting deferred tax assets	1,136.34	1,431.52	1,533.36
Total	654.46	166.01	41.17

Notes forming part of the financial statements for the year ended March 31, 2018

17. Other non-current liabilities

Amount (₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	April 1, 2016
Deferred Revenue:			
Capital Subsidy	48.00	52.00	56.00
Government loan under PICUP scheme (Refer note 15©)	281.59	-	-
EPCG obligation*	1,105.59	-	-
Payable on capital goods	620.57	111.44	83.22
Total	2,055.75	163.44	139.22

*Under EPCG scheme, the Company is committed to export prescribed times of the duty saved on import of capital goods over a specified period of time. In case such commitments are not met, the Company would be required to pay the duty saved along with interest to the regulatory authorities.

The deferred grant income is recognized in Statement of Profit and Loss on a systematic basis over the periods in which the related performance obligations are fulfilled.

18. Trade Payables

Particulars	As at March 31, 2018	As at March 31, 2017	April 1, 2016
Trade payables:			
- Dues to micro and small enterprises(refer note below)	-	-	-
- Other than micro and small enterprises	1,715.59	1,013.67	1,139.37
Total	1,715.59	1,013.67	1,139.37

Note:

Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below:

Particulars	As at March 31, 2018	As at March 31, 2017	April 1, 2016
Principal amount due and remaining unpaid	-	-	-
Interest due and unpaid on the above amount	-	-	-
Interest paid by the Company in terms of section 16 of the Micro, Small and Medium enterprises Act, 2006	-	-	-
Payment made beyond the appointed day during the year	-	-	-
Interest due and payable for the period of delay	-	-	-
Interest accrued and remaining unpaid	-	-	-
Amount of further interest remaining due and payable	-	-	-

Notes forming part of the financial statements for the year ended March 31, 2018

19. Other Financial Liabilities

Amount (₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	April 1, 2016
Current maturities of long term borrowings	1,485.69	1,152.95	1,044.99
Interest accrued and due on borrowings - related party	47.17	18.82	10.92
MTM gain on forward cover	15.45	58.02	11.69
Total	1,548.31	1,229.79	1,067.60

20. Other Current Liabilities

Particulars	As at March 31, 2018	As at March 31, 2017	April 1, 2016
Advance from customers	588.37	81.88	116.94
Security deposit from customers	241.27	149.08	114.00
Deferred Revenue	4.00	4.00	4.00
Statutory liabilities	43.19	37.88	33.52
Others	150.63	116.36	180.66
Total	1,027.46	389.20	449.12

21. Provisions

Particulars	As at March 31, 2018	As at March 31, 2017	April 1, 2016
Provision for Gratuity	40.70	66.79	40.28
Provision for Leave Encashment	43.65	47.09	43.03
Provision for Bonus	148.00	19.10	23.65
Excise Duty on Finished Goods	-	12.89	17.00
Total	232.35	145.87	123.96

I. Details of retirement plans:

The employees of the Company are members of a state – managed retirement benefit plans namely gratuity fund operated by the Government of India. The Company is required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits.

“The only obligation of the company with respect to the retirement benefit plan is to make the specified contributions.” The Company has recognized the following amounts in the Income Statement during the year under ‘Contribution to staff provident and other funds’ (refer note 25)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Employer's contribution to PF and FPF	69.41	62.53
Total	69.41	62.53

Notes forming part of the financial statements for the year ended March 31, 2018

II. Defined benefit plans

The company operates funded gratuity plan for qualifying employees. Under the plan, the employees are entitled to retirement benefits depending upon the number of years of service rendered by them subject to minimum specified number of years of service.

No other post retirement benefits are provided to these employees.

The actuarial valuation of plan assets and the present value of defined benefit obligation were carried out at March 31, 2018 by the certified actuarial valuer.

The present value of the defined benefit obligation, related current service cost and past service cost were measured using the projected unit credit method.

(A) Movements in present value of defined benefit obligation

Amount (₹ in Lakhs)

Particulars	Gratuity (funded) 31.03.18	Gratuity (funded) 31.03.17
Obligations as at beginning of the year	246.42	210.27
Current service cost	24.64	17.97
Current service contribution- employee	-	-
Interest cost	18.11	16.50
Transfer in	-	-
Plan amendment	-	-
Acquisitions	-	-
Benefits paid	(14.18)	(22.86)
Actuarial (gain)/loss	6.29	24.54
Exchange difference	-	-
Present value of defined benefit obligation as at end of the year	281.28	246.42

Notes forming part of the financial statements for the year ended March 31, 2018

(B) Movements in the fair value of plan assets

Amount (₹ in Lakhs)

Particulars	Gratuity (funded) 31.03.18	Gratuity (funded) 31.03.17
Fair value of plan assets at beginning of the year	179.63	169.99
Expected return on plan assets	1.62	15.55
Actual return on plan assets	-	-
Actuarial gain/(loss) on plan assets	-	(3.05)
Contributions by the employer	-	20.00
Other adjustments	-	-
Benefits paid	(14.18)	(22.86)
Exchange difference	-	-
Fair value of plan assets as at end of the year	167.07	179.63

(C) Amount recognized in the balance sheet

Particulars	Gratuity (funded) 31.03.18	Gratuity (funded) 31.03.17
Present value of defined benefit obligation as at end of the year	285.97	246.42
Fair value of plan assets as at end of the year	245.27	179.63
As at year end	(40.70)	(66.79)

(D) Amounts recognized in the statement of profit and loss

Particulars	Gratuity (funded) 31.03.18	Gratuity (funded) 31.03.17
Current service cost	24.64	17.97
Interest cost	-	16.50
Expected return on plan assets	1.63	(15.55)
Past service cost	15.64	-
Net actuarial (gain)/loss recognized in the year	-	27.59
Total	41.91	46.51

Notes forming part of the financial statements for the year ended March 31, 2018

(E) Amounts recognized in other comprehensive income

Amount (₹ in Lakhs)

Particulars	Gratuity (funded) 31.03.18	Gratuity (funded) 31.03.17
Experience adjustments	3.54	0.94
Total	3.54	0.94

(F) Category of plan assets

The Company's plan assets in respect of gratuity are funded through the Gratuity Scheme of LIC

Particulars	Gratuity (funded) 31.03.18	Gratuity (funded) 31.03.17
Administered by Life Insurance Corporation of India *	100%	100%
Government of India Securities	-	-
State Government securities	-	-
Special Deposit Scheme	-	-

*The Company is unable to obtain the details of plan assets from the Life Insurance Corporation of India and hence the disclosure thereof is not made.

(G) Sensitivity analysis

Particulars	Gratuity (funded) 31.03.18	Gratuity (funded) 31.03.17
DBO On base assumptions		
A. Discount Rate (- / + 1%)		
Discount Rate Increase	263.81	227.97
1. Effect due to 1% increase in discount rate	-7.75%	-7.49%
Discount Rate Decrease	311.77	267.95
2. Effect due to 1% decrease in discount rate	9.02%	8.74%
B. Salary Growth Rate		
Salary Growth Rate Increase	311.25	266
1. Effect due to 1% increase in discount rate	8.84%	7.98%
Salary Growth Rate Decrease	263.60	229.04
2. Effect due to 1% decrease in discount rate	-7.82%	-7.05%
C. Attrition Rate		
Attrition Rate Increase	291.78	251.14

Notes forming part of the financial statements for the year ended March 31, 2018

Amount (₹ in Lakhs)

1. Effect due to 50% increase in discount rate	2.03%	1.19%
Attrition Rate Decrease	279.41	241.09
2. Effect due to 50% decrease in discount rate	-2.29%	-2.16%
D. Mortality Rate		
Mortality Rate Increase	287.06	247.34
1. Effect due to 10% increase in discount rate	0.38%	0.37%
Mortality Rate Decrease	284.85	245.48
2. Effect due to 10% decrease in discount rate	-0.39%	-0.38%

Risk Exposure - Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities.

These are subject to interest rate risk and the fund manages interest rate risk derivatives to minimize risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments % which have low correlation with equity securities.

The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit.

(H) Actuarial assumptions

Actuarial valuation as at the year-end was done in respect of the aforesaid defined benefit plans based on the following assumptions:

i) General assumptions

Particulars	Gratuity (funded) 31.03.18	Gratuity (funded) 31.03.2017	Gratuity (funded) 01.04.16
Discount rate (per annum)	7.70%	7.35%	7.85%
Rate of return on plan assets	7.55%	7.55%	9.15%
Withdrawal rate	2.00%	2.00%	2.00%
Rate of increase in compensation	5.00%	5.00%	5.00%

ii) Mortality rates considered are as per the published rates in the India Assured Lives Mortality (2006-08) (Modified) ULT. (Previous year: Life Insurance Corporation of India (2006-08)) mortality table.

iii) Leave policy: Leave balance as at the valuation date and each subsequent year following the valuation date to the extent not availed by the employee accumulated up to 31st December 2017 is available for encashment on separation from the Company up to a maximum of 30 days.

iv) The discount rate should be based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities.

v) The contribution to be made by the Company for funding its liabilities for gratuity (funded and non funded) during the financial year 2018-19 amounts to ₹40.70 Lac.

Notes forming part of the financial statements for the year ended March 31, 2018

- vi) The expected rate of return on plan assets is based on market expectation, at the beginning of the year, for returns over entire life of the related obligation.
- vii) The assumption of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion, supply and demand and other relevant factors.
- viii) Liability on account of long term absences has been actuarially valued as per Projected Unit Credit Method.
- ix) Short term compensated absences have been provided on actual basis.

22. Revenue from operations

Amount (₹ in Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Sale of Products *		
Paper- Sales (Export)	2,545.80	1,797.57
Paper- Sales (Indigenous)	14,675.03	14,676.24
Pulp- Sales (Export)	-	0.19
Pulp- Sales (Indigenous)	2,592.97	1,570.05
Tableware- Sales (Indigenous)	166.15	-
Egg Tray - Sales (Indigenous)	194.89	140.38
Paper-Sale of Traded Goods - Export	-	39.89
Other Operating Revenue		
Export Incentives	120.64	96.44
Total	20,295.48	18,320.76

Revenue from operations for periods upto 30th June, 2017 includes excise duty, which is discontinued with effect from 1st July, 2017 upon implementation of Goods and Service Tax (GST) in India. In accordance with 'Ind AS 18 - Revenue Recognition' GST is not included in revenue from operations. In view of the aforesaid restructuring of indirect taxes, revenue from operations for the quarter and year ended 31st March, 2018 is not comparable with the previous periods. Current year ₹ 227.75 Lakhs (previous year ₹ 935.95 Lakhs)

23. Other Income

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Interest received on fixed deposit & others	30.80	22.36
Deferred revenue on fair value of unsecured loans	5.41	135.34
Deferred revenue on capital subsidy	4.00	4.00
Fair valuation on forward cover gain	42.57	-
Investments measured at fair value through profit and loss	-	0.01
Rent & Electricity	1.08	0.25

Notes forming part of the financial statements for the year ended March 31, 2018

Amount (₹ in Lakhs)

Profit on sale of Fixed Assets	1.44	0.07
Insurance Claim Received	0.02	15.68
Exchange Fluctuation (Net)	23.45	-
Miscellaneous Income	119.43	161.61
Total	228.20	339.32

24. Cost of Materials Consumed

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Raw material consumed	5,891.72	5,792.77
Chemicals Consumed	2,230.37	1,772.73
Stores & Spares Consumed	991.00	836.31
Packing Materials Consumed	437.33	397.56
Total	9,550.42	8,799.37

25. Changes in inventories of finished goods, stock-in-trade and work-in-progress

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Opening Stock		
Finished Goods*	362.06	251.89
Pulp	21.94	151.63
Work in Progress	77.95	227.52
Total Opening Stock	461.95	631.04
Closing Stock		
Finished Goods	1,041.37	231.09
Pulp	5.62	21.94
Work in Progress	92.61	77.95
Total Closing Stock	1,139.60	330.98
Excise Duty provided on stock - increase/(decrease)		-
Total	(677.65)	300.06

* includes stock of Tableware ₹ 130.96 lakhs on commencement of commercial production as on 2nd January, 2018

Notes forming part of the financial statements for the year ended March 31, 2018

26. Employee Benefit Expenses

Amount (₹ in Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Salary, Wages and Bonus	1,566.51	1,124.94
Directors Remuneration	186.81	85.45
Contribution to Provident and other funds	69.41	62.53
Defined benefit plan expenses	45.19	18.93
Workmen and Staff Welfare expenses	103.11	80.46
Total	1,971.03	1,372.31

27. Finance Costs

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Interest on		
- Term Loan	683.04	853.47
- Others	491.13	444.74
Net Loss/ (Gain) on foreign currency translation and transactions	27.14	93.76
Bank Charges	79.75	74.54
Total	1,281.06	1,466.51

28. Other Expenses

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Manufacturing Expenses		
Power and Fuel	3,235.59	2,447.91
Effluent Treatment Expenses	54.38	54.98
Repairs and Maintenance		
- Building	51.44	68.20
- Machinery	296.47	251.16
Excise Duty	227.75	935.95
Selling and Distribution Expenses		
Freight, Handling and Other Sales and Distribution Expenses	563.61	370.61

Notes forming part of the financial statements for the year ended March 31, 2018

Amount (₹ in Lakhs)

Commission on Sale	227.81	187.58
Advertisement and Publicity	5.97	1.57
Establishment Expenses		
Rent	1.05	1.70
Rates and Taxes	30.40	39.42
Insurance	31.92	24.86
Communication cost	21.71	19.46
Travelling and Conveyance	213.33	129.51
Repairs and Maintenance - Others	246.09	157.68
Printing and Stationery	19.70	13.18
Legal and Professional Charges	131.47	88.96
Directors Sitting Fee	5.78	4.05
Auditor's Remuneration (refer note below)	8.78	8.10
Net Loss/ (Gain) on foreign currency translation and transactions (other than finance cost)	-	(7.54)
Subscription and Donation	42.92	25.87
Loss on fair valuation of quoted investments	0.08	-
Amortization of processing fees on term loans	1.37	-
Research and development expenses	3.75	-
Irrevocable receivables written off	-	3.41
Provision on doubtful receivables	2.74	(1.01)
Miscellaneous Expenses	120.45	18.06
Total	5,544.56	4,843.67

Note:

Auditor's remuneration comprises	For the year ended March 31, 2018	For the year ended March 31, 2017
As auditor	7.08	5.10
Reimbursement of expenses	1.70	1.47
For other services	-	1.53
Total	8.78	8.10

Notes forming part of the financial statements for the year ended March 31, 2018

29. Exceptional Items

Amount (₹ in Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Cost on Corporate Rate Restructuring	-	73.04
Total	-	73.04

30. Tax Expenses

(a) Amounts recognized in profit and loss

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Current tax expense	477.46	202.57
Current year	477.45	202.57
Changes in estimates relating to prior years	0.01	-
Deferred tax expense	490.28	115.29
Origination and reversal of temporary differences	490.28	115.29
Change in tax rate		
Recognition of previously unrecognized tax losses		
Tax expense recognized in the income statement	967.74	317.86

(b) Amounts recognized in other comprehensive income

Particulars	For the year ended March 31, 2018			For the year ended March 31, 2017		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of the defined benefit plans	6.29	1.83	8.12	(27.59)	(9.55)	(37.14)
	6.29	1.83	8.12	(27.59)	(9.55)	(37.14)

Notes forming part of the financial statements for the year ended March 31, 2018

(c) Reconciliation of effective tax rate

Amount (₹ in Lakhs)

Particulars	For the year ended March 31, 2018		For the year ended March 31, 2017	
	%	Amount	%	Amount
Profit before tax		2,215.71		1,096.55
Tax using the Company's domestic tax rate	21.54%	477.26	20.39%	223.59
Tax effect of:				
Others	0.01%	0.19	-1.92%	(21.01)
Deferred tax	22.13%	490.28	10.51%	115.29
Short provision of earlier years	0.00%	0.01	0.00%	-
Effective income tax rate	43.68%	967.75	28.99%	317.87

The applicable tax rate for the Company for the year ended March 31, 2018 was 33.99% (Previous Year: 33.99%). The Company pays tax as per the provisions of MAT and therefore the applicable tax rate is 21.54% (Previous Year: 20.39%).

(d) Movement in deferred tax

Particulars	As at 31st March, 2017			As at 31st March, 2018		
	Net balance April 1, 2017	Recognized in profit or loss	Recognized in OCI	Net	Deferred tax asset	Deferred tax liability
Deferred tax (Asset)/Liabilities						
Borrowings measured at amortized cost	-	(1.94)	-	(1.94)	(1.94)	-
Reversal of processing fees	12.04	(13.26)	-	(1.22)	(1.22)	-
Fair value of unsecured loans	-	-	-	-	-	-
On MTM valuation of forward cover	(13.09)	20.93	-	7.84	-	7.84
On difference between book balance and tax balance of fixed assets	1,598.58	187.54	-	1,786.12	-	1,786.12
Provision on employee benefits	(41.09)	13.99	(1.83)	(28.93)	(28.93)	-
Carried forward depreciation and business loss	(757.36)	408.63		(348.73)	(348.73)	-
MAT Credit	(355.23)	(469.04)		(824.27)	(824.27)	-
Interest to bank - Sec 43B	(254.04)	320.42		66.38	-	66.38
Water Cess	(2.78)	2.78		-	-	-
Non deduction of TDS	(0.07)	0.07		-	-	-
Government grant	(17.31)	17.32		0.01	-	0.01
Provision for Bad Debts	(3.64)	2.84		(0.80)	(0.80)	-
Tax assets (Liabilities) (Net)	166.01	490.28	(1.83)	654.46	(1,205.89)	1,860.35

Notes forming part of the financial statements for the year ended March 31, 2018

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2016			As at 31st March, 2017		
	Net balance April 1, 2016	Recognized in profit or loss	Recognized in OCI	Net	Deferred tax asset	Deferred tax liability
Deferred tax (Asset)/Liabilities						
Borrowings measured at amortized cost	-	-	-	-	-	-
Reversal of processing fees	-	12.04	-	12.04	-	12.04
Fair value of unsecured loans	-	-	-	-	-	-
On MTM valuation of forward cover	0.18	(13.27)	-	(13.09)	(13.09)	-
On difference between book balance and tax balance of fixed assets	1,574.35	24.23	-	1,598.58	-	1,598.58
Provision on employee benefits	(21.20)	(29.44)	9.55	(41.09)	(41.09)	-
Carried forward depreciation and business loss	(956.31)	198.95	-	(757.36)	(757.36)	-
MAT Credit	(150.97)	(204.26)	-	(355.23)	(355.23)	-
Interest to bank - Sec 43B	(376.42)	122.38	-	(254.04)	(254.04)	-
Water Cess	-	(2.78)	-	(2.78)	(2.78)	-
Non deduction of TDS	-	(0.07)	-	(0.07)	(0.07)	-
Government grant	(18.54)	1.23	-	(17.31)	(17.31)	-
Provision for Bad Debts	(9.92)	6.28	-	(3.64)	(3.64)	-
Tax assets (Liabilities) (Net)	41.17	115.29	9.55	166.01	(1,444.61)	1,610.62

(e) Unrecognized deferred tax assets

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Gross Amount	Unrecognized tax effect	Gross Amount	Unrecognized tax effect
Deductible temporary differences	-	-	-	-
Tax losses	-	-	-	-

Notes forming part of the financial statements for the year ended March 31, 2018

(f) Deferred tax asset created on unused business losses

Amount (₹ in Lakhs)

Particulars	As at 1st April, 2016			As at 31st March, 2017		
	Net balance April 1, 2016	Recognized in profit or loss	Recognized in OCI	Net	Deferred tax asset	Deferred tax liability
Carried forward depreciation and business loss	(956.31)	198.95	-	(757.36)	(757.36)	-

Particulars	As at 31st March, 2017			As at 31st March, 2018		
	Net balance April 1, 2017	Recognized in profit or loss	Recognized in OCI	Net	Deferred tax asset	Deferred tax liability
Carried forward depreciation and business loss	(757.36)	408.63	-	(348.73)	(348.73)	-

31. Earnings per share

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Profit for the year	1,247.97	778.69
Equity shares at the beginning of the year (nos. in Lakhs)	323.10	298.30
Equity shares issued during the year	29.30	24.80
Equity shares at the end of the year (nos. in Lakhs)	352.40	323.10
Weighted average equity shares for the purpose of calculating basic earnings per share (nos. in Lakhs)	344.37	321.61
Weighted average equity shares for the purpose of calculating diluted earnings per share (nos. in Lakhs)	344.37	328.93
Earnings per share-basic (face value of ₹ 10/- each) (₹)	3.62	2.42
Earnings per share-diluted (face value of ₹ 10/- each) (₹)	3.62	2.37

Notes forming part of the financial statements for the year ended March 31, 2018

32. Financial Instruments

(i) Capital Management

"The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company. The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity and other long-term/short-term borrowings. The Company's policy is aimed at combination of short-term and long-term borrowings.

The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company. Total borrowings includes all long and short-term borrowings as disclosed in notes 15 to the financial statements."

The capital structure of the company consists of debt, which includes the borrowings including temporary overdrawn balance, cash and cash equivalents including short term bank deposits, equity comprising issued capital, reserves and non-controlling interests. The gearing ratio for the year is as under: Amount (₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Debt	13,785.03	13,371.53	10,187.16
Less: Cash and cash equivalent including short term deposits (restricted)	19.74	650.52	270.99
Net debt (A)	13,765.29	12,721.01	9,916.17
Total equity (B)	7,312.33	5,726.63	4,985.09
Debt Equity Ratio (A/B)	1.88	2.22	1.99

(ii) Categories of financial instruments

Calculation of Fair Values

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values of financial instruments:

- The fair values of investment in quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.
- The fair value of the long-term borrowings carrying floating-rate of interest is not impacted due to interest rate changes and will not be significantly different from their carrying amounts as there is no significant change in the under-lying credit risk of the Company (since the date of inception of the loans).
- The fair value of loans from banks and other financial indebtedness as well as other non current financial liabilities is estimated by discounting future cash flows using rates currently available for debt or similar terms and remaining maturities.
- Derivative instruments have been fair valued on the reporting date on the basis of quotes provided by the third party qualified valuer / market participants.
- Cash and cash equivalents, trade receivables, other financial assets, trade payables, and other financial liabilities have fair values that approximate to their carrying amounts due to their short-term nature.

Notes forming part of the financial statements for the year ended March 31, 2018

Amount (₹ in Lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
Financial Assets						
Financial assets measured at fair value						
Investments measured at						
i. Fair value through other comprehensive income	-	-	-	-	-	-
ii. Fair value through profit and loss	-	0.05	-	0.14	-	0.13
Derivatives - foreign exchange forward contracts	-	-	-	-	-	-
Financial assets measured at amortized cost						
Trade Receivables	1,470.24	-	1,177.07	-	1,591.73	-
Cash and cash equivalents	19.74	-	650.52	-	270.99	-
Bank balances other than cash and cash equivalents	240.17	-	145.67	-	189.83	-
Other financial assets	9.64	-	12.44	-	10.62	-
Total	1,739.79	0.05	1,985.70	0.14	2,063.17	0.13
Financial Liabilities						
Financial liabilities measured at fair value						
Derivatives	-	-	-	-	-	-
Financial liabilities measured at amortized cost						
Borrowings	12,299.34	-	12,218.58	-	9,142.17	-
Trade and other payables	1,715.59	-	1,013.67	-	1,139.37	-
Other financial liabilities	1,548.31	-	1,229.79	-	1,067.60	-
Total	15,563.24	-	14,462.04	-	11,349.14	-

II) Income, expenses, gains or losses on financial instruments

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Financial assets measured at amortized cost		
Interest income	9.41	139.34
Allowances for doubtful receivables	2.74	20.32
Financial assets measured at fair value through Profit and Loss		
Fair value gain/ (loss) on investments in equity instruments	(0.01)	0.01
Fair value gain/ (loss) on investments in debt instruments	-	-

Notes forming part of the financial statements for the year ended March 31, 2018

Amount (₹ in Lakhs)

Financial liabilities measured at amortized cost		
Interest expense	16.29	9.02
Financial liabilities measured at fair value through Profit and Loss		
Fair value gain/ (loss)	42.57	(42.96)

Fair value measurements recognized in the balance sheet:

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Particulars	Level 1	Level 2	Level 3	Total
As at March 31, 2018				
Assets at fair value				
Investments measured at				
i. Fair value through other comprehensive income	-	NA	NA	-
ii. Fair value through profit and loss	0.05	NA	NA	0.05
Derivatives - foreign exchange forward contracts	-	NA	NA	-
Liabilities at fair value				
Derivatives	-	NA	NA	-
As at March 31, 2017				
Assets at fair value				
Investments measured at				
i. Fair value through other comprehensive income	-	NA	NA	-
ii. Fair value through profit and loss	0.14	NA	NA	0.14
Derivatives - foreign exchange forward contracts	-	NA	NA	-
Liabilities at fair value				
Derivatives	-	NA	NA	-

Notes forming part of the financial statements for the year ended March 31, 2018

Amount (₹ in Lakhs)

As at April 1, 2016				
Assets at fair value				
Investments measured at				
i. Fair value through other comprehensive income	-	NA	NA	-
ii. Fair value through profit and loss	0.13	NA	NA	0.13
Derivatives - foreign exchange forward contracts	-	NA	NA	-
Liabilities at fair value				
Derivatives	-	NA	NA	-

(iii) Financial risk management objectives:

The Company's principal financial liabilities comprise of loan from banks and financial institutions, and trade payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has various financial assets such as trade receivables, cash and short term deposits, which arise directly from its operations.

The main risks arising from Company's financial instruments are foreign currency risk, credit risk, market risk, interest rate risk and liquidity risk. The Board of Directors review and agree policies for managing each of these risks.

(a) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

Trade and Other receivables

Customer credit is managed by each business unit subject to the Company's established policies, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 20 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored.

The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

At March 31, 2018, the Company's top three customers accounted for ₹5070.52 lakhs of the trade and other receivables carrying amount (March 31, 2017 : ₹6228.08 lakhs, April 1, 2016 : ₹6249.04 lakhs).

Notes forming part of the financial statements for the year ended March 31, 2018

Expected credit loss assessment for customers:

Amount (₹ in Lakhs)

The following table provides information about the exposure to credit risk and ECLs for trade receivables:

March 31, 2018	Gross carrying amount	Weighed average loss rate - range	Loss allowance
Neither past due not impaired			-
0 to 1 yr	1,272.39	0%	-
1 to 2 yrs	5.42	5%	0.27
2 to 3 yrs	7.37	10%	0.74
3yrs and above	218.91	15%	32.84
Total	1,504.09		33.84
March 31, 2017	Gross carrying amount	Weighed average loss rate - range	Loss allowance
Neither past due not impaired			
0 to 1 yr	972.98	0%	-
1 to 2 yrs	33.08	5%	1.65
2 to 3 yrs	17.34	10%	1.73
3yrs and above	184.77	15%	27.72
Total	1,208.18		31.10
April 1, 2016	Gross carrying amount	Weighed average loss rate - range	Loss allowance
Neither past due not impaired			
0 to 1 yr	1,385.20	0%	-
1 to 2 yrs	26.10	5%	1.30
2 to 3 yrs	21.73	10%	2.17
3yrs and above	190.88	15%	28.63
Total	1,623.91		32.11

Notes forming part of the financial statements for the year ended March 31, 2018

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows.

Amount (₹ in Lakhs)

Particulars	(₹ In Lakhs)
Balance as at April 1, 2016	32.11
Impairment loss recognized	0.35
Amounts written off	(1.36)
Balance as at March 31, 2017	31.10
Impairment loss recognized	2.74
Amounts written off	-
Balance as at March 31, 2018	33.84

Other financial assets

The Company maintains exposure in cash and cash equivalents, term deposits with banks and derivative contracts.

The Company held cash and cash equivalents of ₹19.74 lakhs at March 31, 2018 (March 31, 2017: ₹650.52 Lakhs, April 1, 2016 : ₹ 270.99 Lakhs). Cash and cash equivalents are held with reputable and credit-worthy banks.

Individual risk limits are set for each counter party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Management of the Company.

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired

(b) Market risk:

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

(I) Foreign currency risk

The Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. Company's exposure is mainly denominated in U.S. dollars (USD). The USD exchange rate has changed substantially in recent periods and may continue to fluctuate substantially in the future. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks. The Company do not use derivative financial instruments for trading or speculative purposes.

Notes forming part of the financial statements for the year ended March 31, 2018

The carrying amounts of the Company's financial assets and financial liabilities denominated in foreign currencies at the reporting date are as follows:

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Financial assets (₹ In Lakhs)	Financial liabilities (₹ In Lakhs)	Financial assets (₹ In Lakhs)	Financial liabilities (₹ In Lakhs)	Financial assets (₹ In Lakhs)	Financial liabilities (₹ In Lakhs)
United States Dollars (US\$)	176.41	2,287.81	89.48	1,169.04	124.71	1,056.68
Currencies other than INR & US\$	-	2.93	-	2.77	20.28	1.52
Total	176.41	2,290.74	89.48	1,171.81	144.99	1,058.20

The following table details the Company's sensitivity to a 5% increase and decrease in the functional currency against the relevant foreign currencies of all the companies in the Company. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit and other equity where the respective functional currency strengthens by 5% against the relevant foreign currency. For a 5% weakening of the functional currency against the relevant currency, there would be an equal and opposite impact on the profit and other equity, and the balances below would be negative.

Particulars	As at March 31, 2018 (₹ In Lakhs)	As at March 31, 2017 (₹ In Lakhs)	As at April 1, 2016 (₹ In Lakhs)
Impact on profit before tax			
US\$ impact	(105.72)	(54.12)	(45.66)

(II) Interest rate risk:

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs. The Company also uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short-term loans.

Interest rate sensitivity analysis:

As at March 31, 2018 and 2017, financial liability of ₹ 13785.03 Lakhs and ₹ 13371.53 Lakhs, respectively, was subject to variable interest rates. Increase/decrease of 100 basis points in interest rates at the balance sheet date would result in decrease/increase in profit/(loss) before tax of ₹ 137.85 Lakhs and ₹ 133.72 Lakhs for the year ended March 31, 2018 and 2017, respectively.

The risk estimates provided assume a parallel shift of 100 basis points interest rate. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

(Note: The impact is indicated on the profit/(loss) before tax basis).

Notes forming part of the financial statements for the year ended March 31, 2018

(III) Liquidity risk:

The Company follows a Conservative policy of ensuring sufficient liquidity at all times through a strategy of profitable growth, efficient liquidity at all times through a strategy of profitable growth, efficient working capital management as well as prudent capital expenditure. The Company has a overdraft facility with banks to support any temporary funding requirements.

The Company believes that current cash and cash equivalents, tied up borrowing lines and cash flow that is generated from operations is sufficient to meet requirements. Accordingly, liquidity risk is perceived to be low.

Liquidity table:

The following tables detail the Company's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the cash flows of financial liabilities based on the earliest date on which the Company can be required to pay:

Amount (₹ in Lakhs)

Particulars	As at April 1, 2016			
	Within One Year	One to five years	More than five years	Total
Financial instruments:				
Borrowings	5,233.92	4,667.93	36.08	9,937.93
Trade and other payables	1,139.37	-	-	1,139.37
Derivatives	11.69	-	-	11.69
Other financial liabilities	1,044.99	10.92	-	1,055.91
Total financial liabilities	7,429.97	4,678.85	36.08	12,144.90

Particulars	As at March 31, 2017			
	Within One Year	One to five years	More than five years	Total
Financial instruments:				
Borrowings	6,374.66	5,336.19	941.09	12,651.94
Trade and other payables	1,013.67	-	-	1,013.67
Derivatives	58.02	-	-	58.02
Other financial liabilities	1,142.03	29.74	-	1,171.77
Total financial liabilities	8,588.38	5,365.93	941.09	14,895.40

Notes forming part of the financial statements for the year ended March 31, 2018

Amount (₹ in Lakhs)

Particulars	As at March 31, 2018			
	Within One Year	One to five years	More than five years	Total
Financial instruments:				
Borrowings	6,620.96	5,663.50	1,349.51	13,633.97
Trade and other payables	1,715.59	-	-	1,715.59
Derivatives	15.45	-	-	15.45
Other financial liabilities	1,532.86	-	-	1,532.86
Total financial liabilities	9,884.86	5,663.50	1,349.51	16,897.87

(IV) Other price risk:

The Company is not exposed to any significant equity price risks arising from equity investments, as on 31st March 2018. Equity investments are held for strategic rather than trading purposes. The Company does not actively trade these investments.

Equity price sensitivity analysis:

There is no exposure to equity price risks as at the reporting date or as at the previous reporting date.

33. Related party relationships, transactions and balances:

a) Name of Related Parties and nature of relationship

I. Key Managerial Personnel and relatives

(a) Mr. Ved Krishna	Managing Director (Promoter)
(b) Mrs. Manjula Jhunjunwala	Director (Promoter)
(c) Mrs. Kimberly Ann McArthur	Director (Promoters' Group)
(d) Mr. Jagdeep Hira	Joint Managing Director & Chief Executive Officer
(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 Jhunjunwala HUF	

Notes forming part of the financial statements for the year ended March 31, 2018

II. Enterprise over which the Key Managerial Personnel have 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

b) Details of transactions with related parties during the year

Amount (₹ in Lakhs)

Nature of Transactions	Key Managerial Personnel and their relatives		Enterprise over which the Key Managerial Personnel have significant		Total	
	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017
INCOME						
Received from services & others						
Jingle Bell Nursery School Society	-	-	1.34	0.71	1.34	0.71
Unsecured Loan received						
Yash Agro Products Limited	-	-	-	240.00	-	240.00
Mr. Ved Krishna	-	-	-	925.00	-	925.00
Fixed Deposits received						
Jingle Bell Nursery School Society	-	-	-	33.11	-	33.11
Proceeds of Preference issue of warrants/Equity shares during the year						
Mr. Ved Krishna	329.62	-	-	-	329.62	-
TOTAL	329.62	-	1.34	1,198.82	330.96	1,198.82
EXPENSES						
Interest on unsecured loan						
Yash Agro Products Limited	-	-	31.50	20.11	31.50	20.11
Interest paid on Fixed deposits						
Jingle Bell Nursery School Society	-	-	-	1.22	-	1.22
Donation paid						
					-	-

Notes forming part of the financial statements for the year ended March 31, 2018

Amount (₹ in Lakhs)

K K Charitable Foundation	-	-	7.00	10.00	7.00	10.00
Unsecured Loan repaid					-	-
Mr. Ved Krishna	302.00	46.70	-	-	302.00	46.70
Remuneration						
Mr. Ved Krishna	70.11	42.05	-	-	70.11	42.05
Mr. Narendra Kumar Agarwal	30.53	24.41	-	-	30.53	24.41
Mr. Anil Kumar Gupta	17.44	14.40	-	-	17.44	14.40
Mr. Sachin Kumar Srivastava	12.17	9.10	-	-	12.17	9.10
Mrs. Manjula Jhunjunwala	8.40	4.80	-	-	8.40	4.80
Mr. Jagdeep Hira	77.77	32.85	-	-	77.77	32.85
Sitting Fees						
Mrs. Manjula Jhunjunwala	0.45	0.60	-	-	0.45	0.60
Mrs. Kimberly Ann McArthur	0.68	0.68	-	-	0.68	0.68
Consultancy Charges						
Mrs. Kimberly Ann McArthur	11.50	5.50	-	-	11.50	5.50
TOTAL	531.05	181.09	38.50	31.33	569.55	212.42

c) Outstanding balances with related parties:

Nature of Transactions	Key Managerial Personnel and their relatives			Enterprise over which the Key Managerial Personnel have significant influence			Total		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Fixed Deposits									
Jingle Bell Nursery School Society	-	-	-	0.13	-	33.11	0.13	-	33.11
Accrued interest								-	-
Jingle Bell Nursery School Society	-	-	-	-	-	-	-	-	-
TOTAL	-	-	-	0.13	-	33.11	0.13	-	33.11
Unsecured Loans									
Yash Agro Products Limited	-	-	-	315.00	315.00	75.00	315.00	315.00	75.00
Mr. Ved Krishna	309.25	611.25	153.25	-	-	-	309.25	611.25	153.25
Ved Krishna HUF	25.00	25.00	25.00	-	-	-	25.00	25.00	25.00

Notes forming part of the financial statements for the year ended March 31, 2018

Interest payable on unsecured loans									
Yash Agro Products Limited	-	-	-	47.17	20.92	0.80	47.17	20.92	0.80
TOTAL	334.25	636.25	178.25	362.17	335.92	75.80	696.42	972.17	254.05

d) Other Notes

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

- (i) Key Managerial Personnel are entitled to post-employment benefits and other long term employee benefits recognized as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

34. Segmental Information

Business Segment

The Company has determined following reporting segments based on the information reviewed by the Company's Chief Operating Decision Maker ('CODM').

- a) Paper
- b) Tableware Products

The above business segments have been identified considering :

- a) The nature of products
- b) The differing risks and returns
- c) The internal organization and management structure, and
- d) The internal financial reporting systems

The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as Mr. Jagdeep Hira (Joint Managing Director & CEO), as explained in the Directors' Report section.

The measurement principles of segments are consistent with those used in Significant Accounting Policies. There are no inter segment transfer. Amount (₹ in Lakhs)

Particulars	For the year ended March 31, 2018		
	Paper	Tableware Product	Total
REVENUE	20,414.99	166.20	20,581.19
RESULTS			
Profit/ loss before interest	3,720.76	(223.99)	3,496.77
Less: interest	(1,164.50)	(116.56)	(1,281.06)
Less: exceptional items	-	-	-
Total profit before tax	2,556.26	(340.55)	2,215.71

Notes forming part of the financial statements for the year ended March 31, 2018

Amount (₹ in Lakhs)

Provision for taxation			
Current	-	-	477.46
MAT credit	-	-	-
Deferred tax	-	-	490.28
Net Profit	2,556.26	(340.55)	1,247.97
Other information			
Assets	20,081.07	6,764.52	26,845.60
Liabilities	13,389.80	6,143.46	19,533.26
Capital expenditure	-	-	-
Depreciation	565.77	72.78	638.55
Impairment	-	-	-

Additional Information by Geographies

Although the Company's operations are managed by product area, we provide additional information based on geographies.

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Revenue by geographical market		
India	17,749.68	16,523.20
Outside India	2,545.80	1,797.56
Total	20,295.48	18,320.76

All non current assets of the Company are located in India.

Revenue from major products

The following is an analysis of the Company's revenue from continuing operations from its major products

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Paper	17,341.48	16,570.25
Total	17,341.48	16,570.25

Revenue from major customers

The Company is not reliant on revenues from transactions with any single customer and does not receive 10% or more of its revenue from transactions with any single customer.

Notes forming part of the financial statements for the year ended March 31, 2018

35. Transition to Ind AS:

These are the Company's first financial statements prepared in accordance with Ind-AS.

The Company has adopted Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs with effect from 1st April, 2016, with a transition date of 1st April, 2016. Ind AS 101 - 'First-time Adoption of Indian Accounting Standards' requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements which is for the year ended 31st March, 2018 for the company, be applied retrospectively and consistently for all financial years presented. Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognized directly in equity (retained earnings or another appropriate category of equity).

A. Exemptions and exceptions availed

Set out below are the applicable Ind-AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind-AS.

A.1 Ind-AS Optional Exemptions

A.1.1 Deemed Cost

Ind-AS 101 permits a first – time adopter to elect to continue with the carrying value for all of its property, plant and equipment and intangible assets as recognized in the financial statements as at the date of transition to Ind-AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

A.1.2 Foreign Currency Monetary items

In terms of Para D13AA of Ind AS 101, the Company may continue to account for foreign exchange differences relating to long term foreign currency monetary items as per previous IGAAP. The Company has elected to apply the same.

A.2 Ind-AS Mandatory Exceptions

A.2.1 Estimates

An entity's estimates in accordance with Ind-ASs at the date of transition to Ind-AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind-AS estimates as at 1st April, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The company made estimates for following items in accordance with Ind-AS at the date of transition as these were not required under previous GAAP:

A.2.2 De-recognition of financial assets and liabilities

Ind-AS 101 requires a first – time adopter to apply the de-recognition provisions of Ind-AS 109 prospectively for transactions occurring on or after the date of transition to Ind-AS. However, Ind-AS 101 allows a first – time adopter to apply the de – recognition requirements in Ind-AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind-AS 109 to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions.

The company has elected to apply the de-recognition provisions of Ind-AS 109 prospectively from the date of transition to Ind-AS.

Notes forming part of the financial statements for the year ended March 31, 2018

A.2.3 Classification and measurement of financial assets

Ind-AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind-AS.

A.2.4 Impairment of Financial Assets

Ind AS 101 requires an entity to apply the Ind AS requirements retrospectively if it is practicable without undue cost and effort to determine the credit risk that debt financial instruments where initially recognized. The company has measured impairment losses on financial assets as on the date of transition i.e. 1st April, 2016 in view of cost and effort.

B: Transition to Ind AS Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS as required under Ind AS 101:

- (i) Reconciliation of Balance sheet as at April 1, 2016 (Transition Date);
- (ii) Reconciliation of Balance sheet as at March 31, 2017;
- (iii) Reconciliation of Total Comprehensive Income for the year ended March 31, 2017;
- (iv) Reconciliation of Total Equity as at April 1, 2016 and as at March 31, 2017;
- (v) Adjustments to Cash Flow Statements as at March 31, 2017

The presentation requirements under previous GAAP differs from Ind AS, and hence, previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The re-grouped previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with previous GAAP.

(i) and (ii) Reconciliation of Balance Sheet as at April 1, 2016 (Transition date) and March 31, 2017

Amount (₹ in Lakhs)

Particulars	Notes	As at April 1, 2016			As at March 31, 2017		
		Previous GAAP ₹ in Lakhs	Adjustments ₹ in Lakhs	IND-AS ₹ in Lakhs	Previous GAAP ₹ in Lakhs	Adjustments ₹ in Lakhs	IND-AS ₹ in Lakhs
I. ASSETS							
Non-current assets							
Property, Plant and Equipment	4	9,150.27	59.74	9,210.00	9,221.47	55.70	9,277.17
Capital Work in Progress		19.00	-	19.00	1,091.37	(42.83)	1,048.54
Other Intangible assets		48.23	-	48.23	35.36	-	35.36
Financial Assets							
(i) Investments	1	0.06	0.07	0.13	0.06	0.08	0.14
(ii) Loans		454.00	(454.00)	(0.00)	2,282.19	(2,282.19)	(0)
(iii) Others		-	-	-	-	-	-

Notes forming part of the financial statements for the year ended March 31, 2018

Amount (₹ in Lakhs)

Deferred tax assets (Net)		-	-	-	-	-	-
Other non-current assets		-	454.00	454.00	-	2,282.20	2,282.20
Total non current assets		9,671.55	59.80	9,731.35	12,630.45	12.96	12,643.41
Current Assets							
Inventories		4,924.07	-	4,924.07	5,900.25	-	5,900.25
Financial Assets							
(i) Investments		-	-	-	-	-	-
(ii) Trade receivables	2	1,623.85	(32.11)	1,591.74	1,188.86	(11.79)	1,177.07
(iii) Cash and cash equivalents		270.99	-	270.99	650.52	-	650.52
(iv) Bank Balances other than (iii) above		189.83	-	189.83	145.67	-	145.67
(v) Loans		347.92	(347.92)	-	493.79	(493.79)	-
(vi) Others		-	10.62	10.62	-	12.44	12.44
Other current assets	5	31.81	337.30	369.11	37.93	485.90	523.83
Total current assets		7,388.46	(32.11)	7,356.35	8,417.03	(7.24)	8,409.79
TOTAL ASSETS		17,060.01	27.69	17,087.70	21,047.48	5.72	21,053.19
II. EQUITY AND LIABILITIES							
Equity							
Equity share capital		2,983.00	-	2,983.00	3,231.00	-	3,231.00
Other equity	9	1,968.03	34.06	2,002.09	2,358.96	136.67	2,495.63
Total equity		4,951.03	34.06	4,985.09	5,589.96	136.67	5,726.63
Liabilities							
Non current liabilities							
Financial Liabilities							
(i) Borrowings		4,957.26	5.96	4,963.22	7,228.52	(248.50)	6,980.02
Deferred Tax Liability (net)	6	44.59	(3.42)	41.17	163.68	2.33	166.01
Provisions		-	-	-	-	-	-
Other non-current liabilities		-	139.22	139.22	-	163.44	163.44
Total non current liabilities		5,001.85	141.76	5,143.61	7,392.20	(82.72)	7,309.48
Current liabilities							

Notes forming part of the financial statements for the year ended March 31, 2018

Amount (₹ in Lakhs)

Financial Liabilities							
(i) Borrowings		4,191.24	(12.28)	4,178.96	5,254.21	(15.65)	5,238.56
(ii) Trade payables		1,139.37	-	1,139.37	1,013.67	-	1,013.67
(iii) Other Financial liabilities		-	1,067.60	1,067.60	-	1,229.79	1,229.79
Other current liabilities		1,607.90	(1,158.78)	449.12	1,668.41	(1,279.21)	389.20
Provisions		100.31	23.65	123.96	145.87	-	145.87
Current Tax Liabilities(Net)							-
Total Current liabilities		7,038.82	(79.81)	6,959.01	8,082.16	(65.07)	8,017.09
Total liabilities		12,040.67	61.95	12,102.62	15,474.36	(147.80)	15,326.57
TOTAL EQUITY AND LIABILITIES		16,991.70	96.01	17,087.71	21,064.32	(11.13)	21,053.20

(iii) Reconciliation of Total Comprehensive Income for the period ended March 31, 2017

Particulars	Notes	Previous GAAP ₹ in Lakhs	Adjustments ₹ in Lakhs	IND-AS ₹ in Lakhs
I. Revenue from Operations	11	17,380.71	940.05	18,320.76
II. Other income	1, 3, 4	217.65	121.67	339.32
III. Total Income		17,598.36	1,061.72	18,660.08
IV. Expenses				
Cost of materials consumed		8,799.37	(0.00)	8,799.37
Purchase of stock-in-trade		36.51	-	36.51
Changes in inventories of finished goods, work-in-progress and stock-in-trade		295.95	4.11	300.06
Employee Benefits Expenses	8	1,399.90	(27.59)	1,372.31
Finance costs	3, 5	1,419.23	47.28	1,466.51
Depreciation and Amortization Expenses	4	668.03	4.03	672.06
Other Expenses	2, 11	3,945.74	897.94	4,843.68
Total Expenses (IV)		16,564.72	925.77	17,490.49

Notes forming part of the financial statements for the year ended March 31, 2018

Amount (₹ in Lakhs)

V. Profit/ (Loss) before Exceptional items and Tax		1,033.63	135.96	1,169.59
Exceptional Items		73.04	-	73.04
VI. Profit before Tax		960.59	135.96	1,096.55
VII. Tax expense:				
1. Current Tax		202.57	-	202.57
2. Deferred Tax	6, 8	119.09	(3.80)	115.29
VIII. Profit for the period		638.93	139.76	778.69
IX. Other comprehensive income				
(i) Items that will not be reclassified to profit or loss				
Remeasurements of the defined benefit plans	10	-	(27.59)	(27.59)
Equity Instruments through Other Comprehensive Income				-
(ii) Income tax related to items that will not be reclassified to profit or loss	6	-	(9.55)	(9.55)
X. Total comprehensive income for the period		638.93	112.17	741.55

(iv) Reconciliation of Total Equity as at April 1, 2016 and March 31, 2017

Particulars	Notes	As at April 1, 2016	As at March 31, 2017
Net worth as per previous GAAP (A)		4,951.03	5,589.96
Capital subsidy written back of older years	4	(30.88)	(30.88)
Fair valuation of investments	1	0.07	0.08
Amortization of unsecured loans	3	62.35	193.37
Provision for doubtful receivables	2	(32.11)	(11.79)
MTM loss on forward cover	5	(11.69)	(11.69)
Exchange fluctuation	5	12.28	(30.68)
Capital subsidy written back of older years	4	30.88	30.88
Government Grant	4	0.40	0.44
Deferred tax on Ind AS adjustments	6	3.42	(2.33)
Others		(0.66)	(0.74)
Total Impact (B)		34.06	136.67
Net worth as per Ind AS (A) + (B)		4,985.09	5,726.63

Notes forming part of the financial statements for the year ended March 31, 2018

(v) Adjustments to Cash Flow Statements as at March 31, 2017

The Ind AS adjustments are non cash adjustments. Consequently, Ind AS adoption has no impact on the net cash flow for the year ended 31st March, 2017 as compared with the previous GAAP.

Notes to Reconciliations:

The following explains the material adjustments made during transition from previous GAAP to Ind AS:

1. Investments in Equity Instruments

On the date of transition to Ind AS, the difference between the fair value of Investments recognized at FVTPL as per Ind AS and their corresponding carrying amount as per financial statements prepared under Previous GAAP, has resulted in an increase in the carrying amount of these investments by ₹ 7,869 which has been recognized directly in retained earnings (Equity). There equity instruments are designated at FVTPL.

2. Trade receivable

Under previous GAAP the company has recognized provision on trades receivable based on expectation of company. Under Ind AS, the company provides loss allowance on receivable based on the expected Credit Loss model which is measured following the "simplified approach at amount equal to lifetime expected credit loss at each reporting date.

3. Borrowings

Under previous GAAP transaction cost were recognized in Statement of Profit and Loss. Under Ind AS financial liability in form of borrowing have been measured at amortized cost using Effective Interest Method. Loan from director and sister concern shall be recorded at amortized cost. difference shall be adjusted against retained earnings.

4. Government Grants

Under previous GAAP, Government Grants in respect of Property, Plant and Equipment was presented as a deduction from Property, Plant and Equipment. Under Ind AS, Government Grants in respect of Property, Plant and Equipment need to be presented as deferred income in profit or loss on a systematic basis over the useful life of the asset.

The Company had received Government grant against a capital asset in the year 1986. Under previous GAAP the same was accounted for in Capital Reserve. As the useful life of the capital asset has expired on the date of transition, the same has been written off to Retained Earnings.

"Under Ind AS, import duty waivers for capital assets purchased under Export Promotion Credit Guarantee (EPCG) schemes are recorded as deferred revenue and recognized in Statement of Profit and Loss on a systematic basis over the periods in which the related performance obligations are fulfilled. On the transition date, the Company, therefore, recorded an adjustment to measure such property, plant and equipment in accordance with Ind AS 16. Under Previous GAAP, cost of the property, plant and equipment was recorded at the cash price paid to acquire such assets. Consequently, depreciation relating to the above differences in the cost of property, plant and equipment under Ind AS and Previous GAAP has also been adjusted."

5. Derivative Contracts

Under previous GAAP, in respect of derivative contracts such as forward exchange contracts, premium/discount arising at the inception of the forward exchange contract to hedge foreign currency risks, were amortized as expense or income over the life of the contract. Exchange differences on such forward exchange contracts were recognized in the Statement of Profit and Loss.

Notes forming part of the financial statements for the year ended March 31, 2018

6. Deferred Tax

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind-AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind-AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP.

7. Reclassification of MAT as deferred tax

The Company has reclassified the balance of Minimum Alternate Tax (MAT) to Deferred tax as it meets the definition of deferred tax.

8. Remeasurement of Defined benefits liabilities

Under previous GAAP the company recognized remeasurement of defined benefits plans under profit and loss. Under Ind AS, remeasurement of defined benefits plans are recognized in Other Comprehensive Income

9. Retained Earnings.

Retained earnings as at April 1, 2016 has been adjusted consequent to the above Ind-AS transition adjustments.

10. Other Comprehensive Income

Under Ind AS, all items of income and expense recognized in a period should be included in profit or loss for the period, unless a standard enquires or permits otherwise. Items of income and expense that are not recognized in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of other comprehensive income did not exist under previous GAAP.

36. Expenditure on Research and Development

Amount (₹ in Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended April 1, 2016
Capital Expenditure	-	-	-
Revenue Expenditure	33.48	44.76	17.72

The details of proceeds and utilization of preferential issue of warrants/equity share, issued during the year, is as under:

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended April 1, 2016
Unutilized Balance as at the beginning of the year	-	419.14	-
Proceeds of preferential issue	440.00	-	801.38
Total Funds (A)	440.00	419.14	801.38
Utilization:			
Capex in CDR		77.28	226.72

Notes forming part of the financial statements for the year ended March 31, 2018

Amount (₹ in Lakhs)

Expenditure on New Pulp Mould Project	440.00	341.86	155.52
Long Term Working Capital		-	-
Total Utilization (B)	440.00	419.14	382.24
Unutilized Balance as at the Balance Sheet date (A-B)	-	-	419.14

37. Expenditure on Corporate Social Responsibility (CSR)

In pursuance of the provisions of the Companies Act, 2013 and CSR Policy of the Company it is required to spend two percent of the average net profits for the three immediately preceding financial years towards CSR activities.

Since the company has earned profits in preceding previous years, gross amount required to be spent by the company towards CSR activities during the year is ₹ 3.54 Lakhs.

The company has made CSR expenditure during the year of ₹ 7 Lakhs (previous year Nil)

Particulars	2017-18			2016-17		
	Amount paid	Amount yet to be paid	Total	Amount paid	Amount yet to be paid	Total
CSR Expenditure	7.00	-	7.00	-	-	-
Total	7.00	-	7.00	-	-	-

38. Contingencies

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Claims against the Company not acknowledged as debts			
- Excise duty	300.54	300.55	301.28
- Income Tax	-	25.43	25.43
- Others	181.94	1,069.86	249.78
Guarantees given by Banks	551.22	70.00	62.00
Letter of Credits	509.19	190.70	375.25
Total	1,543	1,656.54	1,013.75

Notes forming part of the financial statements for the year ended March 31, 2018

39. Capital and other commitments

Amount (₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Estimated value of contracts remaining to be executed on capital account (net of advance)	-	1,676.06	-
Other commitments - EPCG	6,633.54	-	-
Total	6,633.54	1,676.06	-

40. Leases

Details of leasing arrangements

Finance leases: Company as a lessee

A company has finance lease arrangement for various land leases for terms of 30 years and 90 years. The carrying amount of these assets are shown below:

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Land			
Gross Carrying Amount	200.31	200.31	200.31
Accumulated Depreciation	-	22.34	17.80
Depreciation recognized in statement of profit and loss	-	2.31	2.90

Amount recognized in Statement of Profit and Loss

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Lease rent	1.08	0.25

Operating leases : Company as a lessee

The Company has not entered into any non-cancellable operating leases.

As per our attached report of even date

For **C N K & Associates LLP**
Chartered Accountants
Firm Registration No.: 101961W/W100036

Himanshu Kishnadwala
Partner
Membership No.: 37391

Lucknow
19th May, 2018

Ved Krishna
Managing Director
DIN: 00182260

Anil Kumar Gupta
Chief Financial Officer

Lucknow
19th May, 2018

For and on behalf of the Board

Jagdeep Hira
Joint Managing Director & CEO
DIN: 07639849

Sachin Kumar Srivastava
Company Secretary



ATTENDANCE SLIP

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@yashpapers.com | Website: www.yashpapers.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	
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NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 38th ANNUAL GENERAL MEETING of the Company held on Saturday, the 22nd day of September, 2018 at 1:00 P.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



Form No. MGT - 11

YASH PAPERS LIMITED

PROXY FORM

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@yashpapers.com | Website: www.yashpapers.com

[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 38th ANNUAL GENERAL MEETING of the Company held on Saturday, the 22nd day of September, 2018 at 1:00 P.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 Balance Sheet, Statement of Profit and Loss together with Statement of Cash Flows and Statement of Changes in Equity in the company for the year ended 31st March, 2018 (Ordinary Resolution)		
2	Re-appointment of Mrs. Kimberly Ann McArthur (DIN: 05206436), Director who retires by rotation (Ordinary Resolution)		
3	Ratification of changed terms & conditions of Appointment of CNK & Associates LLP, Chartered Accountants, Mumbai (Firm Registration No.101961W/W-100036) as Statutory Auditors of the Company and fix their remuneration (Ordinary Resolution)		
Special Business			
4	Appointment of Mr. Pradeep Vasant Dhobale (DIN: 00274636) as an Independent Director for a term of 5 years w.e.f. 25th September, 2017 to 24th September, 2022 (Ordinary Resolution)		
5	Appointment of Mr. Srinivas Vishnubhatla (DIN: 07274232) as an Independent Director for a term of 5 years w.e.f. 1st December, 2017 to 30th November, 2022 (Ordinary Resolution)		
6	Appointment of Mr. Basant Kumar Khaitan (DIN: 00459514) as an Independent Director for a term of 5 years w.e.f. 19th May, 2018 to 18th May, 2023 (Ordinary Resolution)		
7	Change in the terms & conditions of appointment of Mr. Ved Krishna (DIN: 00182260) as a Managing Director of the Company w.e.f. 1st August, 2018 (Special Resolution)		
8	Change in the terms & conditions of appointment of Mr. Jagdeep Hira (DIN: 07639849) as a Joint Managing Director & CEO of the Company w.e.f. 1st August, 2018 (Special Resolution)		
9	Appointment of Mr. Narendra Kumar Agrawal (DIN: 05281887) as a Director Works (Wholtime Director) of the Company for a period of 3 years w.e.f. 24th July, 2018 to 23rd July, 2021 (Special Resolution)		
10	Appointment of Mr. Kaikobad Dorab Pudumjee (DIN: 01594401) as an Independent Director for the second term for a period of 5 years w.e.f. 1st April, 2019. (Special Resolution)		
11	Appointment of Dr. Indroneel Banerjee (DIN: 06404397) as an Independent Director for the second term for a period of 5 years w.e.f. 1st April, 2019. (Special Resolution)		
12	Appointment of Mr. Gyanendra Nath Gupta (DIN: 00027502) as an Independent Director for the second term for a period of 5 years w.e.f. 1st April, 2019. (Special Resolution)		
13	Appointment of Mr. Jaideep Narain Mathur (DIN: 06560639) as an Independent Director for the second term for a period of 5 years w.e.f. 1st April, 2019. (Special Resolution)		
14	Appointment of Mr. Atul Kumar Gupta (DIN: 01734070) as an Independent Director for the second term for a period of 5 years w.e.f. 1st April, 2019. (Special Resolution)		
15	Approval of Remuneration of Mr. Rakesh Misra, Cost Auditor of the Company for the financial year ending on 31st March, 2019 (Ordinary Resolution)		

I hereby record my presence at the 38th ANNUAL GENERAL MEETING of the Company held on Saturday, the 22nd day of September, 2018 at 1:00 P.M. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur - 208 002, Uttar pradesh.

Signed this _____ day of _____ 2018

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

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 to 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.yashpapers.com; Email ID: cs@yashpapers.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, 24th August, 2018. 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, 17th September, 2018.

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

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

- 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 19.09.2018 (9:00 am) and ends on 21.09.2018 (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 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 within 48 hours of the conclusion of the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website: www.yashpapers.com and on the website of NSDL within 48 hours of the conclusion of the Annual General Meeting of the Company and communicated to the Stock Exchanges.

CORPORATE INFORMATION

Board of Directors

Mr. Kaikobad Dorab Pudumjee, Chairman (Independent)
Mr. Pradeep Vasant Dhobale, Vice Chairman (Independent)
Mr. Ved Krishna, Managing Director (Promoter & KMP)
Mr. Jagdeep Hira, Joint Managing Director & CEO (KMP)
Mr. Narendra Kumar Agrawal, Director Works
Mrs. Kimberly Ann McArthur, Director (Promoter's Group)
Mrs. Manjula Jhunjhunwala, 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
Mr. Srinivas Vishnubhatla, Independent Director
Mr. Basant Kumar Khaitan, Independent Director

Chief Financial Officer (KMP)

Mr. Anil Kumar Gupta

Company Secretary & Head Legal (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 Auditors

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

Cost Auditor

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

Statutory Auditors

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

Internal Auditors

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

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.yashpapers.com
Email: info@yashpapers.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



Yash Nagar, Faizabad 224135, Uttar Pradesh

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