

**ADESH TANDON & ASSOCIATES**  
COMPANY SECRETARIES

**Adesh Tandon**

FCS, LLB, B.Com, AAIMA

811, 8th Floor, KAN Chambers,  
14/113, Civil Lines, **KANPUR** - 208 001 (U. P.)  
Tel. : 0512-2332397 • Mobile : 09839100709  
E-mail : adesh.tandon11@gmail.com

Date.....

**SCRUTINIZER'S REPORT**

*[Pursuant to section 108 of the Companies Act, 2013 and Rule 20(4) of the  
Companies (Management and Administration) Amendment Rules, 2015]*

To,  
The Chairman

37th (Thirty Seventh) Annual General Meeting of the Equity Shareholders of Yash Papers Limited, held on Saturday, 2nd day of September, 2017 at 09:00 A.M. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur- 208002, U.P.

Dear Sir,

1. I, Adesh Tandon, proprietor of Adesh Tandon & Associates, Company Secretaries, having its office at Room No.811, 8<sup>th</sup> Floor, 14/113 Kan Chambers, Civil Lines, Kanpur-208001 have been appointed by the Board of Directors of Yash Papers Limited ("The Company") as Scrutinizer for the purpose of scrutinizing the E-Voting process (remote e-voting) and voting by poll at the Annual General Meeting pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014 respectively in respect of the below mentioned resolutions proposed at the 37th (Thirty Seventh) Annual General Meeting of the Equity Shareholders of the Company, held on Saturday, 2nd day of September, 2017 at 09:00 A.M. at Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur- 208002, U.P.
2. The Management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 37<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and for poll at the Annual General Meeting was restricted to make a Scrutinizer's Report of the votes casted 'in favour' or "against" the Resolutions stated



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below, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also based on the Poll, if conducted at the Annual General Meeting.

3. The Company has engaged the services of National Securities Depository Limited ('NSDL') as the Authorized Agency to provide secured system for E-Voting process.
4. The E-Voting period remained open from 09.00 A.M. (IST) on 30<sup>th</sup> day of August, 2017 up to 05.00 P.M. (IST) on 1<sup>st</sup> day of September, 2017.
5. The cut-off date (i.e. the record date) for the purpose of determining the entitlement for Remote E-Voting on the proposed resolutions was 28<sup>th</sup> day of August, 2017.
6. The votes cast electronically were unblocked on 2<sup>nd</sup> day of September, 2017 at 10:00 A.M after the Annual General Meeting was concluded in the presence of two witnesses, Ms. Soumya Chaturvedi R/o Rajeev Vihar, Naubasta, Kanpur 208021 and Ms. Devika Srivastava R/o Ratan Vihar Apartments, Juhi Bara Devi, Kanpur 208014 who are not in the employment of the Company. They have signed below in confirmation of the E-Votes being unblocked in their presence.

*Soumya*

**SOUMYA CHATURVEDI**

*Devika Srivastava*

**DEVIKA SRIVASTAVA**

7. The Company provided the facility of Poll but since, no member opted for poll thereafter details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the E-Voting website of National Security Depository Limited and based on such reports, the results of E-Voting on each resolution are given hereunder:



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**a) Resolution No.1: Ordinary Resolution**

**1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2017 and the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors thereon.**

(i) Voted 'FOR' the resolution:

Number of Members voted through electronic voting system (Remote E-Voting)	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
25	1,83,56,807	99.9967

(ii) Voted 'AGAINST' the resolution:

Number of Members voted through electronic voting system (Remote E-Voting)	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
2	600	0.0033

(iii) 'INVALID' Votes:

Total Number of Members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0

**Result: The Ordinary Resolution as set out at Item No. 1 of the Notice was passed with 99.99 % Majority.**

**b) Resolution No. 2: Ordinary Resolution**

**To appoint a Director in place of Mrs. Manjula Jhunjunwala (DIN: 00192901), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.**



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(i) Voted 'FOR' the resolution:

Number of Members voted through electronic voting system/(Remote E-Voting)	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
23	1,83,55,757	99.9910

(ii) Voted 'AGAINST' the resolution:

Number of Members voted through electronic voting system( Remote E-Voting)	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
4	1,650	0.0090

(iii) 'INVALID' Votes:

Total Number of Members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0

**Result: The Ordinary Resolution as set out at Item No. 2 of the Notice was passed with 99.99% Majority.**

**c) Resolution No. 3: Ordinary Resolution**

**To appoint CNK & Associates, LLP as Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution.**

(i) Voted 'FOR' the resolution:

Number of Members voted through electronic voting system( Remote E-Voting)	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
24	1,83,56,707	99.9962



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(ii) Voted 'AGAINST' the resolution:

Number of Members voted through electronic voting system(Remote E-Voting)	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
3	700	0.0038

(iii) 'INVALID' Votes

Total Number of Members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0

**Result: The Ordinary Resolution as set out at Item No. 3 of the Notice was passed with 99.99 % Majority.**

**d) Resolution No. 4: Special Resolution**

**Appointment of Mrs. Kimberly Ann McArthur (Relative of Mr. Ved Krishna, Managing Director (Promoter) and Mrs. Manjula Jhunjhunwala, Director (Promoter)) as International Marketing Consultant for a period of 5 years with effect from 1st May, 2016.**

(i) Voted 'FOR' the resolution:

Number of Members voted through electronic voting system(Remote E-Voting)	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
24	1,83,45,707	99.9363

(ii) Voted 'AGAINST' the resolution:

Number of Members voted through electronic voting system(Remote E-Voting)	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
3	11,700	0.0637



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(iii) 'INVALID' Votes

Total Number of Members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0

**Result:** The Special Resolution as set out at Item No. 4 of the Notice was passed with 99.94% Majority.

**e) Resolution No. 5: Special Resolution**

**Re-appointment of Mr. Ved Krishna as the Managing Director of the Company for a period of 3 years w.e.f. 1st August, 2017.**

(i) Voted 'FOR' the resolution:

Number of Members voted through electronic voting system(Remote E-Voting)	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
24	1,83,56,257	99.9937

(ii) Voted 'AGAINST' the resolution:

Number of Members voted through electronic voting system(Remote E-Voting)	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
3	1,150	0.0063

(iii) 'INVALID' Votes

Total Number of Members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0

**Result:** The Special Resolution as set out at Item No. 5 of the Notice was passed with 99.99% Majority.



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**f) Resolution No. 6: Special Resolution**

**Appointment of Mr. Jagdeep Hira appointed as Joint Managing Director of the Company for a period of 3 years w.e.f. 21st July, 2017**

(i) Voted 'FOR' the resolution:

Number of Members voted through electronic voting system(Remote E-Voting)	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
24	1,83,55,807	99.9913

(ii) Voted 'AGAINST' the resolution:

Number of Members voted through electronic voting system(Remote E-Voting)	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
3	1,600	0.0087

(iii) 'INVALID' Votes

Total Number of Members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0

**Result: The Special Resolution as set out at Item No. 6 of the Notice was passed with 99.99% Majority.**

**g) Resolution No. 7: Ordinary Resolution**

**Approval of remuneration of the Cost auditors, Mr. Rakesh Mishra for the Financial Year ended 31<sup>st</sup> March, 2018**



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(i) Voted 'FOR' the resolution:

Number of Members voted through electronic voting system(Remote E-Voting)	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
24	1,83,56,707	99.9962

(ii) Voted 'AGAINST' the resolution:

Number of Members voted through electronic voting system(Remote E-Voting)	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
3	700	0.0038

(iii) 'INVALID' Votes:


Total Number of Members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0

**Result: The Ordinary Resolution as set out at Item No. 7 of the Notice was passed with 99.99 % Majority.**

8. The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Place: Kanpur  
Date: 02/09/2017

Thanking You,  
Adesh Tandon & Associates  
Company Secretaries  
ADESH TANDON & ASSOCIATES  
COMPANY SECRETARY

  
Proprietor  
(Adesh Tandon)  
F.C.S.  
Membership No.: 2253  
C.P. No.: 1121