

PACKAGING WITH A SOUL



YASH PAKKA

YASH PAKKA LIMITED
Annual Report 2019-20



IN FOND MEMORY

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

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.

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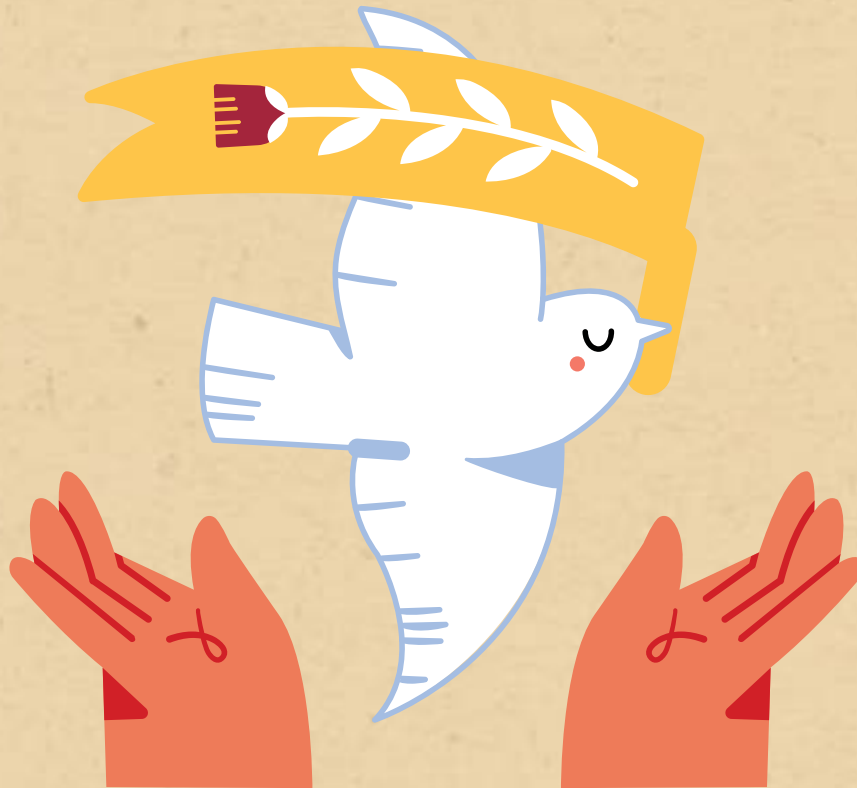


**Be the
change
you wish
to see
in the
world.**

-Mahatma Gandhi

Change is the only constant in the world and to change the world and make it a sustainable living place, it is important to start from within.





Over the years, we have evolved from just a pulp and paper manufacturing company to a sustainable packaging solutions provider.

We have branded ourselves to the positioning of a company manufacturing responsible packaging solutions.

We are strengthening our offerings to provide value-added products aimed at providing effective products for the consumers on one hand and strengthen the Company's bottomline going forward on the other.

It is providing the world packaging with a soul.



**Packaging
with a soul.
Providing
sustainable
solutions to
the world.**



Packaging is the dominant sectoral use of plastic in the world accounting for 42% in 2016. Packaging has much lower lifetime than others and hence it is the major waste generation object. Plastic takes more than 500 years to start decomposing.

Hence, plastic waste either ends up in landfill or in the oceans as marine plastic waste.

At Yash Pakka, we are committed to provide the world with sustainable packaging solutions which are effective yet pocket-friendly.



All the moulded products of Yash Pakka are made from bagasse, the waste fiber left-over after juice is extracted from sugarcane stalk. It makes products lightweight, flexible to protect from damage and strong enough to prevent spillage.

The Company is progressively emerging as a provider of alternative packaging solutions for plastic and preferred with retail consumers and institutional buyers alike.

Packaging with a soul. Provider of value-added products.

Yes!
Chuk looks
this good!



Yash Pakka has been gradually emerging from an intermediary product manufacturer to more value-added products.



The Company's product range, under the brand name Chuk, focuses on the food industry. It manufactures compostable disposables for food service and egg trays for food storage and transportation.



Chuk's products are oil and water-resistant, a differentiating factor for tableware. This has been possible due to the incorporation of food-grade chemicals during the manufacturing process.



All these chemicals are FDA-approved and used in minuscule quantities during production. So they have no adverse effects.

Based on these advantages, YashPakka expects to add significantly to the company's bottomline in the foreseeable future.



**Packaging with a soul.
Solutions made with care.**

As we create products for a sustainable future, we are also ensuring that the process of manufacturing them is also green.



All the energy needs are met through renewable energy from our own captive off-grid biomass-based power plant that uses rice husk as fuel.

The products are made from sugarcane waste (bagasse), a renewable source.



The products are 100% compostable and decompose completely within months.

9273 TREES SAVED



The raw material is sourced from local farmers and mills. During 2019-20, the Company saved 9,273 trees and saved 150 tonne of equivalent coal.

35 NEW PRODUCTS



Leveraging the green manufacturing process, the Company has been continuously introducing products. During 2019-20, the Company introduced 35 new products in packaging segment

About Yash Pakka



About

Established in 1981 by entrepreneur-promoter KK Jhunjhunwala. With an initial installed capacity of 1940 MT per annum in 1983, the Company commenced production of low grammage kraft grades.

From manufacturer of pulp and paper, the Company evolved as a manufacturer of sustainable packaging products.

The Company changed its name to Yash Pakka Limited in 2019-20 with a focus on providing packaging solutions with a soul.



Promoters

Currently headed by Mr Ved Krishna along with a team of experienced and young professionals driving innovation in the Company.



Offerings

The preference towards value-addition is reflected in the Company's superior product portfolio. It includes hard tissue, wrapping grades, packaging and stationery grades. These varieties are used in specialised downstream applications like soap wrapping, food wrapping, pharmaceutical covers, interleaving sheets, laminating sheets, paper bag, bidi wrapping, gum tape, notebook covering paper, PE coating in mattress and tubelight packaging among others.



Location

Headquartered in Ayodhya, Uttar Pradesh along with its manufacturing locations.

The Company's products are available in more than 100 cities and towns. Besides, the Company's products are exported to more than 30 countries across 7 continents in the world.

The Company's shares are listed in the BSE Limited and traded regularly.

Scrip code: BSE: 516030

Market capitalization stood at Rs 77.18 crore as on 31st March 2020; promoters' shareholding stood at 45.06% as on 31st March 2020.



Our values

Our values provide us with an internal compass in all our decisions. They guide us when we are at cross roads. 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 all our partners.



Joy at work

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



Freedom

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



Continuous learning and improvement

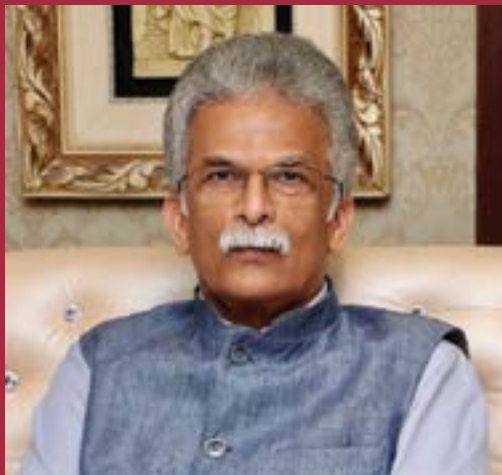
We shall consistently strive to improve our technical, managerial and spiritual knowledge.



Team work

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

Message from the Chairman



Dear Shareowners,

A warm Namaste! During the year 2019-20, I took over the mantle of Chairmanship of your Company's Board of Directors from Mr. KD Pudumjee, a very noteworthy and fine administrator. The Board and I acknowledge the great contribution made by Mr Pudumjee towards the growth of Yash Pakka. I sincerely thank the Board for providing me with this opportunity and must say I'm deeply honoured to address you all.

Over the past few years, Yash Pakka has emerged as one of the most innovative players in the packaging solutions industry. Your Company's key differentiating factor has always been its ability to conceive, design and manufacture products, minimizing impact on the environment. Starting from manufacturing pulp using renewable bagasse, your Company has made a successful foray into innovative compostable packaging solutions.



Yash Pakka, with its commitment of providing sustainable packaging solutions, is poised to create a niche for itself in the coming years.

The year 2019-20 was one of the most challenging years for the entire economy as the country witnessed a decline in consumer demand followed by a slowdown of GDP. In spite of these headwinds, your Company's performance was robust, recording highest profitability and significant growth. Kudos to the management and employees of your Company.

The world is moving through an unprecedented pandemic and the resultant concern for health and hygiene will see significant rise in demand for single-use packaging solutions. With plastics having significant impact on the environment, the sustainable solutions from Yash Pakka are expected to emerge as strong alternatives. We are already seeing traction in the demand for our products from new customers as well as export markets.

Anticipating significant demand from the international market, our office in the US was commissioned and has helped us in strengthening our international sales.

We strongly believe that with its demographic advantage, India has a strong and growing domestic demand. With the Government of India announcing a slew of measures to bring the economy back on track, we expect that there will be strong demand for our products from within. We expect that the economy will soon start rebounding in the foreseeable future. The Prime Minister's vision for India in the throes of the Covid-19 pandemic has ensured a steady transition to a self-reliant India. Yash Pakka too is geared to be the Global Indian company that epitomizes 'Atmanirbhar Bharat'.

The per capita packaging consumption in India is much lower at 4.3 kgs, compared to countries like Germany and Taiwan where it is 42 kgs and 19 kgs respectively. However, with the growth in organised retail and boom in e-commerce segment, the consumption of packaging products is expected to grow multi-fold in the coming years.

Yash Pakka, with its commitment of providing sustainable packaging solutions, is poised to create a niche for itself in the coming years. Looking forward to your continued support in your Company's endeavours.

Regards,

Pradeep Dhobale
Chairman - Yash Pakka



“

**YashPakka
will continue
to plug the
need for
sustainable
packaging
solutions
across the
world.**

”

Dear Shareholders,

The year 2019-20 was one of the most challenging years in the recent past for not only India but for the entire world. With a GDP of 4.2%, the Indian economy reported multi-year low growth. The slowdown was both structural as well as cyclical which deepened the impact. There was a significant decline in consumer sentiment.

Despite, these challenges, I am happy to say that the Company has been able to maintain volume as well as the topline as compared with last year. We focused enhancing our bottomline which grew 32.03% from Rs 20.58 crore in 2018-19 to Rs 27.17 crore in 2019-20. The growth in bottomline can be attributable to better cost management as well as lower raw material and fuel prices during the year under review.

This was a transformational year for Yash for a number of reasons. Over the past few years, we have emerged from a paper and pulp manufacturing company to a sustainable solutions providing company. As a result, we decided to rebrand and rename our company from Yash Papers to Yash Pakka. Pakka means the promise to deliver sustainable and quality products. We have two Ks to commemorate our founding father Shri KK Jhunjunwala.

During the year, we have embarked on restructuring the organization to focus more on profitability. We reorganized the team, created profit centres and gave the responsibility of each profit centre to a business leader, who would be responsible to drive the respective centres. We focused on imbibing the grains of entrepreneurship in the employees with an aim of empowering them to run the businesses independently. We enhanced transparency in linking the pay structure with performance. We have created a strong core team with experienced professionals drawn from various sector manning important functions at Yash.



This was a transformational year for Yash for a number of reasons. Over the past few years, we have emerged from a paper and pulp manufacturing company to a sustainable packaging solutions company.



Despite being a small company, we have been consistently investing in research and development activities. During 2019-20, we have introduced compostable moulded flexible packaging solution for food products.

Despite being a small company, we have been consistently investing in research and development activities. During 2019-20, we have introduced compostable moulded flexible packaging solution for food products. The products have better heat and moisture retention properties and expected to drive demand from the food sector in the coming years. The trial run has already been completed and we will be commercializing the products from 2020-21 onwards.

We feel that with countries looking away from China to newer destinations for packaging products, we are positioned attractively to capitalize on the opportunities. Especially, the souring ties of the US with China, a number of customers are looking at us for the supply of sustainable packaging solutions. With our presence in the US, we are positioned better to capture the opportunities coming out of that country.

In terms of meeting the huge demand, we are in need of additional capacities. We had planned on capex in 2020-21 but the uncertainties regarding Covid-19 has led to putting a hold on the plans. However, a number of players had invested in capacities in the past few years but they do not have the customers. We will supply them pulp and outsource the manufacturing to them. We will be looking at the product quality stringently to ensure conformance to the standards of Yash. This is expected to help us in addressing the additional demand in the market without stretching the balance sheet.

Optimism

We expect that the post-Covid world will witness a surge in the demand of disposable packaging solutions. With plastic having a negative impact on the environment, players like us will have a bigger role to play owing to the nature of products we manufacture. We also expect that there will be a considerable surge in the food takeaway service which will help in growing the demand for compostable food packaging products. Yash, with its quality and range of products will continue to grow in the coming years.

Regards

Ved Krishna
Shareholder

Key business drivers

Raw material sourcing

The Company's manufacturing unit is present in the state of Uttar Pradesh, a leading sugar producing state in the country. This makes it easy for the Company to procure bagasse, its key raw material for producing paper, in a cost-effective manner. The Company sourced 100335 tonnes of bagasse, comprising 100% of its requirement, within 100 kms from its plants. The Company also created a wet plant for better storage of bagasse.

Raw material cost as % of revenues:
2018-19: 27.03% | 2019-20: 24.97%



Manufacturing excellence

The Company is known for its quality and production efficiency. Its various initiatives helped in achieving 96.94% and 84.82% capacity utilization in paper and Salable pulp manufacturing respectively.

Operating cost as % of revenues:
2018-19: 85.42% | 2019-20: 82.79%



Strengthening product portfolio

The Company works on introducing new products every year. During the year under review, Yash Pakka launched 2 new products under its Chuk brand.



Service excellence

The Company rigorously works on improving quality. In the year under review, our Quality Control team along with our R&D team helped in enhancing product quality which resulted in better realisations.



Expanding reach

We widened our reach during the year to virgin markets and also added new customers. Our marketing professionals regularly meet our customers to update them about our product portfolio. We are exporting to UK, USA, Europe, Africa, Australia key geographies in the world.

International presence:
2018-19: 28 countries
2019-20: 33 countries



Protecting the environment

The Company has been undertaking regular initiatives for environment management. During the year under review, numerous initiatives were taken to protect the environment:





Q&A session

with Mr Jagdeep Hira,
Managing Director

Q. How would you evaluate the performance of the Company in 2019-20?

A. Despite a challenging 2019-20 on a macro-economic perspective, we are happy to state that Yash Pakka reported highest-ever revenues at Rs 261.11 crore in 2019-20 (Rs 255.43 crore in 2018-19). We are also delighted to report highest-ever PBT of Rs 39.54 crore in 2019-20 against Rs 24.83 crore in 2018-19.

The growth in the revenue can be attributable to strong growth reported in the revenue of our Moulded (tableware) segment. We lost a sale of around 800 MT during the last week of March owing to the nation-wide lockdown announced by the government due to the coronavirus pandemic. Despite the loss, we were able to protect our sales, reflecting growing acceptance of our products in the market.

Q. What were the other corporate highlights worth mentioning?

A. At YashPakka, we continuously work towards achieving operational excellence. Our focus revolves around the areas of astute cost

management, productivity enhancement and initiatives which help in reducing impact on the environment.

Towards these, the following were some of the noteworthy achievements during the year under review:

- Steam economy evaporators increased to 6 from 4.6 which helped in reducing energy cost
- Improved paper gloss by 7% reflecting improvements in our product quality
- Recovery boiler specific firing rate improved to 2.98 from 2.88 resulting in achieved an overall steam gain of 4500 Mt.
- Our efforts in water conservation helped in achieving 10% reduction in overall water consumption against previous year
- We achieved 12% reduction in soda loss, helping us in improving efficiency of Chemical Recovery
- Moulded Production Efficiency increased by 5%

As mentioned, cost rationalization remained a key driver of our bottomline. Despite a sluggishness in the market from third quarter onwards, overall 5% efficiency improvement resulted in an incremental growth in our profits.

Q. What were the reported capacity utilizations during the year under review?

A. Despite a production loss of around 800 MT due to Covid-19 induced lockdown, we were able to achieve a capacity utilization of 96.94% in our paper business against 98.43% reported in 2018-19. Our pulp capacity utilization remained more than 80% while our tableware capacity utilization remained at around 25%.

Q. What were the key innovations during the year under review?

A. Towards the aim of emerging as a sustainable packaging solution provider, the Company developed low-GSM high-strength paper for bags. Strength property in the paper was increased by 15% - a result of our continuous focus on research and innovation.

The other innovation during the year was the launch of unbleach bag and bleach bag.

Q. What were the other highlights during the year under review?

A. We continued to grow in our moulded product segment in the export markets with a Y-o-Y growth of 156.46% in the exports revenues.

Q. What are the reasons for your optimism despite the low sentiment due to Covid-19?

A. Covid-19 is expected to continue adversely impacting economies world over. At Yash Pakka, we concentrated on enhancing overall corporate efficiency and protect cash flows to remain strong despite a challenging economic environment. Our focus will revolve around the followings:

- Efficiency improvement in moulded product production
- Cost reduction by automation and addition of capex for quality enhancement and cost reduction
- Commercialization of new product - commercial stabilization of unbleached bag and bleach bag paper
- Continue to reduce consumption of water and energy
- Increase product mix of moulded products with an aim to introduce four new products



400 bps

Reduction in cost of manufacturing as a percentage of revenues from operations

Q. What is the outlook?

A. We expect that consumer sentiments will continue to be lower in the coming few quarters. However, we feel that sustainable packaging will play a key role as the consumers are preferring take aways/home deliveries more during this pandemic period. Customer focus will be crucial for sustaining business. We are focusing on strengthening order book through focused marketing strategies.

We will be working relentlessly towards cost optimization initiatives and controlling fixed costs in the coming years. The environment is tough but a careful approach will help us steer through this difficult time.



Management discussion and analysis



Trade policy uncertainty, geopolitical tensions, and idiosyncratic stress in key emerging market economies continued to impact global economic activity—especially manufacturing and trade—in the second half of 2019. Intensifying social unrest in several countries posed new challenges along with weather-related disasters—from hurricanes in the Caribbean, to drought and bushfires in Australia, floods in eastern Africa and drought in southern Africa. Global growth during 2019 is pegged at 2.9%, down from 3.6% reported in 2018.

Growing trade barriers and associated uncertainty impacted business sentiment and activity across the globe. In some cases (advanced economies and China), these developments magnified cyclical and structural slowdowns already under way. Besides, additional pressures came from country-specific weakness in major emerging market economies like Brazil, India, Mexico, and Russia. Worsening macroeconomic stress related to tighter financial conditions (Argentina), geopolitical tensions (Iran), and social unrest (Venezuela, Libya, Yemen) rounded out the difficult picture.

State of global economy (GDP in %)

	2017	2018	2019	2020 (p)	2021 (p)
World	3.8	3.6	2.9	(3)	5.8
Advanced economies	2.5	2.2	1.7	(6.1)	4.5

Outlook

The COVID-19 pandemic is inflicting high and rising human costs worldwide. Protecting lives and allowing health care systems to cope have required isolation, lockdowns, and widespread closures to slow the spread of the virus. The health crisis is therefore having a severe impact on economic activity. As a result of the pandemic, the global economy is projected to contract sharply. It is expected that global economy will contract by 3% in 2020, much worse than during the 2008-09 financial crisis.

Review of the Indian economy

India's economy slowed down during 2019-20 largely owing to consumer demand decline owing to reduced credit flow in the country following the subsequent fall of two major NBFCs, resulting in severe credit squeeze in the market. The slowdown in consumer demand resulted in Indian economy reporting a growth of 4.2% in 2019-20 compared to 6.1% in 2018-19.

India has moved 14 places to be 63rd among 190 nations in the World Bank's ease of doing business ranking. India put in place four new business reforms during the past year and earned a place in among the world's top ten

improvers for the third consecutive year. Importing and exporting became easier for companies for the fourth consecutive year. With the latest reforms, India now ranks 68th globally on this indicator and performs significantly better than the regional average.

Outlook

The lockdown owing to COVID breakout is expected the impact the overall economic performance of the country. Several measures have been announced by the government which are expected to help the country come out of a prolonged slowdown.

Global pulp and paper industry

Pulp and paper is expected to continue to play a major role in the world. Despite the changes occurred owing to technological advancements, this is an industry that has thrived and will continue to do so in 2020. In fact, the digital revolution of recent years has led to an expansion in the pulp and paper industry. As the world continues to evolve, so will the industry.

China is the largest consumption and import country of Paper pulp products in the world in the past few years while the market share is about 1/3, and China will keep the leading position in the next few years. Brazil, Canada,

Indonesia and Chile are now the most key exporters of paper pulp in the world. Global Paper and Pulp market size will increase to USD 86700 Million by 2025, from USD 63300 Million in 2019, at a CAGR of 4.6% during the forecast period.

Indian pulp and paper industry

India's share in the demand for paper across the globe is growing driven by steady pace of growth in the domestic demand. Growing manufacturing sector, requirement of better quality packaging of FMCG products marketed through organized retail and the demand for the upstream market of paper products, such as tissue paper, filter paper, tea bags, light weight online coated paper and medical grade coated paper are expected to drive the paper & paper products market in India in coming years. The per capita paper consumption in India at a little over 13 kg, is way behind the global average of 57 kg.

According to an India Ratings report, with an annual demand for 19 million tonne (4 per cent of global demand share), India is the fifth largest paper consumer, after China with 109 million tonne (21 per cent of global share) and the US with 70 million tonne or 17 per cent of global demand.

Under the baseline scenario domestic consumption is projected to rise to 23.5-million tpa and production to 22.0-million tpa by 2024-25. About one million tpa of integrated pulp, paper and paperboard capacity is required to be created in India on an annual basis over the current capacity to meet the growing demand.

Indian packaging industry

The India Packaging Market was valued at USD 50.5 billion in 2019, and it is expected to reach USD 204.81 billion by 2025, registering a CAGR of 26.7% during the period of 2020-2025. The growth of the market can be attributable to rising population, increasing income levels, changing lifestyles, increased media penetration through internet, and television and growing economy among others. According to Care Ratings, more than 49% of the paper produced in the country is used for packaging purposes.

The rapid growth of the market is primarily driven by the pharmaceuticals and foods and beverages industries. Huge investments in the food processing, personal care, and pharmaceuticals end-user industries are creating scope for expansion of the packaging market.

The rise of the Indian middle class, rapid expansion of organized retail, growth of exports, and India's rising e-commerce sector are further facilitating growth. According to the Indian Institute of Packaging (IIP), the packaging consumption in India has increased 200% in the past decade, rising from 4.3 kg per person per annum (pppa) to 8.6 kg pppa.

The drivers for growth of paper and pulp industry in India

Literacy rate: Different government interventions are helping the driving literacy rates in India. India's literacy rate for 2018 was 74.37% and the same was close to 49% in 1991.

E-commerce: The e-commerce has transformed the way business is done in India. The Indian e-commerce market is expected to grow to US\$ 200 billion by 2026 from US\$ 38.5 billion as of 2017. Much growth of the industry has been triggered by increasing internet and smartphone penetration.

Population growth: According to the State of World Population, 2019 report, India's population grew at an average annual rate of 1.2 per cent in the period ending 2019 and pegged the country's current population at over 1.37 billion people.

Demographic dividend: More than two-thirds of India's population is in the working age group of 15-64 years. More than one-fourth are in the 0-14 age group and around 6 per cent are over 65 years of age.

Readership: The Indian Readership Survey (IRS) data released for Q1 of 2019 reveals that the overall readership of newspapers has grown from 407 million readers in 2017 to 425 million readers at the end of the first quarter of 2019.

Restaurant takeaway: Digital delivery and pre-order takeaway will gain prime focus of restaurants in post Covid era to stay financially viable amid strict social distancing norms.

Organised retail: India largely continues to have an unorganised retail market, which is around 85% of the total retail sector. By 2021, the share of organised retail market is projected to increase to 22-25%.

Per capita income: India's per-capita monthly income is estimated to have risen by 6.8 per cent to Rs 11,254 during 2019-20 against Rs 10,534 per month in FY2018-19.



Human capital management

People represent the biggest strength at Yash Pakka, driving organizational growth. The Company's HR policy is committed towards drawing the right talent, training that talent, developing their skills and inculcating organizational values in them.

The HR team focuses on defining roles clearly to employees to ensure seamless functioning of the organization. During the year under review, the Company conducted 771-man hours of training sessions. The sessions were dedicated to enhancing both functional skills and soft skills. The management also held periodic dialogue 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 provided an empowering work environment. The Company ensured safety for female employees and a discrimination-free work environment.

Yash Pakka will continue to invest in its human resources to enhance productivity and ensure long-term organizational growth.

The Company's team strength stood at 450 as on 31st March 2020.



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 Pakka' 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, in order to prepare financial statements and other such data-based reports.



Risks and their mitigation

At Yash Pakka, we have created a robust risk management framework under the strict supervision of Board of Directors. It identifies the key risks associated with each business transaction and in devising suitable mitigation measures for them. The Audit Committee under the Board regularly reviews the policies and scrutinizes the effectiveness of the mitigation measures. The Company operates in a highly competitive industry with high price volatility. The business is subject to strict government regulations and compliances. Growing emergence of technology is reducing demand for paper while concerns of forest depletion could lead to an adverse impact on raw material supply in the industry. In addition, effective capacity expansion and acceptance of new products may impact Company's performance. The Company assesses industry developments closely, studies the impact of these on its operations and takes adequate measures to minimize the impact of the same. The Company works on creating products which are innovative, environment-friendly and falls in niche categories.



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.



Manufacturing Excellence at Yash Pakka

At Yash Pakka, manufacturing excellence is driven by its commitment of delivering superior quality products at competitive prices. The manufacturing team has been working relentlessly to optimize operating cost, reduce impact on the environment and enhance overall productivity of the organization. The Company's stringent cost control initiatives helped in reducing raw material cost to 39% in 2019-20 from 43% in 2018-19. Raw material cost for the moulded products were reduced by replacing imported softwood pulp. Power and fuel cost was reduced by 7% with bagasse in 2019-20. During the year, specific fresh water consumption reduced to 42 KL/MT from 58 KL/MT in 2018-19. The Company planted nearly 3,400 trees in and around the factory campus.

During the year, the Company reported capacity utilization of 97% despite a paper production loss of 800 MT in the last week of March due to COVID-19 induced lockdown.

The Company is increasingly adapting to automation which helped in enhancing pulp quality.

The spread of the coronavirus pandemic and the subsequent lockdowns have impacted the economic activities across the country and led to a loss of production for 72 days for Yash Pakka. Despite we are targeting a capacity utilization of 98% on all running days of plant and plan to improve capacity utilization of moulded products plant from 50% in 2019-20 to 65%.

Operating cost as a proportion of revenues in 2019-20 stood at 82.79%.



People excellence at Yash Pakka

Human resource remains a key driver of sustainable business excellence at Yash Pakka. The Company has been continuously evolving its human resource policy for the betterment of the organization. The Company is committed towards drawing the right talent, training that talent, developing their skills and inculcating organizational values in them.

During the year, the Company undertook an organizational restructuring plan based on the strategic direction of the organization. The HR Team worked on reorienting the organizational functions with the initiation of the innovations team and a cohesive core team.

The HR team worked on designing Yash Samridhi Path focused on the following:

- Role profile for each and every role across the company has been created.
- Standardization of procedures - SOPs have been updated for all processes across the functions.
- Design of capability, skills development and leadership development framework.
- 258 training programs were conducted during the year and imparted 771 training man hours

The human resource team also worked on the framework for all the retirees and plans to roll out from 2020-21. It reviewed the orientation process to make the joining experience of new members culturally meaningful.



The Company's people strength stood at 450 at the end of 2019-20

Corporate Social Responsibility at Yash Pakka



Krishna Niketan Expansion

In the reporting year 2019 - 2020, KK Charitable Foundation (KKCF) focused on teaching the learning process in Krishna Niketan Parakhan (a village in the vicinity of YPL) in collaboration with the implementation partner Jingle Bells Nursery School Society (JBNSS). This school was opened in July 2019. The success of Krishna Niketan in Parakhan village helped us in moving to other villages close to YPL and start Krishna Niketan schools there as well. 3 villages were identified and community meetings were done to talk to parents about Krishna Niketan.

By March, 2020 four Krishna Niketan had been set up in four villages - Parakhan (24 students enrolled), Tihura Manjha (25 students), Tihura Uparhar (27 students enrolled) and Sirsinda (23 students).



Khushi Khushi School

Khushi Khushi school is being run by KKCF in collaboration with JBNSS at the Pawan Brick Field - Manapur Village, Bikapur. The space to run the school and a room for the same is being provided by the Brick Field owner. This school caters to the children of migrant labours coming from Bihar and Chhattisgarh. These labours come to the brick field in the month of October and stay till June for the work.

This school got started from April 2019. From April to June 2019, this school taught 35 children of the labours working and residing at the brick field.



In June all the labourers left together with their children. From July to September, the Khushi Khushi Facilitators underwent training in Nursery Teacher Training Institute of JBNSS. From October, the migrants came back with their families and some new families also migrated to work in the brick kiln.

The children are being taught in 3 groups (3-5 years, 6-8 years, 9-12 years). The average attendance in the school from November, 2019 to March, 2020 was 90%.

YASH PAKKA LIMITED

(Formerly Yash Papers Limited)

Regd. Office: 2nd Floor, 24/57, Birhana Road, Kanpur – 208001, Uttar Pradesh

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

CIN – L24231UP1981PLC005294 | **T:** +91 5278 258174

E: connect@yashpakka.com | **Website:** https://www.yashpakka.com

NOTICE

NOTICE is hereby given that the 40th Annual General Meeting of the Members of Yash Pakka Limited will be held on Saturday, the 31st October, 2020 at 11:00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2020 including Audited Balance Sheet as at 31st March, 2020, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a final dividend of Rs.1 per equity share for the financial year ended 31st March, 2020.
3. 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.

SPECIAL BUSINESS:

4. To consider and approve for re-appointment of Mr. Ved Krishna (DIN: 00182260) as an Executive Vice-

Chairman of the Company for a term of 3 years and in this regard pass, following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of the Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder Mr. Ved Krishna be and is hereby re-appointed as the Executive Vice-Chairman of the Company for a period of 3 years w.e.f. 1st August, 2020 on the following remuneration and terms and conditions:-

- (a) Basic Salary: Rs.5,86,999/- per month. Increment will be effective from 1st June each year, the amount being decided by the Board subject to maximum of Rs.8,50,000 per month.
- (b) Variable Dearness Allowance (V.D.A.): As applicable for the employees of the Company from time to time.
- (c) Production Incentive: As per applicable scheme for the employees of the Company from time to time.
- (d) House Rent Allowance: As per applicable scheme for the employees of the Company from time to time.

(e) Tea: As per applicable scheme for the employees of the Company from time to time.

(f) Perquisites: In addition to the above, Mr. Ved Krishna shall be entitled to perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with utilities such as gas, electricity, water, furnishing and repairs; medical reimbursement leave travel concession for himself and his family, club fees, medical insurance etc.

(g) Provident Fund: Company's contribution to Provident Fund to the extent are not taxable under the Income Tax Act, 1961, gratuity payable as per rules of the Company and encashment of leave at the end of his tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

(h) Minimum Remuneration: If in any accounting year, the Company has no profits or its profits are inadequate or in any case remuneration by way of salary, perquisites and other allowances will be subject to the ceilings set out in Schedule V of the Companies Act, 2013.

(i) Leave: On full pay and allowances, as per rules of the Company. Encashment of leave shall not

be included in the computation of the ceiling on perquisites.

- (j) Reimbursement of Expenses: Mr. Ved Krishna shall also be entitled to reimbursement of entertainment, travelling, hotel and other expenses actually incurred by him in performance of the duties on behalf of the Company.
- (k) Other Benefits: Any other benefits, facilities, allowances and expenses may be allowed under Company rules/schemes and available to other employees.
- (l) Sitting Fees: No sitting fees will be paid for attending the meetings of the Board of Directors of the Company or Committees thereof.
- (m) Allowance: Payment of all the allowances including production incentive shall be limited to 6,00,000/- per month.
- (n) Commission on Net Profit: Mr. Ved Krishna will also be entitled for Commission upto 1% of Net Profit of the Company.

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

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all acts and take such steps as necessary, proper or expedient to give

effect to this resolution.”

5. To consider and approve for re-appointment of Mr. Jagdeep Hira (DIN: 07639849) as a Managing Director & CEO of the Company for a term of 3 years and in this regard pass, following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of the Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, Mr. Jagdeep Hira be and is hereby re-appointed as a Managing Director & CEO of the Company for a period of 3 years w.e.f. 21st July, 2020 on the following remuneration and terms and conditions:-

- (a) Basic Salary: Rs.5,58,908/- per month. Increment will be effective from 1st June each year, the amount being decided by the Board subject to maximum of Rs.8,00,000 per month.
- (b) Variable Dearness Allowance (V.D.A.): As applicable for the employees of the Company from time to time.
- (c) Production Incentive: As per applicable scheme for the employees of the Company from time to time.
- (d) House Rent Allowance: 13% of Basic Salary as applicable from time to time.
- (e) Tea: As per applicable scheme for the employees of the Company.
- (f) Bonus: As per applicable scheme for the employees, as amended from time to time.
- (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, traveling, hotel and other expenses actually incurred by him in performance of the duties on behalf of the Company.
- (k) Other Benefits: Any other benefits, facilities, allowances and expenses may be allowed under Company rules/schemes and available to other employees.
- (l) Sitting Fees: No sitting fees will be paid for attending the meetings of the Board of Directors of the Company or Committees thereof.
- (m) Allowance: Payment of all the allowances including production incentive shall be limited to 6,00,000/- per month.
- (n) Commission on Net Profit: Mr. Jagdeep Hira will also be entitled for Commission upto 1% of Net Profit of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be

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

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

6. To consider and approve modification of Yash Team Stock Option Plan 2019 and matters connected with respect to the same and in this regard pass, following resolution as a Special Resolution:-

"RESOLVED that in supersession of earlier resolution passed by the Board of Directors in its meeting held on 11th August, 2019, Special Resolution passed by the Shareholders of the Company in 39th Annual General Meeting held on 20th September, 2019 and pursuant to the resolution passed by the Board of Directors in its meeting held on 12th September, 2020 in accordance with the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, subject to the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable rules, regulations, circulars, guidelines

and laws in force, from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to modify the 'Yash Team Stock Option Plan - 2019' (hereinafter referred to as the "Plan"), the salient features of which are set out in the statement annexed hereto, and that the Board of Directors of the Company [hereinafter referred to as the 'Board' which expression shall also include Compensation (ESOP) Committee or such other Committee that may be constituted by the Board for this purpose (Committee) to create, issue, grant, offer and allot from time to time, directly or through, 'Yash Team Welfare Trust', a Trust to be set up by the Company, to the Eligible Employees (as defined in the Plan) as may be decided by the Board, such number of Options ('Options' as defined in the Plan) in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board, such that the aggregate of such Options to be granted under the Plan to such employees of the Company, as provided under the Plan and where the term 'Employees' shall be in terms of Regulation 2(1)(f) of the SEBI SBEB Regulations, which shall not in aggregate exceed 15,00,000 Options, each Option giving the right but not the obligation to the holder, or other person entitled under the Plan, to subscribe for cash to one fully paid Equity Share of Rs.10/- each of the Company ('Share') in terms of the Plan and the terms of the Grant (as defined in the

Plan), as per the details set out in the Explanatory Statement annexed to the notice convening the meeting.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board of Directors constituted by the Board, to exercise its powers including powers conferred by this Resolution), be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation and formulation of the Scheme to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER that it is hereby noted that the amendments to the Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to devise, formulate, evolve, decide upon and bring into effect the Plan as per the terms approved in this resolution read with the statement annexed hereto and at any time vary, modify or alter or amend any of the terms and conditions of the Plan, including but not limited to those for the grant of Options, issue of Shares on Exercise of Options, Exercise Price for the purpose of the Grant, Vesting Period and Exercise Period, subject to the compliance of SEBI SBEB Regulations and other applicable laws, rules and regulations, as may be prevailing from time to time.

RESOLVED FURTHER THAT the Shares to be issued and allotted, upon exercise of the Options under the Plan, shall rank pari passu with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the Plan on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan;

RESOLVED FURTHER THAT Mr. Ved Krishna, Executive Vice-Chairman, Mr. Jagdeep Hira,

Managing Director & CEO, Mr. Narendra Kumar Agrawal, Director Works, Mr. Jignesh Shah, Chief Financial Officer and Mr. Sachin Kumar Srivastava, Company Secretary & Head Legal of the Company be and hereby authorised, jointly and severally, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and further to execute all such deeds,

documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the Plan and to take all such steps and do all acts as may be incidental or ancillary thereto.”

By Order of the Board



Sachin Kumar Srivastava

Camp: Ayodhya Company Secretary & Head Legal
Date: 12th September, 2020 M. No. A44270

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the

Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to amitguptacs@gmail.com with a copy marked to evoting@nsdl.co.in
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 here to.
6. The Company has notified closure of register of Member and share transfer books of the Company

from Wednesday, 28th October, 2020 to Saturday, 31st, October, 2020.

7. The Company has fixed Tuesday, 27th October, 2020 as the ‘Record Date’ for determining entitlement of members to final dividend for the financial year ended 31st March, 2020, if approved at the AGM.
8. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on Wednesday, 4th November, 2020 as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of the close of business hours on Tuesday, 27th October, 2020.
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business

hours on Tuesday, 27th October, 2020.

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Skyline Financial Services Private Limited ("Skyline") for assistance in this regard.
10. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Skyline in case the shares are held by them in physical form.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFS code, etc., to their DPs in case the shares are held by them in electronic form and to Skyline in case the shares are held by them in physical form.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [https://](https://www.yashpakka.com/pdf/NECS%20Mandate.pdf)

www.yashpakka.com/pdf/NECS%20Mandate.pdf. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Skyline in case the shares are held in physical form.

13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Skyline, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, 30th October, 2020 email on cs@yashpakka.com. The same will be replied by the Company suitably.
16. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details,

please refer to corporate governance report which is a part of this Annual Report and FAQ of investor page on Company's website.

17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.yashpakka.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsd.com>
18. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. At the 37th AGM held on Saturday, 2nd September, 2017 the Members approved appointment of CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W/W-100036) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 42nd AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 40th AGM.
20. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct

tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Skyline (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to compliances@skylinerta.com by 11:59 p.m. IST on Tuesday, 27th October, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to compliances@skylinerta.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on Tuesday, 27th October, 2020.

21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

22. Instructions for e-voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014,

as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

ii. The remote e-voting period commences on Wednesday, 28th October, 2020 (9:00 a.m. IST) and ends on Friday, 30th October, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, 27th October 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

iii. The Board of Directors has appointed Mr. Amit Gupta (Membership No. F5478 and COP No. 4682) of Amit Gupta & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

vii. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
A) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
B) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

5. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.co.in Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this notice.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-voting as the Voting page opens
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to amitguptacs@gmail.com with a copy marked to evoting@nsdl.co.in

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

In case of any grievances connected with facility for e-voting, please contact

Ms. Pallavi Mhatre,

Manager, NSDL,

4th Floor, 'A' Wing, Trade World,

Kamala Mills Compound, Senapati Bapat Marg,

Lower Parel, Mumbai 400 013.

Email: evoting@nsdl.co.in ; pallavid@nsdl.co.in,

Tel: 91 22 2499 4545/ 1800-222-990

Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, Skyline at compliances@skylinerta.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) for registering email address.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ol style="list-style-type: none"> a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder. <p>Demat Holding Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by our RTA, Skyline Financial Services Pvt. Ltd. with support of NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members who need assistance before or during

the AGM, can contact NSDL on evoting@nsdl.co.in/1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/ 022-24994360/ +91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in/ 022-24994553/ +91 9326781467.

4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@yashpakka.com from 26th October, 2020 (9:00 a.m. IST) to 28th October, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

1. The Scrutinizer shall, immediately after the

conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.yashpakka.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

By Order of the Board



Sachin Kumar Srivastava

Company Secretary & Head Legal

Camp: Ayodhya

Date: 12th September, 2020

M. No. A 44270

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

Statements with respect to items under Special Business covered in the notice of the meeting are given below:

ITEM NO. 4

Mr. Ved Krishna was re-designated as Executive Vice-Chairman of the Company in the meeting of Board of Directors held on 22nd September, 2018.

In appreciation of the dedicated services and having regard to the increased responsibilities shouldered, rich and diversified experience in the industry and improved performance of the Company, the Board of Directors at its meeting held on 20th June, 2020, approved the re-appointment of Mr. Ved Krishna as an Executive Vice-Chairman of the Company as recommended by Nomination and Remuneration Committee for a period of three years w.e.f. 1st August, 2020 subject to approval of the Members of the Company. The services of highly educated Executive Vice-Chairman with rich experience of corporate working will be in the best interest of the Company.

Information as required under Para (B) of Section II of Part II of Schedule V to the Companies Act, 2013 is given elsewhere in the Annual Report.

Approval of the Members under Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is required for the reappointment of Executive Vice-Chairman for

payment of remuneration but in no circumstances the remuneration shall exceed the remuneration as laid down in Schedule V of the Companies Act, 2013. The additional disclosures as required in Section II of Part II of Schedule V are provided elsewhere in the Annual Report.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.4 of the Notice except Mrs. Kimberly Ann McArthur, Director (Promoters' Group) and Mrs. Manjula Jhunjhunwala, Director (Promoter) of the Company.

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

ITEM NO. 5

The Board of Directors of the Company appointed Mr. Jagdeep Hira as an Additional Director (Executive) and CEO (Key Managerial Personnel) of the Company and further designated him as Executive Director and CEO (Key Managerial Personnel) of the Company with effect from 22nd October, 2016. Mr. Jagdeep Hira was re-designated as Joint Managing Director of the Company in the meeting of Board of Directors held on 21st July, 2017. Mr. Jagdeep Hira was further re-designated as Managing Director & CEO of the Company in the meeting of Board of Directors held on 22nd September, 2018.

Mr. Jagdeep Hira has a vast experience of 26 years in specialty paper manufacturing and paper mill management. He had worked in domestic and MNC companies with extensive international experience.

In appreciation of the dedicated services, the Board of Directors at its meeting held on 20th June, 2020, approved the re-appointment of Mr. Jagdeep Hira as a Managing Director & CEO of the Company as recommended by Nomination and Remuneration Committee for a period of three years w.e.f. 21st July, 2020 subject to approval of the Members of the Company.

Information as required under Para (B) of Section II of Part II of Schedule V to the Companies Act, 2013 is given elsewhere in the Annual Report.

Approval of the Members u/s 196 and 197 read with Schedule V of the Companies Act, 2013 is required for the remuneration of Managing Director & CEO for payment of remuneration but in no circumstances the remuneration shall exceed the remuneration as laid down in Schedule V of Companies Act, 2013.

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

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

ITEM NO.6

MODIFICATION OF THE YASH TEAM STOCK OPTION PLAN 2019 AND MATTERS CONNECTED WITH RESPECT TO THE SAME

Yash Pakka Limited (“YPL” or “Company”) had introduced the Yash Team Stock Option Plan 2019 (“Scheme”). The Scheme will be administered through

Yash Team Welfare Trust (“Trust”). The Objective of the Scheme was to facilitate team participation in the ownership of the Company by offering Equity Shares of the Company to Eligible Team Members (Employees) of YPL.

The Board of Directors of the Company approved the amendments / modification to the Scheme, by way of a Resolution passed in the Board Meeting of the

Company held on 12th September, 2020, subject to the approval of the Members. The Board of Directors of the Company are of the view that the amendments to the Scheme are not prejudicial to the interests of the option holders.

A comparative statement of the Scheme which is proposed to be amended is given below for the perusal and consideration of the Members:-

S. No.	Existing Scheme	Proposed Scheme
1.	The Eligibility Criteria for the Team Members (Employees) was 3 years from the date of appointment.	The following Eligibility Criteria for the Team Members (Employees) has been recommended by the Board in the Scheme:- 1. Managing Director – 3 years from date of appointment. 2. Core Team Members – 10 years from date of appointment on pay roll / employment of the Company and will be selected by the Board of Directors. 3. Rest of the Team Members – 3 years from date of appointment on roll of the Company. “Apart from this, the Team Members (Employees) need to ensure the performance criteria as laid down in the revised scheme to be eligible beneficiaries i.e. 70% average marks in their last 3 years Lakshya Patra. Lakshya Patra is a monthly target taken by each team members from their respective team leaders.”
2.	The Options were proposed to be granted in the following manner to the respective category of eligible Team Members (Employees) i.e. 1. Managing Director – 1,00,000 options for consecutive 3 years. 2. Rest Team Members – 1,000 options for consecutive 3 years.	The Options are now proposed to be granted in the following manner to the respective category of eligible Team Members (Employees):- 1. Managing Director – 1,00,000 options for consecutive 3 years. 2. Core Team Members – 10,000 options for consecutive 3 years. 3. Rest Team Members – 1,000 equity options for consecutive 3 years.

It was further clarified that no options had been granted by the Company yet under the Yash Team Stock Option Plan 2019, as was originally approved in the year 2019.

It is confirmed that the beneficiaries of the Plan fall within the ambit of ‘Employee’ as defined under Regulation 2(1) (f) of the SEBI SBEB Regulations.

Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, provides that the Company may vary, by way of a Special Resolution, the terms of the Employees Stock Options not yet exercised by the employees provided that such variation is not prejudicial to the interests of the option holders. The modifications do not specifically benefit any of the option holders but are being carried out

to bring the Scheme in line with the applicable provisions of the Act.

A copy of the existing Scheme, would be available for inspection, by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday).

The above changes will be applicable to all existing and future ‘Eligible Employees’ as defined in the Scheme.

The approval of the Members is being sought by way of a Special Resolution under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 for the amendment in the existing Scheme.

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

By Order of the Board



Sachin Kumar Srivastava

Camp: Ayodhya

Company Secretary & Head Legal

Date: 12th September, 2020

M. No. A 44270

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT 40TH ANNUAL GENERAL MEETING IN PURSUANCE OF PROVISIONS OF COMPANIES ACT, 2013 & REGULATIONS 36(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Particulars	Mrs. Kimberly Ann McArthur	Mr. Ved Krishna	Mr. Jagdeep Hira
DIN	05206436	00182260	07639849
Date of Birth	19-05-1974	18-06-1975	17-01-1972
Date of Appointment	13-02-2012	30-05-1999	22-10-2016
Education	Master In Communication	Bachelor in Business Administration	Bachelor of Engineering
Occupation	Business	Industrialist	Service
Brief resume, qualification, experience and nature of expertise in specific functional are as	<p>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.</p> <p>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 acumen for aesthetics and design. She also has a deep commitment to Yash Pakka's CSR efforts.</p>	<p>Mr. Ved Krishna, Executive Vice-Chairman 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 21 years and has grown the company over 10 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.</p>	<p>Mr. Jagdeep Hira has lived and breathed paper most of his working life. He has run all kinds of machines and developed numerous grades of papers. He has worked in different kind of companies and environments and has also had great international exposure. He loves to build organizations taking the team along with him. He is able to understand, grasp resolve issues due to his deep involvement with the process.</p>
No. of Board Meetings attended during the financial year ended 31 st March, 2020	3	4	5
Directorship in other Listed Company	NIL	NIL	NIL
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee)	<p>Yash Pakka Limited</p> <p>(i) Corporate Social Responsibility (CSR) Committee - Chairperson</p> <p>(ii) Stakeholder Relationship Committee - Member</p>	<p>Yash Pakka Limited</p> <p>(i) Corporate Social Responsibility Committee</p> <p>(ii) Audit Committee</p> <p>(iii) Strategic Committee</p>	<p>Yash Pakka Limited</p> <p>(i) Audit Committee</p> <p>(i) Strategic Committee</p>
Number of Shares held in the Company	NIL	1,10,09,950	NIL

Inter-se relationship with other Directors and Key Managerial Personnel	1. Mr. Ved Krishna 2. Mrs. Manjula Jhunjunwala	1. Mrs. Manjula Jhunjunwala 2. Mrs. Kimberly Ann McArthur	Not Applicable
Details of Remuneration sought to be paid	Mrs. Kimberly Ann McArthur is a Non-Executive Director (Promoters' Group) of the Company and is paid sitting fees Rs.15,000/- for attending each meeting of Board, Committee of Board and Consultancy Fees of Rs.1,00,000/- per month till 31 st May, 2020. The Board in its meeting held on 20 th June, 2020 appointed her as International Consultant by modifying her earlier contract at a total remuneration of USD 7500/- per month.	Mr. Ved Krishna was proposed to be re-appointed on the remuneration as contained in his resolution.	Mr. Jagdeep Hira was proposed to be re-appointed on the remuneration as contained in his resolution.
Remuneration last drawn by the Director	Please refer Corporate Governance Report forming part of the Annual Report	Please refer Corporate Governance Report forming part of the Annual Report	Please refer Corporate Governance Report forming part of the Annual Report

By Order of the Board



Sachin Kumar Srivastava
 Company Secretary & Head Legal
 M. No. A 44270

Camp: Ayodhya
 Date: 12th September, 2020

DIRECTORS' REPORT

To,

The Members,

The Directors are pleased to present to you the Thirty-Nine Annual Report on the business and operations of your Company together with the Audited Financial Statements for the financial year ended 31st March, 2020.

1. CORPORATE OVERVIEW

The Company was incorporated in year 1981. The Company has started its first commercial production in year 1983 and has thereafter transformed from being an Indian small paper manufacture to a large specialty packaging products manufacturing and trading group with leadership position in specialty papers and Moulded (Tableware) products and enjoys a formidable position across paper industries in national and global markets.

2. FINANCIAL SUMMARY AND HIGHLIGHTS:

The summarized financial performance of your Company for the financial year 2019-20 as compared to previous year 2018-19 has been as under:

(Rs. In Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
I. Revenue from operations	25,238.68	25,025.59
II. Other income	871.82	517.56
III. Total Income	26,110.50	25,543.15
IV. Expenses		
Cost of materials consumed	10,175.01	10,980.41
Purchase of stock-in-trade	3.25	12.20
Changes in inventories of finished goods, work-in-progress and stock-in-trade	(59.47)	146.48
Employee benefits expenses	2,667.06	2,419.09
Finance costs	1,261.40	1,682.31
Depreciation and amortization expenses	975.95	870.46
Other expenses	7,133.46	6,949.11
Total Expenses (IV)	22,156.66	23,060.06

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
V. Profit before Tax	3,953.84	2,483.09
VI. Tax expense:		
1. Current tax	685.13	541.59
2. Deferred tax	477.53	(131.58)
3. Tax adjustments relating to earlier years	29.35	2.10
VII. Profit for the period	2,761.83	2,070.98
VIII. Other comprehensive income		
(i) Items that will not be reclassified to profit or loss Re-measurements of the defined benefit plans	(62.69)	(9.98)
(ii) Income tax related to items that will not be reclassified to profit or loss	18.26	(2.90)
Sub Total	(44.43)	(12.88)
IX. Total comprehensive income for the period	2,717.40	2,058.10
X. Earnings per equity share		
1. Basic	7.84	5.88
2. Diluted	7.84	5.88

3. PERFORMANCE REVIEW

During the financial year 2019-20, the Company recorded an impressive performance by recording its highest Profit before Tax (PBT) and Profit After Tax (PAT). While EBITDA registered an increase by 25.45%, PAT improved by 32.03%. These results were driven by lower manufacturing cost from more efficient operations. The Company continued to focus on important initiatives for innovating new products as well as improving the customer experience and operational efficiencies. COVID-19 outbreak and lockdown thereafter from last week of March 2020 had impacted the above parameters. The summarized production, sales and exports of products of your Company for the financial year 2019-20 as compared to previous year 2018-19 has been as under:

Particulars	Unit of Measurement	Current Year ended 31.03.2020	Previous Year ended 31.03.2019
PRODUCTION			
i. Kraft Paper	MT	21,693	21,058
ii. Poster Paper	MT	16,210	17,429
iii. Pulp	MT	6,998	7,243
iv. Moulded(Tableware) Products	MT	1,059	1,276
v. Egg Tray	Pieces	94,43,200	1,01,85,000
vi. Pith Pallet	MT	5,874	5,933
DOMESTIC SALES			
i. Kraft Paper	MT	17,062	16,672
ii. Poster Paper	MT	13,580	15,258
iii. Pulp	MT	6,922	7,248
iv. Moulded (Tableware) Products	MT	1,152	1,128
v. Egg Tray	Pieces	93,69,100	1,01,85,000
vi. Pith Pallet	MT	4,300	1,971
EXPORTS SALES			
i. Kraft Paper	MT	4,201	4,426
ii. Poster Paper	MT	2,169	2,541
iii. Moulded(Tableware) Products	MT	57	21.55
TRADED MOULDED(TABLEWARE) PRODUCTS			
i. Purchase	MT	-	467
ii. Domestic Sales	MT	29	194
iii. Export Sales	MT	-	13

4. DIVIDEND

Based on the Company's performance, the Directors have recommended a final dividend of 10% (Rs.1 per equity share) for the year ended 31st March, 2020 subject to approval of the members at ensuing Annual General Meeting.

(Rs. In lakhs)

Particulars	As at 31 st March, 2020	As at 31st March, 2019
Final Dividend for the year ended Rs. 1 per share (P.Y. Rs.1 per share)	352.40	352.40
Dividend Distribution Tax on above	0.00	72.44
Total	352.40	424.84

The dividend on equity shares, if approved by the members, would involve a cash outflow of Rs.352.40/- lakhs.

5. TRANSFER TO RESERVES

The closing balance of the retained earnings of the Company for FY 2020, after all appropriation and adjustments was Rs.6,465.85 lakhs. The details of Reserve are given below:-

(Rs. In lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Capital Reserve	37.32	37.32
Securities Premium	1,172.15	1,172.15
General Reserve	550.00	550.00
Retained Earnings	6465.85	4,128.86
Other Comprehensive Income	(86.33)	(41.90)
Total	8,138.99	5,846.43

6. SHARE CAPITAL

The authorized share capital of the Company was Rs.6,000 lakhs divided into 560 lakhs equity shares of Rs.10 each and 4 lakhs preference share capital of Rs.100 each.

The paid up Equity Share Capital of the Company as on 31st March, 2020 was Rs.3,524 lakhs.

The paid up Equity Share Capital of the Company as on 20th June, 2020 i.e. the date of Directors' Report was Rs.3,524 lakhs.

The Company has not issued shares with differential voting rights, employee stock options and sweat equity shares during the year under review. The

Company has paid Listing Fees for the financial year 2020-21 to BSE Limited, where its equity shares are listed.

7. HUMAN RESOURCE DEVELOPMENT

The Company takes pride in the commitment, competence and dedication of its employees in all areas of the business. The Company has a structured induction process and management development programs to upgrade skills of Leader. Objective appraisal systems based on key result areas (KRAs) are in place for its Team Members.

The Company believes in the potential of people to go beyond and be the game-changing force

for business transformation and success. This potential is harnessed by fostering an open and inclusive work culture that enables breakthrough performance and comprehensive development of employees through the three pillars of Leading Self, Leading Teams and Leading Business.

8. 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 14th February, 2020 as detailed below:-

Facilities	Rating	Amount (Rs. crore)
Long term Bank Facilities – Term Loan	CARE BBB; Stable (CARE Triple B; Outlook: Stable)	114.74
Long term Bank Facility –Fund Based	CARE BBB; Stable (CARE Triple B; Outlook: Stable)	64.73
Long Term Bank Facility - Non-Fund Based	CARE A3 (A Three)	25.76
Total Facilities: 205.23 (Rs. Two hundred and five crore and twenty three lakhs only)		

9. 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 has been 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, 2020 and the date of the report i.e. 20th June, 2020.

The Financial Year 2020 ended with the COVID-19 pandemic disrupting the global economy. The rampant spread of COVID-19 outbreak, across borders and geographies, has severely impacted almost the whole world and triggered significant downside risks to the overall global economic outlook.

Fiscal Year 2021 began with a lockdown resulting in lower economic activity on account of strict measures taken by the Indian Government to contain the spread and intensity of the pandemic. With the spike in spread and continued containment, the impact on GDP is expected to

be significant with the risk of negative growth for FY2021. With Nil sales in April '21 and lower demand in the subsequent months the impact for the company in Q1'21 was very high.

10. MERGER BY ABSORPTION OF YASH COMPOSTABLES LIMITED

The Board of Directors of the Company has approved the Draft Scheme as may be modified from time to time under Sections 230 to 232 of the Companies Act, 2013. The Appointed Date of the Scheme is April 1, 2020. However, the effectiveness of the Scheme is subject to, inter alia, receipt of necessary approvals under applicable laws, including the

approval of the members of the Company as well as the sanction of the relevant NCLT and such other relevant authorities.

The Scheme will be filed with the stock exchange as per the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities and Exchange Board of India and other circulars issued by SEBI.

The Scheme contemplates the merger by absorption YCL by the Company. Upon Scheme coming into effect, YCL will get dissolved without winding up.

The information required to be furnished are set out below:

a. Name of the entities forming part of the amalgamation/merger, details in brief such as size, turnover, etc.

- i. Transferor Company:** Yash Compostables Limited (hereinafter referred as YCL), a company incorporated under the Companies Act, 2013 and having its registered office situated at Flat No.202, 3A/172 Azad Nagar, Kanpur 208002, Uttar Pradesh.
- ii. Transferee Company:** Yash Pakka Limited (hereinafter referred as YPL or Company), incorporated under the provisions of the Companies Act, 1956 and having its registered office at 2nd Floor, 24/57, Birhana Road, Kanpur – 208001, Uttar Pradesh.

b. Whether the transaction would fall within related party transaction? If yes, whether the same is done at arm's length basis

i. Related Party: Yes, both the companies involved in the Scheme have common promoters.

ii. Arm's Length Basis: Yes, the Scheme has been contemplated at an arm's length basis. An Independent Valuation Report has been obtained from Ms. Sudha Bhushan, Registered Valuers and fairness opinion has been obtained from merchant banker -Mark Capital Advisory Services.

c. Area of Business Entities

YCL is inter-alia engaged in the business of trading of compostable products. YCL is also a marketing company and has played a major role in development of the brand named 'Chuk' which is owned by YPL. YCL is expanding its business throughout the country. In view of the ban levied on plastic by quite a few of the states in our country which has resulted in the rise in the demand for compostable products. With the outbreak of Covid 19 pandemic, the demand for disposable cutlery and plates has also increased instead of regular dine ware. YCL has established logistic and supply chain network which is a pre-requisite for the growth of any FMCG product.

The Company is inter-alia engaged in the business of manufacturing and trading of products like Pulp, Kraft Paper, Poster Paper, Moulded (Tableware) Products, Bagasse Pith Pallets, and Egg Tray.

YPL has more than 40 years of manufacturing experience in paper industry and has all technical know-how into making of world class pulp which will ensure world class compostable products from the machine. The new machines are capable of producing right quality products required domestically and internationally. In house

production of pulp by YPL, which is a basic input for compostable products give YPL an edge over other competitors. With support from trusted marketing partner like YCL brand Chuk has become a popular name among the customers.

d. Rationale for amalgamation/merger

- YCL and YPL, belonging to the same group of management, it would be advantageous to combine the activities and operations in a single entity. The amalgamation would create synergies between two complementing companies with similar objective and business line.
- Both YPL and YCL have their independent B2B customer's and dealer networks, supply chain and logistic partners, the amalgamation will also provide synergistic linkages besides economies in costs by combining the total business functions in all segments including sales, procurement, logistic activities and the related activities and operations and thus contribute to the profitability of the amalgamated entity.
- Economies of scale will play a bigger role as the consolidated entity's operational efficiency will increase, which will in turn allow the merged entity to compete on a larger scale in the industry, thus benefiting the merged entity and the shareholders.
- The amalgamation will enable the merged entity to build up a diversified product portfolio in YPL and will assist the merged entity with faster and quicker decision making as both manufacturing and marketing activities are under the same management.
- The amalgamation will enable the merged entity to get direct access to customers which will give them

- a better understanding of the market taste and customer requirements. This will assist the merged entity to produce right quality required for different market segment
- With YPL having a manufacturing experience of more than 40 years alongwith all the requisite technical know-how to produce in house paper pulp which is a basic input for compostable products, gives YPL an edge over other competitors and YCL a company involved in marketing will result in the merged entity to have all the necessary functions under one roof. It is considered desirable and expedient to consolidate and amalgamate the business of both YCL and YPL so as to bring both the functions will be under the same management, production planning process will become more aligned to the customer needs which will result in a stronger asset base and skills to conduct the business in the emerging environment and to rationalise the costs of business.
 - The amalgamation will increase the net worth of YPL which would enable it to capitalise upon such improved net worth to enhance the stake holders' value.
 - The amalgamation will increase financial strength, enhance flexibility and ability to raise larger resources, attract and retain better talent and undertake larger support services related projects.
 - The amalgamation will result in integration and effective utilisation of resources, which is likely to result in optimising overall shareholder value and improvement in competitive position of YPL as a combined entity.
 - The amalgamation will result in economy of scale, reduction in overheads, administrative and other expenditure, efficiency and optimal utilisation of various resources.
- The amalgamation will bring both the entities under one roof to portray one face to all the parties with whom the Yash Group deals.
 - The amalgamation will result in better leveraging of facilities, infrastructure and resources.
 - Duplication of administrative functions together with the multiple record keeping will be eliminated, resulting in over-all reduction in expenditure.
 - The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by YCL as well as by the YPL.
 - This merger will provide an opportunity to leverage assets and build a stronger sustainable business. It will provide an opportunity to fully leverage stronger asset capabilities, experience, expertise and infrastructure of both the companies and thus increased ability for promotion of business activities as well as for fund raising as may be required for business development.
 - The merger would lead to synergic benefits, efficiency of operations and management, rapid growth of the entity, optimum utilization of its resources and minimization of the administrative and operative costs.
 - The merger will result in a value creation for the shareholders and stakeholders of YCL and YPL as the combined amalgamated company will have improved efficiency, market share, financial structure, larger cash flows and stronger consolidated revenue and profitability.
 - The merger of YCL with YPL would result in consolidation of business activities of both the companies and will facilitate effective management of investments and synergies in operation.
 - There is no likelihood that any shareholder or

creditor or employee of YCL and YPL would be prejudiced as a result of the Scheme. Thus, the merger is in the interest of the shareholders, creditors and all other stakeholders of the companies and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.

e. In case of cash consideration- amount, otherwise share exchange ratio.

As per the Valuation Report prepared by the Ms. Sudha Bhushan, Registered Valuer (Reg. No.: IBBI/RV/07/2019/12234) the share exchange ratio determined was 68.63: 1 i.e. (Sixty Eight point Sixty three) equity share of Rs.10 each credited as fully paid up in the Company for every [1] (One) equity share of Rs.10 each fully paid up held by them in YCL on basis of the valuation of the assets and liabilities of the Company carried out by them as provided in their report. However Board believes that the per share value of YPL should be revised upward to Rs 41.68 Per Share as against the value arrived by Registered Valuer at Rs 34.48. Accordingly the new share exchange ratio will be 56.77: 1 i.e. (Fifty Six point Seventy Seven) equity share of Rs.10 each credited as fully paid up in the Company for every 1 (One) equity share of Rs.10 each fully paid up held by them in YCL. Accordingly, 2838500 fresh equity shares will be issued out of which 2810115 equity shares will be allotted to Promoter and 28385 equity shares will be allotted to Public.

f. Brief details of change in shareholding pattern (if any) of the listed entity

Subsequent to the sanction of the Scheme, the Company will make an application for listing of the New Shares (issued pursuant to the Scheme) on the stock exchange in which the shares of the Company are listed, in pursuance to the relevant regulations including, Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circulars.

Upon the Scheme coming into effect, the promoter shareholding of consolidated entity (i.e. the Company) will be 49.16% of the total paid-up share capital of the Company as against current 45.15% of the total paid-up share capital of the Company.

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

12. PUBLIC DEPOSITS

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

13. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The

main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

14. CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V of the Listing Regulations, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

15. VIGIL MECHANISM / Whistle Blower Policy

The Company has a Whistle Blower Policy to report genuine concerns or grievances & to provide adequate safeguards against victimization of persons who may use such mechanism. The Whistle Blower Policy has been posted on the website of the Company at <https://www.yashpakka.com/pdf/policy/Whistle%20Blower%20Policy.pdf>.

16. POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder.

The Policy aims to provide protection to employees at workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

The Company has revisited the Internal Complaints Committee members and emphasized on the roles and responsibilities expected from the members. Posters and Banners were refreshed with the list of committee members and strengthened the awareness of zero tolerance through campaigns.

Opening as on 01.04.2019	Received during FY 2019-20	Redressed during FY 2019-20	Closing as on 31.03.2020
0	0	0	0

17. RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

18. COMPLIANCE OF SECRETARIAL STANDARDS:

During the financial year under review, the Company has complied with the applicable SS-1 (Secretarial Standard on Meetings of the Board of Directors), SS-2 (Secretarial Standard on General Meetings) and has also voluntarily complied with SS-4 on (Secretarial Standard on Report of the Board of Directors), as applicable, issued by the Institute of Company Secretaries of India.

19. RELATED PARTY TRANSACTION

All transactions entered with Related Parties for the year under review were on arm's length basis. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. All related party transactions are mentioned in the note no.34 to the accounts. The Company has developed a framework through Standard Operating Procedures for the purpose of identification and monitoring of such Related Party Transactions.

All Related Party Transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. Transactions entered

into pursuant to omnibus approval are verified by the Accounts Team and a statement giving details of all Related Party Transactions are placed before the Audit Committee and the Board for review and approval on a quarterly basis.

The Policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company and can be seen at the link <https://www.yashpakka.com/pdf/policy/Policy%20on%20Materiality%20of%20Related%20Party%20Transaction.pdf>. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company except remuneration and sitting fees.

The form AOC-2 regarding related party transaction is annexed as Annexure 'A' and forms an integral part of this Report.

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 areas of environment sustainability, preventive health care, eradication of hunger, education, women empowerment, health, hygiene and sanitation. These projects are in accordance with Schedule VII to the Act and the Company's CSR policy. During the year, the Board of Directors on the recommendation of Corporate Social Responsibility Committee of the Company has amended the CSR policy and decided that for the Financial Year 2019-20, the focus areas of the Company for utilizing the earmarked CSR Fund are as under:

- Eradicating hunger, poverty and malnutrition;
- Promotion of healthcare including preventive healthcare;

- Promotion of education and employment-enhancing vocational skills;
- Ensuring environmental sustainability;
- Other areas approved by the CSR Committee within the ambit of CSR Rules as amended from time-to-time.

The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as Annexure 'B' and forms an integral part of this Report. The CSR Policy has been uploaded on the Company's website at https://www.yashpakka.com/pdf/policy/YPL_CSR_Policy.pdf.

21. AUDITORS' OBSERVATION:

21.1 STATUTORY AUDITOR

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

21.2 SECRETARIAL AUDITOR:-

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

- Annual Secretarial Compliance Report for the year ended March 31, 2019 was filed with Stock Exchange after due date because of some technical error, as informed to us;
- No prior intimation was given to Stock Exchange of the Board Meeting held on 11.08.2019 in which the Board considered the matter of issue of Employee Stock Option Plan;
- One form MGT-14 for appointment of KMP is pending for filing.

The reply of the Board of Directors are given below:-

- a. Annual Secretarial Compliance Report for the year ended March 31, 2019 was filed with Stock Exchange after due date because of some technical error. The same will be filed in current year on timely basis.
- b. The Board has already given disclosure in BM Outcome that the same would be considered in the next Board Meeting, hence again the information was not provided however, the same will be taken care in future.
- c. The MGT-14 could not be filed due to technical reason and further lockdown which will be filed in due courtse.

22. DIRECTORS:

22.1 CHANGES IN DIRECTORS

Mr. Kaikobad Dorab Pudumjee (DIN:01594401), Chairman & Independent Director of the Company has resigned w.e.f. 20th September, 2019.

Mr. Gyanendra Nath Gupta (DIN: 00027502), Independent Director and Chairman of Audit Committee of the Company has resigned w.e.f. 20th September, 2019.

Mr. Jaideep Narain Mathur (DIN: 06560639), Independent Director of the Company has resigned w.e.f. 14th February, 2020.

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 CHANGES IN KEY MANAGERIAL PERSONNEL

Mr. U. U. V. Ravikanth, Chief Financial Officer (KMP) of the Company has resigned from the post of CFO with effect from 25th July, 2019.

Mrs. Neetika Suryawanshi has been appointed as Chief Financial Officer (KMP) of the Company with effect from 10th August, 2019.

Mrs. Neetika Suryawanshi, Chief Financial Officer (KMP) of the Company has resigned from the post of CFO with effect from 6th February, 2020.

Mr. Manoj Kumar Maurya has been appointed as Chief Financial Officer (KMP) of the Company with effect from 7th February, 2020.

Mr. Manoj Kumar Maurya, Chief Financial Officer (KMP) of the Company has resigned from the post of CFO with effect from 9th June, 2020.

Mr. Jignesh Shah has been appointed as Chief Financial Officer (KMP) of the Company with effect from 20th June, 2020.

22.3 INDEPENDENT DIRECTOR(S) DECLARATION

In pursuance of sub-section (7) of Section 149 of the Companies Act, 2013 and Regulation 25(8) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, as amended, ("SEBI Listing Regulations") 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 and Regulation 16(1)(b) of SEBI Listing Regulations.

In the opinion of the Board, the Independent Directors, fulfill the conditions of

independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI Listing Regulations. A formal letter of appointment to Independent Directors as provided in Companies Act, 2013 has been issued and disclosed on website of the Company <https://www.yashpakka.com> under the head of Independent Directors of Investor Section.

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director of the Company does not serve as an Independent Director in any listed entity.

22.4 BOARD ANNUAL EVALUATION

Pursuant to the provisions of the Section 134 and 178 of the Companies Act, 2013 read with Regulation 17 and 19 of the SEBI Listing Regulations, annual performance evaluation is to be carried out of the Board and its Committees, the Chairman and Individual Directors. To ensure an effective evaluation process, the Nomination and Remuneration Committee of the Board of Directors has put in place a robust evaluation framework for conducting the performance evaluation exercise. Performance Evaluation was done based on the structured questionnaire prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Directors was completed during the year under review. The performance evaluation of the Chairman

and the Non-Independent Directors was carried out by the Independent Directors and Non-Executive Director. The Board of Directors expressed their satisfaction with the evaluation process.

22.5 NOMINATION, REMUNERATION AND BOARD DIVERSITY POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-executive Directors (by way of sitting fees and commission), Key Managerial Personnel, Senior Management and other employees. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment of Key Managerial Personnel / Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates. The above policy has been posted on the website of the Company at <https://www.yashpakka.com/pdf/policy/Code%20of%20Conduct%20for%20Board%20Members%20and%20Senior%20Management%20Personnel.pdf>.

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, 2020, 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, 2020 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 OF THE BOARD

The Board of Directors have the following Committees:

- a. Audit Committee
- b. Nomination and Remuneration Committee
- c. Stakeholders' Relationship Committee
- d. Corporate Social Responsibility Committee

e. Strategic Committee

f. Banking Committee

The details of the Board, Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report forming an integral part of this Annual Report.

25. AUDITORS

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, 2020. There is no audit qualification, reservation or adverse remark for the year under review.

The Company appointed CNK & Associates LLP, Chartered Accountants, Mumbai as Statutory Auditor of the Company for a term of 5 years from the conclusion of 37th AGM till the conclusion of 42nd AGM to be held in the year 2022. 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.

25.2 SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act and rules made thereunder, the Company has appointed Adesh Tandon & Associates, a firm of Company Secretaries in Practice (C.P.No.1121) to undertake the Secretarial Audit of the Company for the financial year ended 31st March, 2020. The Secretarial Audit Report for the financial year ended 31st March, 2020 is annexed as Annexure 'C' and forms an integral part of this Report.

25.3 INTERNAL AUDITORS

The Board of Directors of the Company in its meeting held on 20th June, 2020 has authorized Mr. Jignesh Shah, Chief Financial Officer of the Company to appoint Internal Auditor of the Company for conducting the Internal Audit for the financial year ended 31st March, 2021.

25.4 COST AUDITORS

As per the requirements of the Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is not required to maintain cost records.

26. REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

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 'D' and forms an integral part of this Report.

28. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Act, is annexed as Annexure 'E' which forms an integral part of this Report and is also available on the Company's website viz. <https://www.yashpakka.com>.

29. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report on the operations of the Company, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") is provided in a separate section and forms an integral part of this 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 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 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.2019-20 (Rs. in Lakhs)	Remuneration of the Director / KMP in F.Y.2018-19 (Rs. in Lakhs)	% increase in F.Y.2019-20 (Rs. in Lakhs)	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, Executive Vice-Chairman	1,19,17,266	1,13,87,362	4.65%	38.86	The turnover of the Company increased 0.85% and Net Profit for the financial year ended March 31, 2020 increased by 32.03% in comparison to last financial year.
Mr. Jagdeep Hira, Managing Director & CEO (KMP)	1,10,78,379	94,58,165	17.13%	32.28	
Mr. Narendra Kumar Agrawal, Director Works	37,58,238	37,19,864	1.03%	12.70	
Mr. Sachin Kumar Srivastava, Company Secretary & Head Legal (KMP)	15,91,157	14,37,487	10.69%	4.91	
Mr. Manoj Kumar Maurya ^{4&5} , Chief Financial Officer (KMP)	3,07,140	-	-	-	
Mrs. Neetika Suryawanshi ^{2&3} , Chief Financial Officer (KMP)	15,19,255	-	-	-	
Mr. U. U. V. Ravikanth ¹ , Chief Financial Officer (KMP)	5,79,603	2,66,118	Not Comparable ¹	0.91	

1. Mr. U. U. V. Ravikanth, Chief Financial Officer (KMP) of the Company has resigned from the post of CFO with effect from 25th July, 2019. Hence, his remuneration is not comparable.
2. Mrs. Neetika Suryawanshi has been appointed as Chief Financial Officer (KMP) of the Company with effect from 10th August, 2019.
3. Mrs. Neetika Suryawanshi, Chief Financial Officer (KMP) of the Company has resigned from the post of CFO with effect from 6th February, 2020.
4. Mr. Manoj Kumar Maurya has been appointed as Chief Financial Officer (KMP) of the Company with effect from 7th February, 2020.
5. Mr. Manoj Kumar Maurya, Chief Financial Officer (KMP) of the Company has resigned from the post of CFO with effect from 9th June, 2020.
- ii. The median remuneration of employees of the Company during the financial year was Rs.3.46 lakhs.
- iii. In the financial year, there was an increase of 18.33% in the median remuneration of employees;
- iv. There were 450 permanent employees on the rolls of the Company during the financial year 2019-20.
- v. Relationship between average increase in remuneration and company performance: The Net Profit for the financial year ended 31st March, 2020 increased by 32.03% whereas the increase in median remuneration was 18.33%. 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 11.78% during the year in comparison to last year.
- vii. a) Variations in the market capitalisation of the Company: The market capitalization of the Company has been decreased by 138.17% as on 31st March, 2020 to Rs.7,717.56 lakhs in comparison of Rs.18,381.18 lakhs as on 31st March, 2019.
 - b) Price Earnings ratio of the Company: The Price Earnings Ratio was 2.79 as at 31st March, 2020 in comparison to 8.87 as on 31st March, 2019.
 - 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 Rs.2,352 lacs invested in the said FPO by issuing 1,68,00,000 equity shares at Rs.14 would be worth Rs.3,679.20 lakhs as on 31st March, 2020. There has been increase of 56.43% 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. 2019-20 was 15.71% whereas the increase in the managerial remuneration for the same financial year was 8.91%.
- 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. Except Mr. Ved Krishna, Executive Vice Chairman and Mr. Jagdeep Hira, Managing Director & CEO of the Company, no other employee was employed throughout the financial year at an aggregate salary of not less than Rs.1,02,00,000/- per annum.
- xiii. No Employee was employed for a part of the financial year at an aggregate salary of not less than Rs.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, 2020:

(Rs. in Lakhs)

Sl. No.	Name & Age	Qualification	Designation	Date of Joining	No. and % of equity shares held	Remuneration	Previous employment
1	Mr. Ved Krishna (44 years)	B. A. (Hons.)	Executive Vice Chairman	30/05/1999	1,10,09,950 (31.24%)	1,19,17,266	-
2	Mr. Jagdeep Hira (48 Years)	Bachelor of Engineering Technology	Managing Director & CEO	10/10/2016	Nil	1,10,78,380	Trident Group Limited
3	Mr. Narendra Kumar Agrawal (49 Years)	Bachelor of Engineering	Director Works	15/12/2011	500 (0.00%)	37,58,239	Century Paper and Pulp
4	Mr. Manoj Kumar Maurya (45 Years)	M.Com	Chief Financial Officer	01/09/1998	Nil	24,43,244	-
5	Mr. Sushant Arun Sinha (44 years)	B. Tech, P.G. Diploma in Production & Materials Management	Mechanical Head	20/03/2017	Nil	21,96,799	Trident Group Limited
6	Ms. Navina John (41 Years)	Master of Human Resource Management	Admin Head	17/05/2018	Nil	21,92,822	Muthoot Finance Ltd.
7	Neeraj Kamra (47 Years)	PGDM in Pulp & Paper	Production Head	25/02/2019	Nil	20,87,813	Shree Rishabh Paper
8	Neetika Suryawanshi (39 Years)	Chartered Accountant	Chief Financial Officer	10-07-2019	Nil	19,42,388	Krezon
9	Upadhyayula Uma Vighneswara Ravikanth (39 Years)	B.Tech, M.B.A.	Finance Head	04/10/2018	Nil	18,38,784	Dun & Bradstreet
10	Mr. Vivek Kumar Sharma (43 Years)	M.Tech	Instrumentation Head	25/11/2016	Nil	17,83,983	PT OKI Pulp & Paper Indonesia

xv. No employee of the Company receiving remuneration part of the financial year in excess of the amount drawn by the Managing Director. 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, GUARANTEES OR INVESTMENTS BY THE COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to Financial Statements forming a part of this annual report.

33. INVESTOR EDUCATION AND PROTECTION FUND

During the year, the Company was not required to transfer any amount and shares to Investor Education and Protection Fund ("IEPF").

34. GREEN INITIATIVES

In commitment to keep in line with the Green Initiative and going beyond it to create new green initiatives, electronic copy of the Notice of 40th Annual General Meeting together with Annual Report of the Company are sent to all Members whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their e-mail addresses, physical copies are sent through the permitted mode.

35. CAUTIONARY STATEMENT

Statements in this Directors' Report and Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include raw material availability and its prices, cyclical demand and pricing in the Company's principal

markets, changes in Government regulations, Tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factor.

36. ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation, for the contribution made by the employees at all levels but for whose hard work, and support, your Company's achievements would not have been possible. Your Directors also wish to thank its customers, dealers, agents, suppliers, investors, bankers and other stakeholders for their continued support and faith reposed in the Company.

Your Directors also thank the Government of India, Government of Uttar Pradesh, Government of other various States in India and concerned government departments/agencies for their co-operation.

Your Directors appreciate and value the contributions made by every member of Yash family.

For and on Behalf of the Board



Pradeep Vasant Dhobale

Chairman

DIN: 00274636

Camp: Hyderabad
Date: 20th June, 2020

ANNEXURE – “A” OF 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:

i

Sl. No.	Particulars	Details
a)	Name (s) of the related party	Yash Compostables Limited
b)	Nature of relationship	Group Company
c)	Nature of contracts/arrangements/transaction	Sale Agreement
d)	Duration of the contracts/arrangements /transaction	5 Years
e)	Salient terms of the contracts or arrangements or transaction	Modifying the existing terms of Agreement effective from 1st April, 2019
f)	Value of the contracts or arrangements or transaction	25 crores
g)	Date of approval by the Board	11th May, 2019
h)	Amount paid / received as advances, if any	N.A.
i)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A.

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

Sl. No.	Particulars	Details
a)	Name (s) of the related party	Yash Agro Products Limited
b)	Nature of relationship	Group Company
c)	Nature of contracts/arrangements/transaction	Loan Agreement
d)	Duration of the contracts/arrangements /transaction	5 Years
e)	Salient terms of the contracts or arrangements or transaction	Modifying by extending the terms of Agreement in line with the earlier Loan Agreement dated 1st January, 2016
f)	Value of the contracts or arrangements or transaction	4 crores
g)	Date of approval by the Board	7th February, 2020
h)	Amount paid / received as advances, if any	N.A.
i)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A.

Camp: Hyderabad
 Date: 20th June, 2020

for and on Behalf of the Board



Pradeep Vasant Dhobale
 Chairman
 DIN: 00274636

ANNEXURE 'B' TO DIRECTORS' REPORT

REPORT ON CORPORATE SOCIAL RESPONSIBILITY

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

CSR initiatives of the Company aim towards inclusive development of communities through a range of social interventions, enhancing skills and building social infrastructure to improve their livelihood. Our CSR approach focus on development of communities around vicinity of our plants and other areas.

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 2019-20, 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 are given on following link: https://www.yashpakka.com/pdf/policy/YPL_CSR_Policy.pdf.

2. The Composition of the CSR Committee as on 31st March, 2020 is as follows:

- (a)** Mrs. Kimberly Ann McArthur, Chairperson
(Director, Promoters' Group)
- (b)** Dr. Indroneel Banerjee, Member (Independent Director)
- (c)** Mr. Ved Krishna, Member (Executive Vice Chairman, Promoter)
- (d)** Mrs. Manjula Jhunjhunwala, Member (Director, Promoter)
- (e)** Mr. Narendra Kumar Agrawal, Member (Director Works)

3. Average net profit of the Company for last three financial years:
(Rs. in Lakhs)

S. No.	Years	Profit
1	2018-19	2,497.34
2	2017-18	2,174.46
3	2016-17	821.27
Average Net Profit		1,831.03

4. Prescribed CSR Expenditure (2% of the amount as in item 3 above): Rs.36.62 lakhs

5. Details of CSR spent during the financial year: Rs.40 Lakhs

- (a)** Total Amount to be spent for the financial year: Rs.36.62 lakhs
- (b)** Amount unspent, if any – Nil
- (c)** Manner in which the amount spent during the financial year is detailed below:-

(Rs. 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.	Krishna Niketan	Education	Parakhan Village, Tahshil – Sadar, District, Ayodhya	21.18	21.18	21.18	K.K.C.F.
2.	Khushi Khushi (Brick Field School, Bikapur)	Education	Manapur Village, Bikapur, Ayodhya	3.56	3.56	3.56	K.K.C.F.
3.	Krishna Prayogshala	Education	Manthani, Peddapalli, Telangana	2.00	2.00	2.00	K.K.C.F.
4.	Krishna Health Centre	Healthcare	Parakhan Village, Tahshil – Sadar, District, Ayodhya	2.86	2.86	2.86	K.K.C.F.
5.	Short Term Technical Courses	Employment	Parakhan Village, Tahshil – Sadar, District - Ayodhya	5.94	5.94	5.94	K.K.C.F.
6.	Sirsinda Pond	Environment	Sirsinda Village, Tahshil – Sadar, District - Ayodhya	2.33	2.33	2.33	K.K.C.F.
7.	Covid-19 Support	Support to Poor Community	Village – Parakhan, Sirsinda, Tihura Majha, Tihura Uparhar	0.94	0.94	0.94	K.K.C.F.
Total expenditure towards CSR				38.80	38.80	38.80**	

*Implementing Agency: K. K. Charitable Foundation

**Rs.40 Lakhs contributed to K. K. Charitable Foundation in the financial year 2019-20 out of which Rs.38.80 lakhs was spent by 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.

Camp: Ayodhya

Date: 20th June, 2020

For and on Behalf of the Board



Dr. Indroneel Banerjee

Vice-Chairperson CSR Committee

DIN: 06404397

ANNEXURE 'C' TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Yash Pakka Limited
formerly known as 'Yash Papers Limited'
24/57, Birhana Road, Kanpur – 208001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Yash Pakka Limited (hereinafter called as "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. On account of our inability to conduct a physical verification owing to the lockdown restrictions imposed by the Government due to Covid-19 as well as absence of third-party verification, we have therefore, relied on books, papers, minute books, forms and returns filed and other records as provided by the management of the Company, its officers, agents and authorized representatives. We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 ("Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books,

forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made there under as amended from time to time;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), as amended from time to time:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of

India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the Audit Period);

- (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, 2018 (Not applicable to the Company during the Audit Period);

- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

We 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 test check basis, the Company has complied with the laws applicable specifically to the Company named as under:

- (a) The Boilers Act, 1923
- (b) The Explosives Act, 1884
- (c) The National Green Tribunal Act, 2010

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

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

During the period under review, the Company has complied with the provisions of the Act, Rules,

Regulations, Guidelines, Standards, etc. mentioned above, except below:

- a. Annual Secretarial Compliance Report for the year ended March 31, 2019 was filed with Stock Exchange after due date because of some technical error, as informed to us;
- b. No prior intimation was given to Stock Exchange of the Board Meeting held on 11.08.2019 in which the Board considered the matter of issue of Employee Stock Option Plan;
- c. One form MGT-14 for appointment of KMP is pending for filing.

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 Audit Period were carried out in compliance with applicable provisions of the Act. However, Audit Committee during the short period from 09.11.2019 to 07.02.2020 was not duly constituted but the same was duly constituted w.e.f. 07.02.2020.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on

agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Board Meetings and Committee Meetings have been carried out without dissent, as recorded in the minutes of the meetings of the Board or Committees of the Board, as the case may be.

We further report that, there exist adequate 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.

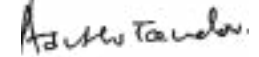
We further report that, during the Audit Period:

- (a) there was no instance of issue of Public/Right/ Preferential issue of shares/sweat equity etc. However, shareholders of the Company at the Annual General Meeting held on 20.09.2019 approved the issue of Yash Employee Stock Option Plan – 2019, but till date the same is not acted upon.
- (b) there were no instances of redemption / buy-back of securities;

- (c) there was no instance of merger / amalgamation / re-construction, etc;
- (d) there was no instance of foreign technical collaborations.
- (e) A case under section 5 of the Environment (Protection) Act, 1986 before the Hon'ble National Green Tribunal, New Delhi Bench vide O.A. No. 116/2014 titled as Meera Shukla V. Municipal Corporation, Gorakhpur is pending.

For ADESH TANDON & ASSOCIATES

Company Secretaries



Adesh Tandon

Proprietor

FCS No. 2253

C. P.No.1121

UDIN: F002253B000352121

Place: Kanpur

Date: June 20, 2020

Note: This Report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report

ANNEXURE “D” 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

- I. Installation of VFD on 6 MW power Plant air compressor.
- II. Installation of WL Preheating System in pulp mill.
- III. Replacement by energy efficient MC Pump in Alkali and Hypo stage.
- IV. Installation of energy efficient vacuum pump in PM#2.
- V. Control of dew point in dryer hood by providing VFD in exhaust blower of PM1

- VI. Soot blower replacement in Recovery Boiler.
- VII. PHE replacement in Recovery Evaporator
- (B) **ADDITIONAL INVESTMENT AND PROPOSALS, IF ANY, BEING IMPLEMENTED FOR REDUCTION OF CONSUMPTION OF ENERGY**
 - I. Replacement of inefficient motors with IE-3 rated efficient motors.
 - II. Installation of VFD on PP-1 cooling water pump.
 - III. Installation of VFD on PP-2 cooling water pump.
 - IV. Installation of VFD on PP-1 BFP. .
 - V. Installation of VFD on RO High pressure pump.
 - VI. Installation of Top-up turbine parallel to PRDS (65 to 12 kg/cm²) supplying steam to PM-3.
 - VII. Control of dew point in dryer hood by providing VFD in exhaust blower of PM-2 and PM-3.

- VIII. Installation of heat recovery system (CBD cooler) in pulp mill.
- IX. Process optimization to reduce power consumption in compressors of Moulded products
- (C) **IMPACT OF THE MEASURES OF THE ABOVE**
 - I. Reduction of power from 1125 KW/MT to 1050 KW/MT of Paper.
 - II. Reduction of steam from 11.33 MT/MT to 10.50 MT/MT of Paper.
 - III. Reduction of power from 6567 KW/MT to 4817 KW/MT of Moulded (Tableware) Products.
- (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 31.03.2020	Previous Year 31.03.2019
(a) Electricity		
(i) Purchased Unit (lakhs)	Nil	Nil
Total Amount (Rs. in lakhs)	Nil	Nil
Rate / Unit (Rs.)	Nil	Nil
(ii) Own generation		
Through Diesel Generator		
Unit (lakhs)	2.74	2.14
Unit per liter of Diesel Oil	3.12	2.77
Cost / Unit (Rs.)	18.50	21.32
Through Steam Turbine		
Unit (lakhs)	594.66	577.42
Unit per MT of fuel (Paddy husk)	1318*	1242*
Cost / Unit (Rs.)	2.68	3.06

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

Particulars	Current Year 31.03.2020	Previous Year 31.03.2019
(a) Coal Quantity (MT)	Nil	Nil
(b) Furnace Oil Quantity (Kilo litre)	Nil	Nil
(i) Paddy Husk Quantity (MT)	99,318.00	102,799.17
Total Cost (Rs. in lakhs)	3,503.36	3,909.26
Average Rate (Rs.)	3,527.42	3,802.81
(ii) Baggase / Pith Quantity (MT)	14,264.00	12,042.00
Total Cost (Rs. in lakhs)	185.17	195.52
Average Rate (Rs.)	1,298.39	1,623.62

II. CONSUMPTION PER UNIT OF PRODUCTION

a. Paper (Including Egg Tray & Pith Pallets)

Particulars	UOM	Current Year 31.03.2020	Previous Year 31.03.2019
Electricity	Units	1169	1125
Furnace Oil	Litre	Nil	Nil
Coal	MT	Nil	Nil
Paddy Husk	MT	1.35*	1.35*
Baggase Pith	MT	3.00*	3.00*

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

b. Moulded (Tableware) Products

Particulars	UOM	Current Year 31.03.2020	Previous Year 31.03.2019
Electricity	Units	6850	5110

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

Since inception the Company is using Biomass as a fuel for generating the Steam. In year 1995, the Company installed a 2.5 MW and 6 MW co-generation 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 2019-20 is approximate Rs.194.76 Lakhs.

2. TECHNOLOGY ABSORPTION

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

(A) Specific areas in which R & D & Innovation is carried out by the Company

- I. Successful production of high Burst factor (33+) paper at PM 3
- II. Erection & commissioning of Trommel screen for better pith removal from bagasse fiber
- III. Lab scale trial of pith cooking in order to utilize it as a strength additive in papermaking
- IV. Successful pilot scale trial of pith in tableware which gave significant increase in the stiffness of tableware (around 45%)
- V. Development of compostable flexible packaging for Instant noodles
- VI. Lab scale optimization of coating layer for flexible packaging. 4 layer coating was reduced to upto 2 layer coating
- VII. Utilization and optimization of Guar gum in

tableware to improve the stiffness of product

- VIII. Trial of different compostable alternative as a heat sealable lids for tableware
- IX. Lab scale trial of liquid free chemical pulping done using bagasse as raw material
- X. Trial of fine bar refiner tackle done in pulp mill for better strength and to avoid issue of low throughput
- XI. Trial of bio based oil proofing chemical done in order to replace fluoro based chemical
- XII. Lab Scale evaluation & plant scale trial of Lemon grass as an alternative to Gunny fiber
- XIII. Successful Introduction of AKD at PM1 & PM2.
- XIV. Lab evaluation & plant scale trial of Dispersant for filler.
- XV. Lab scale evaluation of different grades of Oil & Grease resistance chemicals for paper
- XVI. Lab scale evaluation of Bagasse to generate seasonal trends for Strength properties.
- XVII. Lab scale evaluation of different type of Retention Aids & plant trial for optimization.
- XVIII. Lab scale evaluation of different type of Wet Strength Additives & Plant trials to improve Wet Strength of paper.
- XIX. Lab evaluation & plant scale trial of color removal chemicals at Effluent Treatment plant
- XX. Lab scale evaluation of different types of Dry Strength Additives.
- XXI. Lab scale evaluation & plant scale trial of Anthraquinone free Cooking Aids for Food grade application

(B) Benefits derived as a result of the above R & D

Above efforts have resulted in quality improve-

ments, cost reduction, better realization, waste reduction, recycling and development of plastic compostable alternatives.

(C) Future plan of action

- I. Development of Hi strength Bag paper
- II. Maximize refining for strength improvement by usage of Drainage aid to overcome the drainage limitations at wet end of PM
- III. Minimize usage of fresh water at Paper machine-3 by implementation of latest showering technologies.
- IV. Reduce back water going to ETP by maximum usage of excess water in Pulp mill by installation of settling and filtration equipments
- V. Development of compostable packaging for potato chips
- VI. Optimization of machine parameter to regularize production of high burst factor paper
- VII. Optimization of Trommel screen for better fiber pith removal
- VIII. Development of environment friendly pulping technology for bagasse fiber
- IX. Utilization of RHA for silica extraction
- X. Trial of pith pulp in continuous production of tableware
- XI. Alternative of fluoro chemical for oil proofing to be identified
- XII. Optimization of Retention Programme
- XIII. Introduction & Optimization of Drainage programme.
- XIV. Development of Paper with Optimum Wet Strength.

(D) Expenditure on R & D

(Rs. in Lakhs)

S. No.	Particulars	Current Year 31.03.2020	Previous Year 31.03.2019
1.	Capital	0.77	22.17
2.	Recurring	23.19	39.50
3.	Total	23.96	61.67
4.	Total R & D Expenditure as a percentage of total Turnover	0.09%	0.24%

(E) Technology absorption, adaptation and innovation

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

- a. Bagasse screw feeding system in conveyor at depither No.1 and no. 3
- b. Removed the drum dryer and installed flash dryer in pith pelletising unit
- c. Sedicell in PM1 for water clarification
- d. Installed Sewage treatment plants
- e. Tertiary chemical treatment in ETP
- f. MPS for back water treatment in PM3.
- g. TDR refiner added in softwood plant for pulp quality improvement.
- h. Motorised ventilators in PM3 hall for humidity & temperature control
- i. White liquor pre heating system

II. Benefits derived as a result of the above efforts e.g. Product improvement, cost re-

duction, 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
- a. Results in uniform feeding of bagasse into the long conveyor / pulper, so improves bagasse washing quality.
 - b. Reduction in power consumption, besides better quality and uniform drying of pith. Also avoids danger of fire hazards.
 - c. Recycling of PM back water by clarifying and using for showers. Reduce fresh water consumption.
 - d. STPs treat sewage water and make it suitable for discharge as per norms laid down by PCB..
 - e. Tertiary treatment of effluent water has resulted in reduction of colour.
 - f. Uniform feeding of bagasse into depither improves depithing quality.

- g. Recycling of the PM back water to clarify and reuse for showers, resulting in fresh water conservation.

- h. New refiner added to improve the pulp quality in the unbleached street.

- i. In PM3 hall, humidity and temperatures are high. Motorised ventilators are used to evacuate the vapours and reduce temperature and humidity.

- j. White liquor heating system installed helps to heat up the white liquor using LP steam, thereby this would help to reduce the MP steam in the digester.

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

(In Rs.)

S. No.	Particulars	Current Year 31.03.2020	Previous Year 31.03.2019
1.	Used	19,56,97,969	24,84,16,611
2.	Earned	42,14,71,262	41,42,27,227

Place: Hyderabad
Date: 20th June, 2020

For and on Behalf of the Board



Pradeep Vasant Dhobale
Chairman
DIN: 00274636

“ANNEXURE – E” OF DIRECTORS’ REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2020 of YASH PAKKA 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 Pakka Limited
Category/Sub-Category of the Company	Manufacturing and Trading
Address of the Registered office and contact details	2nd Floor, 24/57, Birhana Road, Kanpur – 208001, Uttar Pradesh, India Ph. No.05278 – 258174 Email: connect@yashpakka.com Web: https://www.yashpakka.com
Whether listed company	Yes in BSE Limited
Name , Address and contact details of Registrar & Transfer Agents (RTA), if any	Skyline Financial Services Pvt. Ltd., D-153/A, 1 st Floor, Okhla Industrial Area, Phase – I, New Delhi 110 020 Ph. No. 011 40450193 – 97

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, Moulded Products and Bagasse Pith Pallets	21010	89.20%
2.	Pulp	17011	10.80%

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	12.21	4303140	0	4303140	12.21	0.00
e) Banks/Fl	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other Directors	11558316	0	11558316	32.80	11561016	0	11561016	32.81	0.01
Sub-total (A) (1):-	15877456	0	15877456	45.06	15880156	0	15880156	45.06	0.00
(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 /Fl	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):-	15877456	0	15877456	45.06	15880156	0	15880156	45.06	0.00

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	
B. Public Shareholding									
1) Institutions									
a) Mutual Fund	0	1000	1000	0.00	0	1000	1000	0.00	0.00
b) Bank/FI	0	2000	2000	0.01	2000	0	2000	0.01	0.00
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	3000	3000	0.01	2000	1000	3000	0.01	0.00
2) Non-Institutions									
a) Bodies Corp.									
i) Indian	1189549	5401	1194950	3.39	1458216	5501	1463717	4.15	+0.76
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individuals shareholders holding nominal share capital upto Rs.2 lakhs	9618899	551040	10169939	28.86	9200224	502451	9702675	27.53	-1.33
ii) Individual shareholders holding nominal share capital excess of Rs.2 lakhs	6150080	0	6150080	17.45	6072820	0	6072820	17.23	-0.22
NBFC's Registered with RBI	0	0	0	0	50124	0	50124	0.14	+0.14

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	
C) Others (specify)									
Trust	134130	0	134130	0.38	101853	0	101853	0.29	-0.09
Custodians/ Clearing Member / Trust	28324	0	28324	0.08	41504	0	41504	0.12	-0.04
NRIs	910594	600	911194	2.59	1132732	600	1133332	3.22	+0.63
HUF	713433	0	713433	2.02	729325	2486	731811	2.08	+0.06
Director & their Relative	54508	2986	57494	0.16	58508	500	59008	0.17	+0.01
Sub-total (B)(2):-	17799517	560027	19359544	54.93	18845306	514238	19356844	54.93	-0.05
Total Public shareholding (B)=(B)(1)+(B)(2)	18799517	563027	19362544	54.94	18847306	512538	19359844	54.94	-0.05
Total (A)+(B)	34676973	563027	35240000	100.00	34727462	512538	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)	34676973	563027	35240000	100.00	34727462	512538	35240000	100.00	0.00

(ii) Shareholding of Promoters

Sl 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	11009950	31.24	100.00	11009950	31.24	100.00	0.00
2.	Satori Global Limited	3334500	9.46	100.00	3334500	9.46	100.00	0.00
3.	Yash Agro Products Limited	968640	2.75	100.00	968640	2.75	100.00	0.00
4.	Mrs. Manjula Jhunjunwala	548366	1.56	100.00	551066	1.56	99.51	0.00
5.	K. K. Jhunjunwala HUF (Karta Ved Krishna)	16000	0.05	100.00	16000	0.05	100.00	0.00
	Total	15877456	45.06	100.00	15880156	45.06	99.98	0.00

(iii) Change in Promoter's Shareholding

Sl. 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	15877456	45.06	15877456	45.06
2.	2700 equity shares purchased by Mrs. Manjula Jhunjunwala, Director (Promoter) of the Company	0	0.00	2700	0.00
3.	At the end of the year	15877456	45.06	15880156	45.06

(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	16,85,590	4.78	16,82,890	4.78
2	Ithoughtwealth Analytics LLP	3,52,065	0.99	3,87,085	1.10
3	Kisor Kumar Nadhani	1,99,926	0.57	3,81,514	1.08
4	Sidharth R Ajwani	0	0	3,28,448	0.93
5	Ramesh K Ajwani	0	0	3,19,078	0.91
6	Vandana Sehgal	1,28,279	0.36	2,88,952	0.82
7	Chirayush Pravin Vakil	1,63,225	0.46	1,62,225	0.46
8	Placid	0	0.00	1,43,546	0.41
9	Mrinaal Sehgal	1,18,983	0.34	1,18,983	0.34
10	Damodar Prasad Agarwal	1,69,565	0.48	1,05,251	0.30

v. INDEBTEDNESS

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

(Rs. in Lakhs)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	11,363.35	498.96	0	11,862.31
iii) Interest due but not paid	0	0.00	0	0.00
iv) Interest accrued but not due	0	28.35	0	28.35
Total (i+ii+iii)	11,363.35	527.31	0	11,890.66
Change in Indebtedness during the financial year				
*Addition				
*Reduction	0	2.11	0	2.11
	2103.41	0	0	2,128.03
Net Change	-2,103.41	2.11	0	-2,125.92

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the end of the financial year				
i) Principal Amount	9235.32	524.69	0	9,760.01
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	24.62	4.73	0	29.35
Total (i +ii+iii)	9259.94	529.42	0	9789.36

(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, Executive Vice Chairman (Promoter)	11009950	31.24	11009950	31.24
2.	Mrs. Manjula Jhunjhunwala, Non-Independent Director (Promoter)	548366	1.56	551066	1.56
3.	Mr. Narendra Kumar Agrawal, Director Works	500	0.00	500	0.00
4.	Dr. Indroneel Banerjee, Independent Director	773	0.00	773	0.00
5.	Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head	500	0.00	0	0.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(In Rs.)

Sl. no.	Particulars of Remuneration	Mr. Ved Krishna, Executive Vice- Chairman	Mr. Jagdeep Hira, 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	1,19,17,266	1,10,78,379	37,58,238	2,67,53,883
	(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 (A)		1,19,17,266	1,10,78,379	37,58,238	2,67,53,883
Ceiling as per the Act		As per Section 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.			

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

(In Rs.)

Particulars of Remuneration	Name of Independent Director									Total Amount
	Mr. K. D. Pudumjee	Mr. G. N. Gupta	Mr. Jaideep Narain Mathur	Mr. Atul Kumar Gupta	Dr. Indroneel Banerjee	Mr. Imanul Haque	Mr. Basant Kumar Khaitan	Mr. Pradeep Vasant Dhobale	Mr. Srinivas Vishnubhatla	
Fee for attending Board / Committee Meetings	37,500	37,500	-	45,000	60,000	7,500	60,000	82,500	52,500	3,82,500
Commission	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total B (I)	37,500	37,500	-	45,000	60,000	7,500	60,000	82,500	52,500	3,82,500
Ceiling as Per Act :	Being Rs.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 Director:

(In Rs.)

Particulars of Remuneration	Name of Director		Total Amount
	Mrs. Manjula Jhunjunwala, Promoter	Mrs. Kimberly Ann McArthur, Promoters' Group	
Fee for attending Board / Committee Meetings	52,500	60,000	1,12,500
Commission	-	-	-
Others	12,00,000	12,00,000	24,00,000
Total B (II)	12,52,500	12,60,000	25,12,500
Total B I + II			28,95,000
Ceiling as Per Act	Being Rs.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 :

(In Rs.)

Sl. No.	Particulars of Remuneration	Name of Key Managerial Personnel				Total Amount
		Mr. Sachin Kumar Srivastava, Company Secretary & Head Legal	Mr. U. U. V. Ravikanth, Chief Financial Officer ¹	Mrs. Neetika Suryawanshi, Chief Financial Officer ^{2 & 3}	Mr. Manoj Kumar Maurya, Chief Financial Officer ^{4 & 5}	
1	Gross Salary					
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	15,91,157	5,79,603	15,19,255	3,07,140	39,97,155
	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)	15,91,157	5,79,603	15,19,255	3,07,140	39,97,155

1. Mr. U. U. V. Ravikanth has resigned from the post of Chief Financial Officer of the Company in the meeting of the Board of Directors held on 25th July, 2019 with immediate effect.
2. Mrs. Neetika Suryawanshi has been appointed as Chief Financial Officer of the Company in the meeting of the Board of Directors held on 10th August, 2019 with immediate effect.
3. Mrs. Neetika Suryawanshi has resigned from the post of Chief Financial Officer of the Company in the meeting of the Board of Directors held on 6th February, 2020 with immediate effect.
4. Mr. Manoj Kumar Maurya has been appointed as Chief Financial Officer of the Company in the meeting of the Board of Directors held on 7th February, 2020 with immediate effect.
5. Mrs. Manoj Kumar Maurya has resigned from the post of Chief Financial Officer of the Company in the meeting of the Board of Directors held on 9th June, 2020 with immediate effect.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NONE

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

NIL

For and on Behalf of the Board



Pradeep Vasant Dhobale

Chairman

DIN: 00274636

Camp: Hyderabad
Date: 20th June, 2020

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, as amended, ("Listing Regulations") the Directors of the Company present the Corporate Governance Compliance Report for the year ended 31st March, 2020 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.

The 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. The 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 on the following link: <https://www.yashpakka.com/pdf/policy/Code%20of%20Conduct%20for%20Board%20Members%20and%20Senior%20Management%20Personnel.pdf>.

The highlight of the Corporate Governance system includes:

- i. The Board of Directors consists of 11 Directors and is well represented with Executive, Non-Executive and Independent Directors with the Independent Chairman and Managing Director. The Independent Directors form nearly 54.55% of the Board of Directors which is more than the requirements of the Companies Act, 2013 and the Listing Regulations. An independent director is the Chairman of each of the Board committees viz., audit committee, nomination and remuneration committee and stakeholders relationship committee except corporate social responsibility (CSR) committee.
- ii. Strong Value systems and ethical business conduct.
- iii. The Board has constituted several Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Strategic Committee, Corporate Social Responsibility (CSR) Committee and Banking Committee for more focused attention. The Board is empowered to constitute additional functional Committee from time to

time, depending on the business needs.

- iv. Sound internal control and internal audit system.
- v. The Company has established a Code of Conduct and Corporate Disclosure Policy for prevention of Insider Trading for Directors and Employee of the Company.
- vi. Vigil Mechanism/ 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.
- vii. Efforts for prompt redressal of investors' grievances.
- viii. 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 ("THE BOARD"). The Board formulates the strategy, regularly reviews the performance of the Company, and 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, Executive Vice-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 Listing Regulations 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 composition of the Company's' Board is in conformity with Regulation 17(1) of the Listing Regulations which consists of Eleven Directors, out of which three are Executive Directors and eight are Non-Executive Directors and out of those eight Non-executive Directors six 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 2019-20.

As the Chairman of the Board of the Company is Non Executive Director, the provision of Regulation 17(1)(b) of the Listing Regulations stipulates that where the Chairperson of the Board of Directors is a non-executive director, at least one-third of the

Board of Directors shall comprise of Independent Directors, have been complied with. In the opinion of the Board, the independent directors of the Company fulfill the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 ("THE ACT") read with the Rules and Schedule made thereunder and also Regulation 16(1)(b) of the Listing Regulations, and are independent of the management.

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.

Details of composition of Board of Directors' and other requisite details are given in the table below:-

S. No.	Name	Category of Director	Relationship with other Directors	Shareholding in the Company (in number and Percentage)
1	Mr. Pradeep Vasant Dhobale ¹	Non-Executive, Independent Chairman and Director	-	0 (0%)
2	Mr. K. D. Pudumjee ²	Non-Promoter, Non-Executive, Independent Chairman & Director	-	0 (0%)
3	Mr. Ved Krishna	Promoter, Executive, Non-Independent Executive Vice Chairman	Mr. Ved Krishna, Executive Vice-Chairman of the Company is son of Mrs. Manjula Jhunjunwala, Director and Husband of Mrs. Kimberly Ann McArthur, Director of the Company	1,10,09,950 (31.24%)
4	Mr. Jagdeep Hira	Non-Promoter, Executive, Non-Independent Managing Director & CEO	-	0 (0%)
5	Mr. Narendra Kumar Agrawal	Non-Promoter, Executive, Non-Independent Director Works	-	500 (0.00%)
6	Mrs. Manjula Jhunjunwala	Promoter, Non-Executive, Non-Independent Director	-	5,51,066 (1.56%)
7	Mrs. Kimberly Ann McArthur	Promoters' Group, Non-Executive, Non-Independent Director	Mrs. Kimberly Ann McArthur, Director of the Company is wife of Mr. Ved Krishna, Executive Vice Chairman and Daughter-in-law of Mrs. Manjula Jhunjunwala, Director of the Company	(0%)
8	Mr. G. N. Gupta ³	Non-Promoter Non- Executive, Independent Director	-	0 (0%)

S. No.	Name	Category of Director	Relationship with other Directors	Shareholding in the Company (in number and Percentage)
9	Dr. Indroneel Banerjee	Non-Promoter, Non-Executive, Independent Director	-	752 (0.00%)
10	Mr. Jaideep Narain Mathur ⁴	Non-Promoter, Non-Executive, Independent Director	-	0 (0%)
11	Mr. Atul Kumar Gupta	Non-Promoter, Non-Executive, Independent Director	-	0 (0%)
12	Mr. Imanul Haque	Non-Promoter, Non-Executive, Independent Director	-	0 (0%)
13	Mr. Srinivas Vishnubhatla	Non-Promoter, Non-Executive, Independent Director	-	0 (0%)
14	Mr. Basant Kumar Khaitan	Non-Executive, Independent Director	-	0 (0%)

1. Mr. Pradeep Vasant Dhobale was appointed as Chairman of the Company in the meeting of Board of Directors held on 20th September, 2019.
2. Mr. K. D. Pudumjee, Chairman of the Company resigned from the Board w.e.f. 20th September, 2019 pursuant to Corporate Governance Policy adopted by the Company that no director would continue after 75 years.
3. Mr. Gyanendra Nath Gupta, Independent Director & Chairman of the Audit Committee resigned from the Board w.e.f. 20th September, 2019 pursuant to Corporate Governance Policy adopted by the Company that no director would continue after 75 years.

(B) Attendance of Directors at Board Meetings and Annual General Meeting:-

S. No.	Name	Whether attended last AGM held on 20 th September 2019	Attendance Particulars		
			Held during the tenure	Attended	% of attendance
1	Mr. Pradeep Vasant Dhobale	Yes	5	5	100%
2	Mr. K. D. Pudumjee	Yes	3	3	100%
3	Mr. Ved Krishna	No	5	4	80%
4	Mr. Jagdeep Hira	Yes	5	5	100%
5	Mr. Narendra Kumar Agrawal	Yes	5	4	80%
6	Mrs. Manjula Jhunjhunwala	No	5	4	80%
7	Mrs. Kimberly Ann McArthur	No	5	3	60%
8	Mr. G. N. Gupta	Yes	3	3	100%
9	Dr. Indroneel Banerjee	Yes	5	4	80%
10	Mr. Jaideep Narain Mathur	No	5	0	0%
11	Mr. Atul Kumar Gupta	Yes	5	3	60%
12	Mr. Imanul Haque	No	5	1	20%
13	Mr. Srinivas Vishnubhatla	Yes	5	4	80%
14	Mr. Basant Kumar Khaitan	Yes	5	3	60%

(C) Other Board of Directors or Committees in which a director is a member or chairperson:-

Sl. No.	Name	Number of Directorships ¹ in other public companies (including listed and unlisted)	Details of Directorship in other listed entities	No. of Committee positions held in other companies ²	
				Membership	Chairpersonship
1	Mr. Pradeep Vasant Dhobale	1	1	2	-
2	Mr. Ved Krishna	2	-	-	-
3	Mr. Jagdeep Hira	-	-	-	-
4	Mr. Narendra Kumar Agrawal	-	-	-	-
5	Mrs. Manjula Jhunjhunwala	2	-	-	-
6	Mrs. Kimberly Ann McArthur	1	-	-	-
7	Dr. Indroneel Banerjee	-	-	-	-
8	Mr. Atul Kumar Gupta	1	1	3	-
9	Mr. Imanul Haque	-	-	-	-
10	Mr. Srinivas Vishnubhatla	-	-	-	-
11	Mr. Basant Kumar Khaitan	6	2	2	-

1. This excludes directorship in private limited companies, foreign companies and companies licensed under Section 8 of the Act.
2. This relates to chairpersonship/membership of Committees in compliance with Regulation 26(1) of the Listing Regulations.

(D) 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.

(E) Board Meetings held during the year:

During the year 2019-20, 5 meeting of the Board of Directors were held 11th May, 2019, 10th August, 2019, 20th September, 2019, 9th November, 2019 and 7th February, 2020. The maximum time gap between any two consecutive meetings was not exceeding 120 days.

(F) 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 – <https://www.yashpakka.com/pdf/policy/Code%20of%20Conduct%20for%20Board%20Members%20and%20Senior%20Management%20Personnel.pdf>.
- 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, 2020. The Annual Report of the Company contains a Certificate by the Managing Director in this regard.

(G) Shareholding of Non-Executive Directors as on 31st March, 2020

The number of shares held by Non-Executive Directors as on 31st March, 2020 is as below:-

S. No.	Name of Directors	DIN	No. of Shares Held	Percentage of Holding
1.	Dr. Indroneel Banerjee	06404397	752	0.00%
2.	Mrs. ManjulaJhunjhunwala	00192901	5,51,066	1.56%

(H) Familiarization Programme for Independent Directors

The familiarization programme for Independent Directors in terms of provisions of Listing Regulations is uploaded on the website of the Company: https://www.yashpakka.com/pdf/policy/YPL_Policy_on_Familiarisation.pdf.

(I) A chart or Matrix as per para C(2)(h) of Schedule V of SEBI (LODR), 2015

The Board is broad-based and consists of eminent individuals from Industrial, Managerial, Technical, Financial and Marketing background. The Company is managed by the Board of Directors in co-ordination with the Senior Management

team. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements.

Name of the Director	Expertise in specific functional area
Mr. Pradeep Vasant Dhobale	Finance and Business Operations
Mr. Ved Krishna	Business and Corporate Planning and Strategy
Mr. Jagdeep Hira	Paper Industry, Organizational and Business Management
Mr. Narendra Kumar Agrawal	Paper Industry, Technical
Mr. Atul Kumar Gupta	Administration
Mr. Imanul Haque	Marketing and Advertising
Dr. Indroneel Banerjee	Medical Sciences
Mrs. Manjula Jhunjhunwala	Educationalist, Philanthropy and education
Mrs. Kimberly Ann McArthur	Marketing, Communication, Advertising and Media
Mr. Basant Kumar Khaitan	Corporate Management
Mr. Srinivas Vishnubhatla	Information Technology and Financial Management

(J) Confirmation as per para C(2)(i) of Schedule V of SEBI (LODR), 2015

The Board of Directors has been responsible for the business and overall affairs of the listed entity in the relevant financial year and that the reporting structures of the listed entity, formal and informal, are consistent with the above.

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 Listing Regulations pertaining to the Audit Committee.

Terms of Reference:-

The role of Audit Committee includes the following:-

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- 3) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- 4) Reviewing, with the management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134(3)(c) of the Act.
 - b) Changes, if any, in accounting policies and practices, and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of Audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications in the draft Audit Report.
- 5) Reviewing, with the management, the quarterly, half yearly and annual financial statements before submission / recommending to the Board for approval;
- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by

- the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- 7) Review and monitor the Auditor's independence and performance, and effectiveness of Audit process;
 - 8) Approval or any subsequent modification of transactions of the Company with related parties and laying down the criteria for granting omnibus approval in line with the Company's policy on related parties, related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;
 - 9) Scrutiny of inter-corporate loans and investments;
 - 10) Valuation of undertakings or assets of the Company, wherever there is such occasion;
 - 11) Evaluation of internal financial controls and risk management systems;
 - 12) Reviewing, with the management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;
 - 13) Reviewing the adequacy of Internal Audit function, if any, including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit;
 - 14) Discussion with Internal Auditors of any significant findings and follow up there on;
 - 15) Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

- 16) Discussion with Statutory Auditors before the audit commences, about the nature and scope of Audit as well as post-audit discussion to ascertain any area of concern;
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18) To review the functioning of the Whistle Blower Mechanism;
- 19) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- 20) Reviewing the utilization of loans and / or advances from / investment by the Company in its subsidiaries exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- 21) Reviewing compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and shall verify that the systems for internal control are adequate and are operating effectively.

ii) Mandatory Review by Audit Committee:

The Audit Committee shall mandatorily review the following:

- 1) Management discussion and analysis of financial condition and results of operations;
- 2) Statement of significant related party transactions (as defined by the AC), submitted

by management;

- 3) Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
 - 4) Internal Audit Reports including internal control weaknesses; and
 - 5) The appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the AC.
- 6) Statement of deviations:**
- (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations.
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7) of the Listing Regulations.

The Audit Committee may call for the comments of the Auditors on internal control systems, the scope of Audit, including the observations of the Auditors and review of financial statements before their submission / recommendation to the Board. The Committee may also discuss any related issues with the Internal and Statutory Auditors and the management of the Company.

The Audit Committee shall have authority to investigate into any matter in relation to the items specified above or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the Company.

The Auditors of the Company and the Key Managerial Personnel shall have a right to be heard in the meetings of the Committee when it considers the Auditor's Report, but shall not have the right to vote.

The Committee shall have powers to:

- 1) Investigate any activity within its terms of reference,
- 2) Seek information from any employee,
- 3) Obtain outside legal or other professional advice, and
- 4) Secure attendance of outsiders with relevant expertise, if it considers necessary.

In terms of Regulation 22 of the Listing

Regulations, the Company has established a vigil mechanism for Directors and employees to report genuine concerns, including leak of unpublished price sensitive information pertaining to the Company. Vigil mechanism provides for adequate safeguards against victimization of persons who use such mechanism and make direct access to the Chairperson of the Committee in appropriate or exceptional case. The details of establishment of such mechanism are disclosed by the Company on its website.

The primary objective of the Committee is to monitor and supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and financial reporting.

All recommendations made by the Committee during the financial year were accepted by the Board.

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

The Chairman of the Audit Committee is Mr. Atul Kumar Gupta (Independent Director). During the year, the committee met four times on 10th May, 2019, 9th August, 2019, 8th November, 2019 and 6th February, 2020.

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 2019-20	Meeting Attended
Mr. G. N. Gupta ¹ , Chairman	Independent Non-Executive	4	2
Mr. Atul Kumar Gupta ² , Chairman	Independent Non-Executive		3
Mr. Basant Kumar Khaitan, Member	Independent Non-Executive		3
Mr. Srinivas Vishnubhatla ³ , Member	Independent Non-Executive		2
Dr. Indroneel Banerjee ⁴ , Member	Independent Non-Executive		0
Mr. Ved Krishna, Member	Executive Vice - Chairman		
Mr. Jagdeep Hira, Member	Managing Director & CEO		4
Mr. Pradeep Vasant Dhobale ⁵	Independent Non-Executive		3

1. Mr. G. N. Gupta has resigned from the Board w.e.f. 20th September, 2019.
2. Mr. Atul Kumar Gupta was appointed as Chairman of the Audit Committee in the meeting of Audit Committee held on 8th November, 2019.
3. Mr. Srinivas Vishnubhatla has been appointed as a member of the Audit Committee in the Board Meeting held on 20th September, 2020.
4. Dr. Indroneel Banerjee has been appointed as a member of the Audit Committee in the Board Meeting held on 7th February, 2020.
5. Mr. Pradeep Vasant Dhobale was not elected as a member of the Audit Committee after reconstitution of Audit Committee by the Board of directors in its meeting held on 9th November, 2019.

All Members of Audit Committee are financially literate. The Committee meetings are also attended by the Chief Financial Officer, Units 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.

4. Nomination and Remuneration Committee

The Company complies with the provisions of Section 178 of the Companies Act, 2013 read with rules made thereunder as well as requirements under the Regulation 19 of the Listing Regulations.

(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.
- VI. Recommend to the board, all remuneration, in whatever form, payable to senior management.

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 and is also uploaded on the Company's website at <https://www.yashpakka.com/pdf/YPL%20Remuneration%20Policy.pdf>.

During the year 2019-20, Nomination and Remuneration Committee Meeting were held on 10th May, 2019, 9th August, 2019 and 6th February, 2020. The Composition of Nomination and Remuneration Committee and attendance of each member Director, at the Committee Meetings during the period is as under:

Name of Directors	Position	Remuneration Committee Meetings	
		Number of Meetings Held during 2019-20	Attended
Mr. Gyanendra Nath Gupta ¹	Chairman	3	2
Mr. Srinivas Vishnubhatla ²	Member		1
Mr. Atul Kumar Gupta	Member		3
Dr. Indroneel Banerjee ³	Member		3

1. Mr. G. N. Gupta, Chairman of Nomination and Remuneration Committee resigned from the Board w.e.f. 20th September, 2019.
2. Mr. Srinivas Vishnubhatla, Director of the Company was appointed as Chairman of Nomination and Remuneration Committee resigned from the Board w.e.f. 20th September, 2019.
3. Dr. Indroneel Banerjee was appointed as Chairman of Nomination and Remuneration Committee w.e.f. 6th February, 2020.
Mr. Sachin Kumar Srivastava, Company Secretary & Head Legal of the Company, is Secretary to the Committee.

(B) Remuneration to Executive and Non-Executive Directors

The details of remuneration paid to all the Executives and Non-Executives Directors during the year ended on 31st March, 2020 are as follows:

Name of Directors	Service Contract/ Notice period	Remuneration Paid (in Rs.)		
		Sitting Fees	Salaries, perquisites and contribution to Provident Fund	Total
Mr. K. D. Pudumjee ¹ PAN-ABKPP5506D	Appointment made for 5 years	37,500	-	37,500
Mr. Pradeep Vasant Dhobale ² PAN-ABVPD5587B	Appointment made for 5 years	82,500	-	82,500
Mr. Ved Krishna PAN-AJRPK1551C	Appointment made for 3 years	-	1,19,17,266	1,19,17,266
Mr. Jagdeep Hira PAN-AAZPH8476N	Appointment made for 3 years	-	1,10,78,379	1,10,78,379
Mr. Narendra Kumar Agrawal PAN-ABQPA2664M	Appointment made for 3 years (Retire by rotation)	-	37,58,238	37,58,238
Mrs. Manjula Jhunjhunwala ³ PAN-ABSPJ4695H	Retire by rotation	52,500	12,00,000*	12,52,500
Mr. G. N. Gupta ⁴ PAN-AAGPG2885F	Appointment made for 5 years	37,500	-	37,500
Mrs. Kimberly Ann McArthur PAN-BYEPM4617C	Appointment made for 5 years	60,000	12,00,000	12,60,000
Dr. Indroneel Banerjee PAN-AISPB1599B	Appointment made for 5 years	60,000	-	60,000

Name of Directors	Service Contract/ Notice period	Remuneration Paid (in Rs.)		
		Sitting Fees	Salaries, perquisites and contribution to Provident Fund	Total
Mr. Jaideep Narain Mathur ⁴ PAN-AEPMP1275P	Appointment made for 5 years	Nil	-	Nil
Mr. Atul Kumar Gupta PAN-ACNPG5646B	Appointment made for 5 years	45,000	-	45,000
Mr. Imanul Haque PAN-ABBP6648F	Appointment made for 5 years	7,500	-	7,500
Mr. Srinivas Vishnubhatla PAN-ABNPV7290H	Appointment made for 5 years	52,500	-	52,500
Mr. Basant Kumar Khaitan PAN-AFWPK4313D	Appointment made for 5 years	60,000	-	60,000
	Total	4,95,000	2,91,53,883	2,96,48,883

1. Mr. K. D. Pudumjee, Chairman of the Company resigned from the Board w.e.f. 20th September, 2019 pursuant to Corporate Governance Policy adopted by the Board that no Independent Director would continue after age of 75 years in the Board.
2. Mr. Pradeep Basant Dhobale was appointed as Chairman of the Company in the meeting of the Board of Directors held on 20th September, 2019.
3. Being wife of Late Mr. K. K. Jhunjhunwala, Founder of the Company, amount was paid as pension after his death.
4. Mr. G. N. Gupta, Independent Director of the Company resigned from the Board w.e.f. 20th September, 2019 pursuant to Corporate Governance Policy adopted by the Board that no Independent Director would continue after age of 75 years in the Board.
5. Mr. Jaideep Narain Mathur, Independent Director

of the Company resigned from the Board w.e.f. 14th February, 2020.

(C) Performance Evaluation criteria for the Board, its Committees and Individual Directors including Independent Directors and Chairman of the Company:

1. No bonus, stock option and pension was paid to the Directors.
2. No incentives linked with performance are given to the Directors.
3. Besides the above remuneration, all Executive Directors are also entitled to Company's Contribution to Provident Fund, Gratuity and Encashment of Leave as per the Rules of the Company.

5. Stakeholder Relationship Committee

In compliance with Section 178 of the Companies

Act, 2013 and rules made thereunder read with Regulation 20 of the Listing Regulations, 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.

During the year, 5 meetings of the Stakeholder Relationship Committee were held on 12th April, 2019, 07th June, 2019, 05th September, 2019, 4th October, 2019 and 10th January, 2020.

(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 2019-20	Number of Meetings attended
Dr. Indroneel Banerjee, Chairman	Independent Non-Executive	5	5
Mrs. Manjula Jhunjhunwala, Member	Non-Independent Non-Executive		5
Mrs. Kimberly Ann McArthur, Member	Non-Independent Non-Executive		5

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 Pakka Limited
Yash Nagar,
Ayodhya – 224 135
Uttar Pradesh
India
Email: cs@yashpakka.com

(D) Number of complaints received and redressed during the year 2019-20

Opening Balance	Received during the year 2019-20	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, the 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 01.04.2019	Opening Balance of Shares in Suspense Account	Requests received during the year 2019-20	Shares transferred during the year	No. of Shareholders as on 31.03.2020	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 07th February, 2020, inter alia to:

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

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

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of director and their remuneration. The Policy of Nomination and Remuneration Committee is available on the website of the Company i.e. <https://www.yashpakka.com/pdf/YPL%20Remuneration%20Policy.pdf>. The highlights of this policy are as follows:

(A) Criteria of selection of Non-Executive Directors

- (i) The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- (ii) In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- (iii) The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- (iv) The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- a) Qualification, expertise and experience of the Directors in their respective fields;
- b) Personal, Professional or business standing;
- c) Diversity of the Board.
- (v) In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

(B) Remuneration

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

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

the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.

- (iii) The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;
- (iv) The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any introduced by the Company.

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

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

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

Remuneration for the Managing Director or Whole Time Director

- (i) At the time of appointment or re-appointment, the Managing Director or Whole Time Director may be paid such remuneration as may be mutually agreed between the Company (which includes the nomination & Remuneration Committee and the Board of Directors) and the Managing Director or Whole Time Director within the overall limits prescribed under the Companies Act, 2013.
- (ii) The remuneration shall be subject to the approval

of the Members of the Company in General Meeting.

- (iii) The remuneration of the Managing Director or Whole Time Director may be broadly divided into fixed and variable components. The fixed component shall comprise salary, allowances, perquisites, amenities and retrial 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 Obligation and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors

expressed their satisfaction with the evaluation process.

7. Corporate Social Responsibility (CSR) Committee

(A) CSR Committee

The Company has constituted Corporate Social Responsibility Committee in compliance 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).

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

The Chairperson of CSR Committee is Mrs. Kimberly Ann McArthur. During the year, 4 CSR Committee Meetings were held on 10th May, 2019, 09th August, 2019, 08th November, 2019 and 08th February, 2020.

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 2019-20	Meeting Attended
Mrs. Kimberly Ann McArthur, Chairperson	Non-Independent Non-Executive	4	3
Dr. Indroneel Banerjee, Vice-Chairperson	Independent Non-Executive		3
Mrs. Manjula Jhunjhunwala, Member	Non-Independent Non-Executive		3
Mr. Ved Krishna, Member ¹	Non-Independent Executive		1
Mr. Narendra Kumar Agrawal ² , Member	Non-Independent Executive		2

1. Mr. Ved Krishna was appointed as Member of Corporate Social Responsibility by the Board of Directors in its meeting held on 9th November, 2019.
 2. Mr. Narendra Kumar Agrawal was not elected as member of the Corporate Social Responsibility Committee after its reconstitution by the Board of Directors in its meeting held on 9th November, 2019.
- Mr. Sachin Kumar Srivastava, Company Secretary & Head Legal acts as the Secretary to the CSR Committee.

(B) Review of Information

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

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

- d. To execute identified CSR Projects, programs and activities;
- e. To institute a transparent monitoring mechanism for implementation of the CSR activities undertaken.
- f. 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: https://www.yashpakka.com/pdf/policy/YPL_CSR_Policy.pdf

Non – Mandatory Committees

8. Strategic Committee

(A) Strategic Committee

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

- (i) The Strategic Committee presently consists of the 4 Independent Directors, 1 Managing Director and 2 other prominent persons from different Industry.
- (ii) 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. Ved Krishna. During the year, 4 Strategic Committee Meetings were held on 10th May, 2019, 09th August, 2019, 08th November, 2019 and 06th February, 2020.

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

Name of Directors	Category	Number of Meetings Held during 2019-20	Meeting Attended
Mr. Basant Kumar Khaitan, Chairman	Independent Non-Executive	4	2
Mr. Ved Krishna, Chairman	Non-Independent Executive		4
Mr. Pradeep Vasant Dhobale, Member	Independent Non-Executive		4
Mr. Jagdeep Hira, Member	Non-Independent Executive		4
Mr. K. D. Pudumjee ¹ , Vice-Chairman	Independent Non-Executive		2
Mr. Jaideep Narain Mathur ² , Member	Independent Non-Executive		0
Mr. D. S. Gandikota, Member	Non-Director		0
Mr. Imanul Haque, Member	Independent Non-Executive		4

1. Mr. K. D. Pudumjee resigned from the Company in the Board Meeting held on 20th September, 2019. Accordingly, he was also not associated with Strategic Committee.
2. Mr. Jaideep Narain Mathur resigned from the Company in the Board Meeting held on 20th September, 2019. Accordingly, he was also not associated with Strategic Committee.

(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 not made any allotment of

securities, therefore no proceeds were received by the Company during the year 2019-20.

(E) Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. <https://www.yashpakka.com/pdf/policy/Whistle%20Blower%20Policy.pdf>.

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

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

(F) Shareholders

- (i) The quarterly results made by the Company are put on the Company's website under Financial Results of the Investor Section on the following link – <https://www.yashpakka.com/investors>
- (ii) Mrs. Kimberly Ann McArthur, Director (Promoters' Group) retiring by rotation at the ensuing Annual General Meeting and, being eligible, offer herself for re-election as Non-Executive Directors.

(G) Disclosures on materially significant related party transactions:

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were on arm's length 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. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements in accordance with "IND AS". A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company viz. <https://www.yashpakka.com/pdf/policy/Policy%20on%20Materiality%20of%20Related%20Party%20Transaction.pdf>. None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are on arm's length basis and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

- (H) Details of Non-Compliance by the Company, penalties, stricture imposed on the Company by the Stock Exchanges, Securities and Exchange Board of India or any statutory authorities or any matter related to capital markets.

The Company has complied with all requirements specified under the Listing Regulations as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three Financial years.

(I) Disclosure of Commodity Price Risks and commodity hedging activities

The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out.

Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated 15th November, 2018.

- (J) Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32(7A): Not Applicable
- (K) A certificate has been obtained from Adesh Tandon & Associates, Kanpur, Practicing Company Secretaries, confirming that none of the directors on the Board have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such Statutory Authority.
- (L) Details of fees paid to the Statutory Auditor: Details relating to fees paid to the Statutory Auditors are given in Note.30 to the Standalone Financial Statements.
- (M) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
 - i) number of complaints filed during the financial year: Nil
 - ii) number of complaints disposed of during the financial year: Nil
 - iii) number of complaints pending as on end of the financial year: Nil

10. CEO & CFO Certification

A prescribed certificate as stipulated in Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulation, 2015 duly signed by the CEO and CFO was placed before the Board along with the financial statements for the year ended 31st March, 2020. 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 & CEO of the Company. 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
2018-19	22/09/2019	Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur 208002, Uttar Pradesh	02:00 P.M.	<ol style="list-style-type: none"> 1. Change of name of the Company. 2. Approval of Yash Team Stock Option Plan – 2019. 3. Approval of Yash Team Welfare Trust. 4. Approval for provision of money to Yash Team Welfare Trust for acquisition of equity shares. 5. Approve material Related Party Transaction with Yash Compostables Limited.

Year	Date & Day	Location	Time	Special Resolution
2017-18	22/09/2018	Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur 208002, Uttar Pradesh	01:00 P.M.	<ol style="list-style-type: none"> 1. 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. 2. 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. 3. Re-appointment of Mr. Narendra Kumar Agrawal (DIN: 05281887) as a Director Works (Wholesale Director) of the Company w.e.f. 24th July, 2018. 4. 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. 5. 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.

Year	Date & Day	Location	Time	Special Resolution
2017-18	22/09/2018	Hotel Vijay Intercontinental, 10/510, Khalasi Line, Tilak Nagar, Kanpur 208002, Uttar Pradesh	01:00 P.M.	<p>6. 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.</p> <p>7. 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.</p> <p>8. 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.</p>
2016-17	02/09/2017	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 this Notice.</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>

(B) Postal Ballot

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

During the financial year 2019-20 ended on 31st March, 2020, 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: 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 www.yashpakka.com.

- (c) Exclusive email ID for investors: The Company has designated the email id: cs@yashpakka.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.yashpakka.com.

- (d) Annual Report: Annual Report contains inter-alia Audited Annual Accounts, Consolidated Financial Statement, Boards' 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 <https://www.yashpakka.com/pdf/policy/Code%20of%20Conduct%20for%20Board%20Members%20and%20Senior%20Management%20Personnel.pdf>. 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.

14. General Shareholder Information

(A) Annual General Meeting

Date & Day	Saturday, 31 st October, 2020
Time	11:00 AM
Mode	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
Financial Year	1 st April to 31 st March
Venue	Not Applicable

(B) Book Closure

The book closure period is from Wednesday, 28th October, 2020 to Saturday, 31st October, 2020 inclusive of both days. The Record date Tuesday, 27th October, 2020 is to determine the entitlement of shareholders to receive dividend for the year ended 31st March, 2020, if approved by the members at the ensuing Annual General Meeting.

(C) Dividend

Dividend of Rs.1 per equity share of the face value

of Rs.10 each i.e.10 % on the paid-up equity share capital has been recommended by the Board and will be paid in accordance with Section 123 of the Act and Secretarial Standard-4 on Dividend (“SS-4”), if approved by the members at the ensuing Annual General Meeting.

(D) Unclaimed Dividend

Pursuant to Section 125 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 declared dividend thereafter for financial year 2018-19 in 39th Annual General Meeting of the Company held on 20th September, 2019 which is not yet due for transfer to IEPF.

(E) Listing on Stock Exchange

The Company’s entire equity share capital comprising of 3,52,40,000 equity shares of Rs.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

(F) Listing and Custodian Fees

The Company has paid listing fees for the Financial Year 2019-20 and 2020-21 to the BSE Ltd. The Company has also paid annual custodial fee for the financial year 2019-20 and 2020-21 to the depositories namely NSDL and CDSL.

(G) Shareholding as on 31st March, 2020

(i) Distribution of Equity Shareholding as on 31stMarch, 2020

SHARE HOLDINGS OF NOMINAL VALUE OF			SHARE HOLDERS		SHARE AMOUNT	
Rs.	Rs.		Number	% to Total	In Rs.	% to Total
(1)			(2)	(3)	(4)	(5)
Upto	- 5,000		11594	74.80	21089170	5.98
5,001	- 10,000		1729	11.15	14289890	4.06
10,001	- 20,000		1032	6.66	16400370	4.65
20,001	- 30,000		386	2.49	9932610	2.82
30,001	- 40,000		171	1.10	6201730	1.76
40,001	- 50,000		142	0.92	6762800	1.92
50,001	- 1,00,000		235	1.52	17357720	4.93
1,00,001 and Above			211	1.36	260365710	73.88
TOTAL			15500	100.00	352400000	100.00

(ii) Shareholding Pattern of Equity Shares as on 31st March, 2020

Sl. No.	Categories of Shareholders	As on 31-03-2020		As on 31-03-2019	
		No. of Shares	% of Shares	No. of Shares	% to Shares
1.	Promoters	1,58,80,156	45.06	1,58,80,156	45.06
2.	Mutual Funds and UTI	1,000	0.00	1,000	0.00
3.	Banks, Financial Institutions	2200	0.01	2000	0.01
4.	Insurance Companies/ NBFC	50124	0.14	50124	0.14
5.	Bodies Corporate	26,64,061	7.56	14,63,717	4.15
6.	Individuals	1,57,75,495	44.76	1,57,75,495	44.76
7.	Directors' Relatives	59,008	0.17	59,008	0.17
8.	NRIs	11,33,332	3.22	11,33,332	3.22
9.	HUF	7,31,811	2.08	7,31,811	2.08
10.	Foreign Nationals	0	0.00	0	0.00
11.	Clearing Members/Public Trust	1,43,357	0.41	1,43,357	0.41
Total		3,52,40,000	100.00	3,52,40,000	3,52,40,000

(iii) Promoters' Group Shareholding as on 31st March, 2020

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.	Yash Agro Products Limited	9,68,640	9.46	9,68,640	6.10
3.	Satori Global Limited	33,34,500	2.75	33,34,500	21.00
4.	Mrs. ManjulaJhunjunwala	5,51,066	1.56	5,48,366	3.46
5.	K. K. Jhunjunwala (H.U.F.) – Ved Krishna (Karta)	16,000	0.05	16,000	0.10
Total		1,58,80,156	45.06	1,58,77,456	100.00

(i) Capital of the Company

The Authorized and paid-up capital of your Company are Rs.60 crores and Rs.35.24 crores respectively as on 31st March, 2020.

(ii) Top Ten shareholders as on 31st March, 2020

S. No.	Name of Shareholders	No. of Equity Shares held	% of Total Equity Shares held
1.	Sangeetha S	16,45,090	4.67
2.	Chaturveda Advisory Services LLP	10,08,796	2.86
3.	Vijay Kishanlal Kedia	5,20,806	1.48
4.	Satvichar Consultancy Services LLP	4,80,355	1.36
5.	Kishor Kumar Nadhani	4,16,775	1.18
6.	Ithoughtwealth Analytics LLP	3,87,085	1.10
7.	Vandana Sehgal	2,96,782	0.85
8.	Chirayush Pravin Vakil	1,62,225	0.46
9.	Placid	1,43,546	0.40
10.	Mriaal Sehgal	1,18,983	0.33
TOTAL		51,80,443	14.69

(iii) Data/ Stock Performance: Year 2019-20

- a. During the year under report, the trading in the Company's equity shares was from 1st April, 2019 to 31st March, 2020. The high and low price during the period on the Bombay Stock Exchange Limited was as under:-

Month	High (Rs.)	Low (Rs.)	High	Low
	BSE		BSE SENSEX	
April, 2019	55.75	43.95	39,487.45	38,460.25
May, 2019	60.70	43.25	40,124.96	36,956.10
June, 2019	58.50	49.10	40,312.07	38,870.96
July, 2019	52.00	39.60	40,032.41	37,128.26
August, 2019	42.25	34.05	37,807.55	36,102.35
September, 2019	60.50	41.20	39,441.12	35,987.80
October, 2019	56.50	47.50	40,392.22	37,415.83
November, 2019	54.80	40.00	41,163.79	40,014.23
December, 2019	44.90	37.40	41,809.96	40,135.37
January, 2020	47.50	40.15	42,273.87	40,476.55
February, 2020	46.50	34.05	41,709.30	38,219.97
March, 2020	37.00	17.30	39,083.17	25,638.90

- b. Performance in comparison to BSE Sensex: Year 2019-20

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

	01 April, 2019	31 March, 2020	% CHANGE
Company Share Price (High)	Rs.55.75	Rs.22.40	148.88%
SENSEX (High)	39,115.57	29,770.88	31.39%

(H) 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, 2020, 98.59% 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.

(I) 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.

(J) 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 on 31st March, 2020 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.

(K) Registrar 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) 40450193 - 197
Email: info@skylinerta.com

(L) Registered Office

Yash Pakka Limited
2nd Floor, 24/57, Birhana Road
Kanpur – 208 001,
Uttar Pradesh,
India
E-mail: connect@yashpakka.com

(M) Plant Locations

Yash Pakka Limited
Yash Nagar,
Ayodhya – 224 135
Ph. (05278) 258174;
E-mail: connect@yashpakka.com

(N) 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 Pakka Limited
Yash Nagar,
Ayodhya – 224 135
Ph. (05278) 258174;
E-mail: cs@yashpakka.com

• **Share Transfer System**

The transfer of shares in physical form is processed and completed by Registrar & Transfer Agent within a period of fifteen days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System

of Transfer and a certificate to that effect is issued.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders

are requested to take action to dematerialize the Equity Shares of the Company, promptly.

- List of all credit ratings obtained by the entity alongwith any revisions thereto during the relevant financial year

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 14th February, 2020 as detailed below:-

Facilities	Rating	Amount (Rs. crore)
Long term Bank Facilities – Term Loan	CARE BBB; Stable (CARE Triple B; Outlook: Stable)	114.74
Long term Bank Facility –Fund Based	CARE BBB; Stable (CARE Triple B; Outlook: Stable)	64.73
Long Term Bank Facility - Non-Fund Based	CARE A3 (A Three)	25.76
Total Facilities: 205.23 (Rs. Two hundred and five crore and twenty three lakhs only)		

- Commodity Price Risks or Foreign Exchange Risk and hedging activities

The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out.

(O) Compliance Certificate on Corporate Governance from the Auditor

A certificate dated 20th June, 2020 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 20th June, 2020.

Place: Ayodhya
Date: 20th June, 2020

On Behalf of the Board

Jagdeep Hira
Managing Director & CEO
DIN: 07639849

**DECLARATION BY THE MANAGING DIRECTOR & CEO
ON CODE OF CONDUCT**

The Members of
Yash Pakka Limited

In compliance with the Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Jagdeep Hira in my capacity as the Managing Director & CEO 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 2019-20 as laid down by the Company.

Place: Ayodhya
Date: 20th June, 2020

for Yash Pakka Limited



Jagdeep Hira
Managing Director & CEO
DIN: 07639849

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
YASH PAKKA LIMITED
2nd Floor, 24/57, Birhana Road,
Kanpur, Uttar Pradesh – 208001.

We have examined the compliance of conditions of Corporate Governance by Yash Pakka Limited, formerly known as Yash Papers Limited (“the Company”), for the financial year ended on March 31, 2020 as per Regulations 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, as amended from time to time (“SEBI Listing Regulations”).

MANAGEMENT’S RESPONSIBILITY

The compliance of conditions of Corporate Governance is the responsibility of the Management. The Management’s 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 SEBI Listing Regulations.

OUR RESPONSIBILITY

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

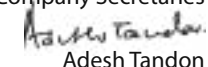
In our opinion, and to the best of our information and explanations given to us and representation made by the Directors and the Management, we certify that the Company has complied with all the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V of the SEBI Listing Regulations, as applicable, during the financial year ended on March 31, 2020 except that the Secretarial Compliance Report for the year ended March 31, 2019 was filed after due date because of some technical error and Constitution of Audit Committee was not as per Regulation 18(1) of SEBI Listing Regulations for a very short period of 09.11.2019 to 07.02.2020.

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 any other purpose.

For ADESH TANDON & ASSOCIATES
Company Secretaries


Adesh Tandon

Proprietor

FCS No. 2253

C. P. No.1121

UDIN: F002253B000352130

Place: Kanpur

Date: June 20, 2020

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Clause (10)(i) of Para C of Schedule V of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To,

The Members,

YASH PAKKA LIMITED

2nd Floor, 24/57, Birhana Road,

Kanpur, Uttar Pradesh – 208001.

We have examined the relevant registers, records and disclosures received from the Directors of Yash Pakka Limited, formerly known as 'Yash Papers Limited' (hereinafter referred to as "the Company") having CIN: L24231UP1981PLC005294 and having its registered office at 2nd Floor, 24/57, Birhana Road, Kanpur-208001, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Clause (10)(i) of Para C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to us by the Company & its Officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S.N.	Name of Director	DIN	Latest Date of Appointment/Re-appointment at current designation
1.	IMANUL HAQUE	00001284	06/02/2016
2.	BASANT KUMAR KHAITAN	00117129	19/05/2018
3.	VED KRISHNA	00182260	22/09/2018
4.	MANJULA JHUNJHUNWALA	00192901	20/09/2019
5.	PRADEEP VASANT DHOBALE	00274636	02/09/2017

6.	ATUL KUMAR GUPTA	01734070	01/04/2019
7.	KIMBERLY ANN MCARTHUR	05206436	22/09/2018
8.	NARENDRA KUMAR AGARWAL	05281887	24/07/2018
9.	INDRONEELBANARJEE	06404397	01/04/2019
10.	SRINIVAS VISHNUBHATLA	07274232	01/12/2017
11.	JAGDEEP HIRA	07639849	22/09/2018

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For ADESH TANDON & ASSOCIATES
Company Secretaries



Adesh Tandon
Proprietor
FCS No. 2253
C. P. No.1121

UDIN: F002253B000352108

Place: Kanpur

Date: June 20, 2020

COMPLIANCE CERTIFICATE

In terms of Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we, Jagdeep Hira, Managing Director & CEO and Jignesh Shah, 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 Pakka Limited



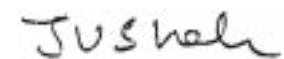
Jagdeep Hira

Managing Director & CEO

Place: Ayodhya

Date: 20th June, 2020

for Yash Pakka Limited



Jignesh Shah

Chief Financial Officer

Camp: Mumbai

Date: 20th June, 2020

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
YASH PAKKA LIMITED (Formerly known as "Yash Papers Limited")

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of Yash Pakka Limited [Formerly known as "Yash Papers Limited"] ("the Company"), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting

principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, the net profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Emphasis of Matter

On account of ours as well as the Company's inability to conduct a physical verification as on 31st March, 2020 owing to the lockdown restrictions imposed by the Government, we have relied on alternate audit procedures and details as provided by the management to obtain comfort over the existence and condition of inventory at the year end.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr no	Key Audit Matter	Auditor's Response
1.	<p>Impairment of Property, Plant and Equipment (PPE)</p> <p>The Company has assessed the items of PPE for indications of impairment by assessing the recoverable amount of PPE by estimating its value in use vis-à-vis its fair value less cost of disposal. Based on the said assessment, the management has concluded that there is no impairment as at 31st March, 2020.</p> <p>Refer Note 2 to the financial statements</p>	<p>Principal Audit Procedures</p> <p>Our Audit approach included in the following:</p> <ul style="list-style-type: none"> Assessing design and implementation of key controls for the impairment review process; Reviewing the key assumptions used in the forecasts and assessing the accuracy to determine the value in use and the fair value less cost disposal as required under Ind AS 36 'Impairment of Non-financial Assets'.
2.	<p>Evaluation of uncertain tax positions and other litigations</p> <p>The Company has several litigations which also include matters under dispute which involves significant management judgement and estimates on the possible outcome of the litigations and consequent provisioning thereof or disclosure as contingent liabilities.</p> <p>Refer Note 40 to the financial statements.</p>	<p>Principal Audit Procedures</p> <p>Our audit approach for the above consists of the following audit procedures:</p> <ul style="list-style-type: none"> Evaluation and testing of the design of internal controls followed by the Company relating to litigations and open tax positions for direct and indirect taxes and process followed to decide provisioning or disclosure as Contingent Liabilities; Discussed with Company's legal team and taxation team for sufficient understanding of on-going and potential legal matters impacting the Company. We involved our internal team to evaluate the management's underlying judgements in making their estimates with regard to such matters.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in Director's Report including Annexures, Management Discussion and Analysis Report, Corporate Governance Report and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the

provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error;

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so;

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic

decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the

Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit;

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other

matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards;

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;
- (d) In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

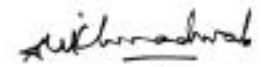
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 41 to the Financial Statements;
- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Place: Mumbai

Date: 20th June, 2020

For C N K & Associates LLP
Chartered Accountants
Firm Registration No. 101961W/W-100036



Himanshu Kishnadwala
Partner

Membership No.037391
UDIN: 20037391AAAACV8158

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Para 1 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Company on the Financial Statements for the year ended 31st March, 2020.

- | | | |
|---|---|--|
| <p>I. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets;</p> <p>(b) As informed to us, the process of physical verification of fixed assets undertaken by the Company could not be completed in view of the lockdown imposed by the Government. The management has however, assured that no material discrepancies would be noticed on such verification which would be completed in the subsequent year;</p> <p>(c) According to the information and explanations given to us and the records examined by us and based on the examination of the confirmations from the banks provided to us, we report that, the title deeds, comprising all the immovable properties which are freehold, are held in the name of the Company as at the Balance Sheet date;</p> <p>II. As per the information and explanations given to us, and read along-with our comments in Emphasis</p> | <p>of Matter paragraph in the main report, physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on such physical verification;</p> <p>III. The Company has not granted any loans, secured or unsecured, to companies, firms, and 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 any 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 and therefore, the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed</p> | <p>thereunder are applicable;</p> <p>VI. As informed to us, the Company is not required to maintain cost records that have been specified by the Central Government under sub-section (1) of section 148 of Companies Act, 2013;</p> <p>VII. According to the information and explanations given to us, in respect of statutory dues:</p> <p>(a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, , income-tax, Goods and Service Tax (GST), custom duty, cess and other statutory dues and there are no undisputed statutory dues outstanding as at 31st March, 2020, for a period of more than six months from the date they became payable;</p> <p>(b) According to the information and explanations given to us and the records examined by us, the statutory dues not deposited on account of disputes pending before appropriate authorities are as under:</p> |
|---|---|--|

Name of Statute	Nature of Dues	Amount Demanded (Rs. In lakhs)	Amount paid in dispute (Rs. In lakhs)	Period to which the amount relates	Forum from where the dispute is pending
UP VAT Act, 2008	Tax on purchase of Paddy Husk	164.03	-	2009-10	Additional Commissioner (Appeals), Grade – 2 Commercial Tax, Ayodhya, Uttar Pradesh
	Non-submission of statutory forms	2.03	2.03	2012-13	
		6.69	2.70	2014-15	
		3.17	1.52	2015-16	
		1.42	0.72	2016-17	
	Disallowance of Input Tax Credit	3.92	1.57	2013-14	
	Entry Tax	0.68	0.68	2013-14	
	Incorrect Input Tax Credit Claimed	1.88	0.94	2016-17	
		9.12	4.56		
	Input Tax Credit mismatch	0.25	0.25	2017-18	
9.43		4.66	2015-16		

VIII. Based on our audit procedure and according to the information and explanation given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions or banks or Government. The Company has not issued any debentures;

IX. According to the information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer or further public offer including debt instruments. In our opinion the term loans issued during the year

have been applied for the purpose 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 the 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 we have been informed of any such case by the management;

XI. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act;

XII. In our opinion and according to the information and explanation given to us, the provisions related to Nidhi Company are not applicable;

XIII. In our opinion and according to the information and explanations given to us, the Company is

in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards;

XIV. According to the information and explanations given to us and based on our examination

of records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year;

XV. According to the information and explanation given to us and based on our examination of the records, the Company has not entered into non-cash transactions with the directors or persons

connected with them. Hence, the provisions of Section 192 of the Act are not applicable;

XVI. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Mumbai

Date: 20th June, 2020

For C N K & Associates LLP
Chartered Accountants
Firm Registration No. 101961W/W-100036



Himanshu Kishnadwala
Partner
Membership No.037391
UDIN: 20037391AAAACV8158

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

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 the Company as of 31st March, 2020 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 Board of Directors of the company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls with reference to financial statements of the Company that were operating effectively for ensuring the orderly and efficient conduct of its business including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements of the company 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 of the company 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 authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including

the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree

of compliance with the policies or procedures may deteriorate.

Opinion

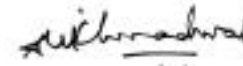
In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an internal financial controls with reference to financial statements of the Company and such internal financial controls

over financial reporting were operating effectively as at 31st March, 2020, 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 ICAI.

Place: Mumbai

Date: 20th June, 2020

For C N K & Associates LLP
Chartered Accountants
Firm Registration No. 101961W/W-100036



Himanshu Kishnadwala
Partner

Membership No.037391
UDIN: 20037391AAAACV8158

Balance Sheet as at 31st March, 2020

Amount (₹ in Lakhs)

Particulars	Note No.	As at 31st March, 2020	As at 31st March, 2019
I. ASSETS			
Non-current assets			
(a) Property, plant and equipment	2	16,678.28	16,720.75
(b) Capital work-in-progress	3	462.05	10.76
(c) Other intangible assets	4	38.04	60.97
(d) Financial assets			
(i) Investments	5	0.10	0.12
(e) Other non current assets	6	217.80	380.94
Total non current assets		17,396.27	17,173.54
Current Assets			
(a) Inventories	7	5,605.24	7,078.63
(b) Financial assets			
(i) Trade receivables	8	1,773.88	1,549.81
(ii) Cash and cash equivalents	9	28.67	13.15
(iii) Bank balances other than (ii) above	10	378.80	327.56
(iv) Other financial assets	11	169.28	157.71
(c) Current tax assets(net)	12	-	85.95
(d) Other current assets	13	550.14	668.74
Total current assets		8,506.01	9,881.55
Total Assets		25,902.28	27,055.09
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	14	3,524.00	3,524.00
(b) Other equity	15	8,138.99	5,846.43
Total Equity		11,662.99	9,370.43
Liabilities			
(2) Non current liabilities			
(a) Financial liabilities			
(i) Borrowings	16A	4,272.16	5,865.43
(b) Deferred tax liabilities (net)	17	985.06	525.78
(c) Other non current liabilities	18	1,350.51	1,365.40
Total non current liabilities		6,607.73	7,756.61

Balance Sheet as at 31st March, 2020

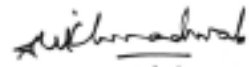
Amount (₹ in Lakhs)

Particulars	Note No.	As at 31st March, 2020	As at 31st March, 2019
(3) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	16B	3,819.54	4,519.15
(ii) Trade payables	19		
(A) Total outstanding dues of Small Enterprises and Micro enterprises		254.64	276.34
(B) Total outstanding dues of creditors other than small enterprises and micro enterprises.		592.59	1,035.83
(iii) Other financial liabilities	20	1,967.91	1,783.17
(b) Other current liabilities	21	648.25	2,080.76
(c) Provisions	22	348.63	232.80
Total current liabilities		7,631.56	9,928.05
Total liabilities		14,239.29	17,684.66
TOTAL EQUITY AND LIABILITIES		25,902.28	27,055.09
Significant Accounting Policies	1		
See accompanying notes from 2 to 46 forming part of the 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
Place: Mumbai
Date: 20th June 2020



Ved Krishna
Executive Vice Chairman
DIN: 00182260
Place: Ayodhya
Date: 20th June 2020



Jignesh Shah
Chief Financial Officer
Place: Mumbai
Date: 20th June 2020



Jagdeep Hira
Managing Director & CEO
DIN: 07639849
Place: Ayodhya
Date: 20th June 2020



Sachin Kumar Srivastava
Company Secretary
Place: Ayodhya
Date: 20th June 2020

Statement of Profit and Loss for the year ended 31st March, 2020

Amount (₹ in Lakhs)

Particulars	Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
I. Revenue from operations	23	25,238.68	25,025.59
II. Other income	24	871.82	517.56
III. Total Income		26,110.50	25,543.15
IV. Expenses			
Cost of materials consumed	25	10,175.01	10,980.41
Purchase of stock-in-trade		3.25	12.20
Changes in inventories of finished goods, work-in-progress and stock-in-trade	26	(59.47)	146.48
Employee benefits expenses	27	2,667.06	2,419.09
Finance costs	28	1,261.40	1,682.31
Depreciation and amortization expenses	29	975.95	870.46
Other expenses	30	7,133.46	6,949.11
Total Expenses (IV)		22,156.66	23,060.06
V. Profit before Tax (III - IV)		3,953.84	2,483.09
VI. Tax expense:	31		
1. Current tax		685.13	541.59
2. Deferred tax		477.53	(131.58)
3. Tax adjustments relating to earlier years		29.35	2.10
VII. Profit for the period (V - VI)		2,761.83	2,070.98
VIII. Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		(62.69)	(9.98)
(ii) Income tax related to items that will not be reclassified to profit or loss		18.26	(2.90)
		(44.43)	(12.88)

Statement of Profit and Loss for the year ended 31st March, 2020

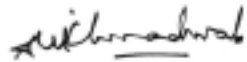
Amount (₹ in Lakhs)

Particulars	Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
IX. Total comprehensive income for the period (VII - VIII)		2,717.40	2,058.10
X. Earnings per equity share	32		
1. Basic		7.84	5.88
2. Diluted		7.84	5.88
Significant Accounting Policies	1		
See accompanying notes from 2 to 46 forming part of the 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
 Place: Mumbai
 Date: 20th June 2020



Ved Krishna
 Executive Vice Chairman
 DIN: 00182260
 Place: Ayodhya
 Date: 20th June 2020



Jignesh Shah
 Chief Financial Officer
 Place: Mumbai
 Date: 20th June 2020



Jagdeep Hira
 Managing Director & CEO
 DIN: 07639849
 Place: Ayodhya
 Date: 20th June 2020



Sachin Kumar Srivastava
 Company Secretary
 Place: Ayodhya
 Date: 20th June 2020

Statement of Changes in Equity for the year ended 31st March, 2020

A. Equity share capital

Amount (₹ in Lakhs)

Particulars	Amount
Balance as on 1st April, 2018	3,524.00
Additions during the year	-
Balance as on 31st March, 2019	3,524.00
Additions during the year	-
Balance as on 31st March, 2020	3,524.00

B. Other equity

Amount (₹ in Lakhs)

Particulars	Other Equity					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 1st April, 2019	37.32	1,172.15	550.00	4,128.86	(41.90)	5,846.43
Additions during the year	-	-	-	-	(44.43)	(44.43)
Profit for the year	-	-	-	2,761.83	-	2,761.83
Dividend Paid for the year ended 31st March, 2019 (Including Dividend Tax)	-	-	-	(424.84)	-	(424.84)
Balance as on 31st March, 2020	37.32	1,172.15	550.00	6,465.85	(86.33)	8,138.99

Statement of Changes in Equity for the year ended 31st March, 2020

Amount (₹ in Lakhs)

Particulars	Other Equity					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 1st April, 2018	37.32	1,172.15	550.00	2,057.88	(29.02)	3,788.33
Additions during the year	-	-	-	-	(12.88)	(12.88)
Profit for the year	-	-	-	2,070.98	-	2,070.98
Balance as on 31st March, 2019	37.32	1,172.15	550.00	4,128.86	(41.90)	5,846.43

Refer Note 15 for nature and purpose of reserves

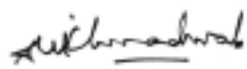
Significant Accounting Policies Refer note 1

See accompanying notes from 2 to 46 forming part of the 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
Place: Mumbai
Date: 20th June 2020



Ved Krishna
Executive Vice Chairman
DIN: 00182260
Place: Ayodhya
Date: 20th June 2020



Jignesh Shah
Chief Financial Officer
Place: Mumbai
Date: 20th June 2020



Jagdeep Hira
Managing Director & CEO
DIN: 07639849
Place: Ayodhya
Date: 20th June 2020



Sachin Kumar Srivastava
Company Secretary
Place: Ayodhya
Date: 20th June 2020

Statement of Cash Flows for the year ended 31st March, 2020

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	3,953.84	2,483.09
Adjustments for :		
Depreciation and amortization	975.95	870.46
Loss/ (profit) on sale of property, plant and equipment	3.88	14.84
Interest income	(137.23)	(82.47)
Finance cost	1,160.29	1,501.17
Remeasurement of net defined benefit plans	(62.69)	(9.97)
Net (gain) / loss on foreign exchange fluctuation	-	78.07
Net (gain)/ loss on investments measured at Fair Value through Profit and Loss	0.02	(0.07)
Operating profit before working capital changes	5,894.06	4,855.12
Changes in working capital:		
Adjustment for (increase)/decrease in operating assets		
(Increase)/ decrease in trade receivables	(224.07)	(79.56)
(Increase)/ decrease in inventories	1,473.39	203.73
(Increase)/ decrease in other financial assets	(11.57)	(64.06)
(Increase)/ decrease in other assets	160.10	437.94
Adjustment for increase/(decrease) in operating liabilities		
Increase/ (decrease) in trade payables	(464.94)	(403.43)
Increase/ (decrease) in other financial liabilities	184.74	44.41
Increase/ (decrease) in other liabilities	(1,036.85)	695.40
Increase/ (decrease) in provisions	115.83	0.45
Cash generated from operations	6,090.69	5,690.00
Income taxes refunded / (paid), net	(584.16)	(609.59)
Net cash generated from operating activities	5,506.54	5,080.41

Statement of Cash Flows for the year ended 31st March, 2020

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, intangible assets (including capital work in progress and capital advance)	(1,706.83)	(1,555.76)
Proceeds from sale of property, plant and equipment	7.83	18.51
Interest received	137.23	82.47
Other bank balances (margin money)	(51.24)	(87.39)
Net cash (used in) / generated from investing activities	(1,613.01)	(1,542.17)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/ (decrease) in long-term borrowings	(1,593.27)	(1,299.73)
Increase/ (decrease) in short-term borrowings	(699.61)	(665.86)
Issuance of equity shares	-	-
Premium on Security	-	-
Money received against warrant	-	-
Finance costs paid	(1,160.29)	(1,501.17)
Derivatives	-	(78.07)
Dividend Paid (including dividend tax) for the year ended 31st March, 2019	(424.84)	-
Net cash used in financing activities	(3,878.01)	(3,544.83)
INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	15.52	(6.59)
Cash and cash equivalents at the beginning of the year	13.15	19.74
Cash and cash equivalents at the end of the year (refer note 4(c))	28.67	13.15
Note:		
Reconciliation between cash and cash equivalents and cash and bank balances:		

Statement of Cash Flows for the year ended 31st March, 2020

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Cash and cash equivalents as per cash flow statement	28.67	13.15
Add: Margin money deposits not considered as cash and cash equivalents	378.80	327.56
Cash and bank balances	407.47	340.71

Notes to the statement of cash flows and disclosure of non cash transactions

1) 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.

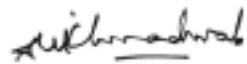
Significant Accounting Policies (Refer Note 1)

See accompanying notes from 2 to 46 forming part of the 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
Place: Mumbai
Date: 20th June 2020



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Date: 20th June 2020



Sachin Kumar Srivastava
Company Secretary
Place: Ayodhya
Date: 20th June 2020

Notes forming part of the Financial Statements for the year ended 31st March, 2020

Corporate Information

Yash Pakka Limited (Formerly known as “Yash Papers Limited”)(“YPL” or “the Company”) was founded in 1981. The Company is listed on BSE Limited. The Company is mainly engaged in the business of manufacture and dealing in Paper and Moulded products. The principal place of business of the Company is in Ayodhya, 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 “IndAS”) 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 as amended.

The financial statements provide comparative information in respect of the previous period.

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 20th June, 2020.

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.

1.1. 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 recognized in the financial statements are as below:

- Impairment of Financial Assets – Refer note 1.2.14;
- Impairment of Non-Financial Assets – Refer note 1.2.3;
- Estimates of useful lives and residual value of Property, Plant and Equipment and Intangible assets– Refer note 1.2.1 and 1.2.2;
- Valuation of Inventories – Refer note 1.2.5;
- Measurement of Defined Benefit Obligations and actuarial assumptions – Refer note 1.2.7;

- Provisions and Contingencies – Refer note 1.2.11;
- Estimation of current tax expense and tax payable – Refer note 1.2.17.

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

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 realization 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.

1.2. Statement of Significant Accounting Policies

1.2.1. 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.

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 derecognized 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 derecognized.

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.

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.

1.2.2. Intangible Assets

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

Amortization

The above is amortized over a period of 5 years on Straight Line Basis.

1.2.3. 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.

1.2.4. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

(A) Lease Liability

At the commencement date, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using incremental borrowing rate.

(B) Right-of-use assets

Initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

Subsequent measurement

(A) Lease Liability

Company measure the lease liability by (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

(B) Right-of-use assets

Subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the underlying asset.

Short term lease:

Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the company elected to apply short term lease, the lessee shall recognise the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis. The lessee shall apply another systematic basis if that basis is more representative of the pattern of the lessee's benefit.

As a lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfers substantially all the risks and rewards of ownership to the lessee, the contract is

classified as a finance lease. All other leases are classified as operating leases.

Lease income is recognised in the statement of profit and loss on straight line basis over the lease term.

Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116, effective annual reporting period beginning 1st April, 2019 and applied the standard prospectively to its leases.

1.2.5. 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 realizable value is the estimated selling price in the ordinary course of business.

Inventories other than Scrap are valued at lower of cost and net realized value.

1.2.6. Revenue Recognition

In accordance with Ind AS 115, Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company assesses promises in the contract that are separate

performance obligations to which a portion of transaction price is allocated.

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

Revenue is measured based on the transaction price as specified in the contract with the customer. In determining the transaction price, the Company considers below, if any:

(i) Variable consideration

This includes bonus, incentives, discounts etc. It is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved. It is reassessed at end of each reporting period.

(ii) Contract modifications

These are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the goods or services added to the existing contract are distinct and whether the pricing is at the standalone selling price. Goods or services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if additional goods or services are priced at the standalone selling price, or as a termination of existing contract and creation of a new contract if not priced at the standalone selling price.

Sale of Goods

Customers obtain control of the goods when the goods are delivered to and have been accepted at their premises. Invoices are generated at that point in time. Invoices are usually payable within 21-

30 days. Sale of goods are net of returns, allowances, trade discounts, cash discounts and volume rebates. Export sales are recognized on the issuance of Bill of Lading/ Airway bill by the carrier.

Income from Export incentives

Income from export incentives such as duty drawback are recorded on accrual basis in accordance with the terms of the respective schemes. Policy for other export benefits is as stated in Note 1. 2.10 below.

Dividend income

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

Interest income

Interest income is recognized using the effective interest rate (EIR) method.

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.

1.2.7. 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 recognized 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.

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 recognized 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 recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit and loss.

Past service cost is recognized as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognized, 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 recognized 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.

1.2.8. Expenditure on Research and Development

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

1.2.9. 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 for-

ign currencies are translated at exchange rates prevailing on the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized 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.

1.2.10. 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 PPE 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.

The export incentives received by the Company such as duty draw back, Merchandise Export from India Scheme (MEIS) and Export Promotions on Capital Goods (EPCG) scheme are treated as government grants.

1.2.11. Provisions, Contingent Liabilities and Contingent Assets

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 recognized but disclosed when the inflow of economic benefits is probable. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognized as an asset.

1.2.12. 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, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized 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

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

1.2.13. Financial Assets

Initial recognition and measurement

All financial assets are recognized 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 recognized 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 amortized cost, fair value through other comprehensive income or fair value through profit and loss.

Debt instruments at amortized cost

Debt instruments such as trade and other receivables, security deposits and loans given are measured at the amortized 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 amortized cost using the effective interest rate (EIR) method. Amortized 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 amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss.

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

A 'debt instrument' is classified as at the FVOCI 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 FVOCI 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 FVOCI, is classified as at FVTPL.

After initial measurement, any fair value changes including any interest income, foreign exchange gain and losses, impairment losses and other net gains and losses are recognized 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 FVOCI 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 assets) is primarily derecognized (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 recognized 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 recognized and accumulated in OCI are not reclassified to profit or loss on de-recognition.

1.2.14. 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:

- a) Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

- b) Financial assets measured at fair value through other comprehensive income.

In case of other assets (listed as a) 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.

1.2.15. Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognized 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 recognized in the statement of profit or loss.

Financial Liabilities at amortized cost

Financial liabilities classified and measured at amortized 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 amortized cost using the Effective interest rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized 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 amortization is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognized 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 recognized 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 recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any differences between the proceeds (net of transaction costs) and the redemption amount is recognized in Profit or loss over the period of the borrowing using the effective interest method. Fees paid on the establishment of loan facilities are recognized 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 non-cash asset transferred or liabilities assumed, is recognized 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.

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 recognized amounts and there is an intention to settle on a net basis, to realize 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.

1.2.16. Borrowing Cost

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

1.2.17. 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 recognized on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases

used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognized 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 utilized. 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 recognized in reserves are recognized in reserves and not in the Statement of Profit and Loss.

Unused tax credit

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 recognized as a deferred tax asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

1.2.18. 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.

1.2.19. 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.

1.2.20. 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.

1.2.21. 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.

1.2.22. Dividend

Final dividend on shares is recorded as a liability on the date of approval by the shareholders and Interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

Notes forming part of the financial statements for the year ended 31st March, 2020

2. Property, plant and equipment

Amount (₹ in Lakhs)

Particulars	Freehold lands	Leasehold land	Factory buildings	Non-Factory buildings	Plant and equipment's	Furniture and fixtures	Vehicles	Office equipment's	Electrical installation and fittings	Total
Gross carrying value										
As at 1st April, 2019	278.53	181.25	2,649.94	404.91	14,229.89	28.45	135.84	83.67	845.43	18,837.91
Additions	-	-	27.87	-	789.82	6.65	45.76	20.72	31.24	922.06
Deletions	-	-	-	-	0.38	-	17.78	1.44	0.21	19.81
As at 31st March, 2020	278.53	181.25	2,677.81	404.91	15,019.33	35.10	163.82	102.95	876.46	19,740.16
Accumulated Depreciation										
As at 1st April, 2019	-	12.01	234.37	10.79	1,506.13	8.55	24.50	44.04	276.77	2,117.16
Additions	-	2.27	167.42	7.01	672.38	3.84	18.48	17.39	64.03	952.82
Deletions	-	-	-	-	0.25	-	7.45	0.28	0.12	8.10
As at 31st March, 2020	-	14.28	401.79	17.80	2,178.26	12.39	35.53	61.15	340.68	3,061.88
Net Carrying amount										
As at 1st April, 2019	278.53	169.24	2,415.57	394.12	12,723.76	19.90	111.34	39.63	568.66	16,720.75
As at 31st March, 2020	278.53	166.97	2,276.03	387.11	12,841.07	22.71	128.30	41.80	535.78	16,678.28

2. Property, plant and equipment

Amount (₹ in Lakhs)

Particulars	Freehold lands	Leasehold land	Factory buildings	Non-Factory buildings	Plant and equipment's	Furniture and fixtures	Vehicles	Office equipment's	Electrical installation and fittings	Total
As at 1st April, 2018	278.53	181.25	2,522.41	176.57	13,343.08	25.64	75.72	73.01	760.95	17,437.16
Additions	-	-	127.53	228.34	906.63	2.81	87.60	10.66	84.48	1,448.05
Deletions	-	-	-	-	19.82	-	27.48	-	-	47.30
Reclassifications	-	-	-	-	-	-	-	-	-	-
As at 31st March, 2019	278.53	181.25	2,649.94	404.91	14,229.89	28.45	135.84	83.67	845.43	18,837.91
Accumulated Depreciation										
As at 1st April, 2018	-	5.72	135.26	7.36	860.03	5.10	20.69	28.41	218.07	1,280.64
Additions	-	6.29	99.11	3.43	649.20	3.45	14.67	15.63	58.70	850.48

Notes forming part of the financial statements for the year ended 31st March, 2020

Amount (₹ in Lakhs)

Particulars	Freehold lands	Leasehold land	Factory buildings	Non-Factory buildings	Plant and equipment's	Furniture and fixtures	Vehicles	Office equipment's	Electrical installation and fittings	Total
Deletions	-	-	-	-	3.10	-	10.86	-	-	13.96
As at 31st March, 2019	-	12.01	234.37	10.79	1506.13	8.55	24.5	44.04	276.77	2,117.16
Net Carrying amount										
As at 1st April, 2018	278.53	175.53	2,387.15	169.21	12,483.05	20.54	55.03	44.60	542.88	16,156.52
As at 31st March, 2019	278.53	169.24	2,415.57	394.12	12,723.76	19.90	111.34	39.63	568.66	16,720.75

(i) Leased Assets

The lease term in respect of assets acquired under finance leases expires within 61-74 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. (Refer Note 16)

(iii) Impairment

The Company has assessed recoverable amount of its property, plant and equipment by estimating its value in use. Based on the aforementioned assessment it has been concluded that the recoverable amount is higher than the respective carrying amount.

3. Capital work in progress

Amount (₹ in Lakhs)

Particulars	Amount
Gross carrying value	
As at 1st April, 2019	10.76
Additions	462.05
Transfers	(10.76)
As at 31st March, 2020	462.05
Net Carrying amount	
As at 1st April, 2019	10.76
As at 31st March, 2020	462.05

Notes forming part of the financial statements for the year ended 31st March, 2020

Amount (₹ in Lakhs)

Particulars	Amount
As at 1st April, 2018	190.26
Additions	10.76
Transfers	(190.26)
Ind AS adjustments	-
As at 31st March, 2019	10.76
Net Carrying amount	
As at 1st April, 2018	190.26
As at 31st March, 2019	10.76
4. Other intangible assets	Amount (₹ in Lakhs)
Particulars	Amount
Gross carrying value	
As at 1st April, 2019	108.96
Additions	0.20
Deletions	-
As at 31st March, 2020	109.16
Amortisation	
As at 1st April, 2019	47.99
Additions	23.13
Deletions	-
As at 31st March, 2020	71.12
Net Carrying amount	
As at 1st April, 2019	60.97
As at 31st March, 2020	38.04

Notes forming part of the financial statements for the year ended 31st March, 2020

Amount (₹ in Lakhs)

Particulars	Amount
Gross carrying value	
As at 1st April, 2018	82.52
Additions	26.44
Deletions	-
As at 31st March, 2019	108.96
Amortisation	
As at 1st April, 2018	28.01
Additions	19.98
Deletions	-
As at 31st March, 2019	47.99
Net Carrying amount	
As at 1st April, 2018	54.51
As at 31st March, 2019	60.97

5. Investments

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Investments at fair value through profit and loss		
Investment in equity shares (quoted, fully-paid up)		
500 (P.Y.: 500) equity shares of ₹ 2/- each of AMJ Land Holdings Limited	0.08	0.09
100 (P.Y.: 100) equity shares of ₹10/- each of Rana Mohendra Papers Limited	0.00	0.00
100 (P.Y.: 100) equity shares of ₹10/- each of Mukerian Papers Limited	0.01	0.01
25 (P.Y.: 25) equity shares of ₹10/- each of Shree Rama Newsprint & Papers Limited	0.01	0.02
Total	0.10	0.12
Aggregate amount of quoted investments and market value thereof	0.10	0.12
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in value of investments	-	-

Notes forming part of the financial statements for the year ended 31st March, 2020

6. Other non current assets

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Capital Advance (Refer note 42)	102.43	224.07
Security Deposits	-	0.12
Deferred Revenue from EPCG licenses	78.06	98.88
Others (Refer note 41)	37.31	57.87
Total	217.80	380.94

7. Inventories

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
At lower of cost and net realizable value		
Raw Materials	2,878.22	4,131.30
Work in Progress	39.40	44.83
Finished Goods	986.11	943.69
Traded goods	7.17	5.98
Pulp	27.08	4.60
Store and Spares	1,660.75	1,928.66
Scrap	6.51	19.57
Total	5,605.24	7,078.63

(i) The mode of valuation of inventory has been stated in Note 1.2.5

(ii) Inventories have been pledged as security for borrowings (Refer note 16)

(iii) There has been no write down of inventories during the year.

Notes forming part of the financial statements for the year ended 31st March, 2020

8. Trade receivables

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Considered good - secured	-	-
Considered good - unsecured*	1,696.55	1,457.46
With significant increase in credit risk	131.96	131.96
Credit impaired	-	-
Less: Loss allowance	(54.63)	(39.61)
Total	1,773.88	1,549.81

* includes ₹463.59 lakhs (P.Y. ₹409.01 lakhs) receivable from related parties. (Refer note 34).

8.1 Following are the details for the trade receivables whose credit risk has been assessed individually

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Assessed credit risk on an individual basis	131.96	131.96
Less: Loss allowance on above	(37.82)	(26.54)
Total	94.14	105.42

8.2 The average credit period for collection is 21 - 30 days.
Refer Note 35 (a) & (b) for information about credit risk and market risk of trade receivables.

9. Cash and cash equivalents

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Balances with banks in current accounts	0.55	1.28
Cash in hand	28.12	11.87
Total	28.67	13.15

10. Bank balances other than cash and cash equivalents

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Unpaid dividend account	7.07	-
Margin money deposits (restricted, held as lien against bank guarantees)	371.73	327.56
Total	378.80	327.56

11. Other financial assets - current

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Interest accrued but not due*	5.36	12.64
Export incentives receivable	148.79	138.62
MEIS licenses in hand	15.13	6.45
Total	169.28	157.71

12. Current tax assets (net)

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Advance tax paid (net of provision)	-	85.95
Total	-	85.95

13. Other current assets

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Advances to vendors	139.12	82.11
Indirect Taxes recoverable	263.91	45.79
Others (Refer note 44)	147.11	540.84
Total	550.14	668.74

14. Equity share capital

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Authorised equity share capital		
Equity shares		
5,60,00,000 (P.Y. : 5,60,00,000) Equity shares of ₹10/- each	5,600.00	5,600.00
Preference shares		
4,00,00,000 (P.Y. : 4,00,00,000) Equity shares of ₹100/- each	400.00	400.00
Total	6,000.00	6,000.00
Issued, subscribed and fully paid up		
Equity shares		
3,52,40,000 (P.Y. : 3,52,40,000) Equity shares of ₹10/- each	3,524.00	3,524.00

Notes forming part of the financial statements for the year ended 31st March, 2020

(i) Movements in equity share capital

Particulars	Amount (₹ in Lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
	No. of shares	No. of shares
Opening Balance	3,52,40,000	3,52,40,000
Issued during the year	-	-
Closing Balance	3,52,40,000	3,52,40,000

(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 dividend 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:

Particulars	Amount (₹ in Lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
	No. of shares	No. of shares
Mr. Ved Krishna	1,10,09,950	1,10,09,950
% of Share	31.24%	31.24%
Satori Global Limited	33,34,500	33,34,500
% of Share	9.46%	9.46%

(iv) For the period of 5 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 the contracts without payments being revised in cash
- (b) No bonus shares have been allotted
- (c) No shares have been bought back

Notes forming part of the financial statements for the year ended 31st March, 2020

15. Other equity

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Capital Reserve	37.32	37.32
Securities Premium	1,172.15	1,172.15
General Reserve	550.00	550.00
Retained Earnings	6,465.85	4,128.86
Other Comprehensive Income	(86.33)	(41.90)
Total	8,138.99	5,846.43

15.1 The movement in other equity

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Capital Reserve		
Balance at the beginning of the year	37.32	37.32
Add: transferred during the year	-	-
Balance at the end of the year	37.32	37.32
Securities Premium		
Balance at the beginning of the year	1172.15	1172.15
Add: transferred during the year	-	-
Balance at the end of the year	1172.15	1172.15
General Reserve		
Balance at the beginning of the year	550.00	550.00
Add: transferred during the year	-	-
Balance at the end of the year	550.00	550.00
Retained Earnings		
Balance at the beginning of the year	4,128.86	2,057.88
Add: Profit for the year	2,761.83	2,070.98
Less: Dividend paid	352.40	-
Less: Dividend Tax paid	72.44	-
Balance at the end of the year	6,465.85	4,128.86

Notes forming part of the financial statements for the year ended 31st March, 2020

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Other Comprehensive Income		
Balance at the beginning of the year	(41.90)	(29.02)
Add: Profit for the year	(44.43)	(12.88)
Balance at the end of the year	(86.33)	(41.90)

15.2 Nature and Purpose of Reserves

Capital Reserve: Capital reserve includes the amount retained towards the forfeiture of equity and preferential warrants. This reserve will be utilized in accordance with the provisions of the Act.

Securities Premium: Securities premium reserve is on account of premium on issue of shares. This reserve will be utilized in accordance with the provisions of the Act

General Reserve: It has been created out of profits of earlier years.

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: This includes actuarial gains/ (losses) on employee benefit obligations.

15.3. Proposed Dividend on equity shares not recognised

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Final Dividend for the year ended Re. 1 per share (P.Y. Re. 1)	352.40	352.40
Dividend distribution tax on above	-	72.44
Total	352.40	424.84
The above is subject to approval by shareholders at the ensuing annual general meeting of the Company.		

16. Borrowings

(A) Long term borrowings

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Secured		
Term loans from banks	3,747.47	5,366.47
Unsecured		
From related parties (Refer note 34)	524.69	498.96
Total	4,272.16	5,865.43

Notes forming part of the financial statements for the year ended 31st March, 2020

(B) Short term borrowings

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Secured		
Working capital loans from banks	3,819.54	4,519.15
Total	3,819.54	4,519.15

16.1. Repayment terms:

- Secured rupee term loans from banks: Structured Quarterly Installments.
- Loan from Pradeshiya Industrial & Investment Corporation of UP Limited (PICUP): Bullet repayment at the end of tenure of loan
- Loan from related parties: Repayable after bank secured term loan is repaid
- Scheduled repayments: Contractual repayments in case of loans from banks:

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Within one year	5,487.85	5,996.88
Between one to five years*	3,404.23	4,147.20
Over five years*	1,290.54	2,221.26

*The above excludes Ind AS adjustments

e) Interest rates: Loans availed from banks carry interest rate ranging from 10.15% to 11.75%.

Refer note 35(b) (II) & (III) on Interest rate risk and Liquidity Risk respectively.

f) Security details:-

"Term Loans from Banks are secured by

i. First pari-passu charge by hypothecation of all Immovable Properties and property, plant and equipment both present and future of the company. [including equitable mortgage of land property & building]

ii. Second pari passu charge on entire current assets (present and future) of the company with 2nd charge over entire property, plant and equipment [present and future] of the company ceded to working capital bankers/ lenders (Including Letters of Credit / Letters of Guarantees).

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 favour of the lenders.

Notes forming part of the financial statements for the year ended 31st March, 2020

17. Deferred tax liabilities (net)

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Tax effect of items constituting deferred tax liability		
On difference between book balance and tax balance of PPE	2,254.50	2,136.21
Tax effect of items constituting deferred tax liability	2,254.50	2,136.21
Tax effect of items constituting deferred tax assets		
Provision on employee benefits	101.52	67.79
Carried forward depreciation and business loss	-	(16.99)
Unused tax credit (MAT)	1,043.57	1,368.45
Interest to bank	97.49	160.98
Others	26.86	30.20
Tax effect of items constituting deferred tax assets	1,269.44	1,610.43
Total	985.06	525.78

18. Other non current liabilities

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Deferred Revenue:		
Capital Subsidy	40.00	44.00
Government loan under PICUP scheme (Refer note 16.1.b)	277.76	327.61
EPCG obligation	1,032.75	993.79
Total	1,350.51	1,365.40

19. Trade Payables

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Trade payables:		
- Dues to micro and small enterprises (Refer note below)	254.64	276.34
- Other than micro and small enterprises	592.59	1,035.83
Total	847.23	1,312.17

Notes forming part of the financial statements for the year ended 31st March, 2020

19.1 Disclosure under Section 22 of Micro, Small and Medium enterprises development (MSMED Act, 2006)

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Principal amount due and remaining unpaid	254.64	276.34
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	-	-

The above is based on the intimation received from its vendors regarding the status under Micro, Small and Medium enterprises development (MSMED Act, 2006), except as stated above. The above information is based on the information complied by the Company and relied upon by the auditors.

20. Other financial liabilities

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Current maturities of long term borrowings	1,668.31	1,477.73
Interest accrued but not due on borrowings*	29.35	28.35
Security deposits from customers	270.25	277.09
Total	1,967.91	1,783.17

*Includes Interest payable to related party ₹4.73 lakhs (P.Y 28.35) is paid at 10% p.a. Refer note 34.

Notes forming part of the financial statements for the year ended 31st March, 2020

21. Other current liabilities

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Current maturities on deferred revenue on capital subsidy	4.00	4.00
Advance from customers	170.26	1,317.07
Statutory liabilities	133.38	52.99
Payable on capital goods (Refer note 44)	74.48	529.40
Unpaid Dividend FY 18-19	7.07	-
Taxes paid (Net of taxes paid in advance)	44.37	-
Others	214.69	177.30
Total	648.25	2,080.76

22. Provisions

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Provision for Gratuity	58.87	3.44
Provision for Leave Encashment	70.31	49.70
Provision for Bonus	219.45	179.66
Total	348.63	232.80

Notes forming part of the financial statements for the year ended 31st March, 2020

23. Revenue from operations

Particulars	Amount (₹ in Lakhs)	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Sale of Products		
Paper		
Within India	18,881.67	19,241.67
Outside India	4,432.78	4,112.44
Moulded Products		
Within India*	1,814.93	1,628.85
Outside India	109.30	42.62
Total	25,238.68	25,025.59

*Refer note 34 for Related Party Transactions

24. Other income

Particulars	Amount (₹ in Lakhs)	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Interest received on fixed deposit and others	137.23	82.47
Export incentives*	179.36	316.19
Balances written back	446.40	-
Investment measured at FVTPL	-	0.07
Profit on sale of property, plant and equipment	1.44	0.28
Excess provision for expenses written back	5.00	-
Net loss on foreign currency translations	-	20.63
Miscellaneous income	102.39	97.92
Total	871.82	517.56

* ₹Nil (P.Y. ₹111.80 lakhs) has been received against the fulfillment of export obligation under EPCG scheme.

Notes forming part of the financial statements for the year ended 31st March, 2020

25. Cost of materials consumed

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Raw material consumed	6,301.74	6,764.02
Chemicals consumed	2,212.29	2,382.14
Stores & spares consumed	1,127.14	1,285.85
Packing materials consumed	533.84	548.40
Total	10,175.01	10,980.41

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

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Opening Stock		
Finished Goods	943.69	1,041.37
Pulp	4.60	5.62
Work in Progress	44.83	92.61
Total Opening Stock	993.12	1,139.60
Closing Stock		
Finished Goods	986.11	943.69
Pulp	27.08	4.60
Work in Progress	39.40	44.83
Total Closing Stock	1,052.59	993.12
Total	(59.47)	146.48

Notes forming part of the financial statements for the year ended 31st March, 2020

27. Employee benefit expenses

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Salary, wages and bonus*	2,121.81	1,875.36
Directors remuneration*	264.09	282.22
Contribution to provident and other funds	115.45	87.45
Defined benefit plan expenses	37.74	32.76
Workmen and staff welfare expenses	127.97	141.30
Total	2,667.06	2,419.09

* Refer note 34 for payments made to related parties

28. Finance costs

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Interest on		
- Term loan	674.63	939.60
- Others	485.66	561.57
Net loss/ on foreign currency translation and transactions	-	78.07
Bank and documentation charges	101.11	103.07
Total	1,261.40	1,682.31

29. Depreciation and amortisation expense

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Depreciation on property, plant and equipment	952.82	850.48
Amortisation on intangible assets	23.13	19.98
Total	975.95	870.46

Notes forming part of the financial statements for the year ended 31st March, 2020

30. Other expenses

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Operating Expenses		
Power and Fuel	4,162.87	4,467.12
Effluent Treatment Expenses	89.13	57.74
Repairs and Maintenance		
- Building	31.20	24.43
- Machinery	376.62	319.24
- Others	320.56	337.31
Freight, Handling and Other Sales and Distribution expenses	711.60	711.17
Commission on sales	172.84	196.52
Others		
Rent	20.07	17.27
Insurance	45.47	34.73
Travelling and Conveyance	273.15	272.13
Legal and Professional Charges	190.99	203.43
Auditor's Remuneration (refer note below)	7.75	6.55
Subscription and Donation	87.93	70.43
Amortisation of deferred income on EPCG license	20.82	26.02
Research and development expenses	23.19	39.50
Printing and Stationery	29.74	24.41
Communication cost	21.83	32.63
Advertisement and Publicity	5.73	12.46
Loss on Assets discarded/scrapped	5.32	15.11
Loss on sale of export incentives	2.77	2.27
Exchange Fluctuation (net)	10.54	-
Fair valuation of investments	0.02	-

Notes forming part of the financial statements for the year ended 31st March, 2020

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Provision for impairment of non financial assets	15.97	5.00
Irrecoverable trade receivables and other becomes	397.25	-
Provision on doubtful receivables and others	15.02	5.76
Miscellaneous Expenses	95.08	67.88
Total	7,133.46	6,949.11

Note

Amount (₹ in Lakhs)

Auditors Remuneration Comprises:	For the year ended 31st March, 2020	For the year ended 31st March, 2019
As Auditors	4.75	3.75
For Limited Review	3.00	2.25
For certification	-	0.55
Total	7.75	6.55

31. Tax Expenses

(a) Amounts recognized in profit and loss

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Current tax expense		
Current year	685.13	541.59
Changes in estimates relating to prior years	29.35	2.10
Total	714.48	543.69
Deferred tax expense		
Origination and reversal of temporary differences	477.53	(131.58)
Total	477.53	(131.58)
Tax expense recognized in the income statement	1,192.01	412.11

Notes forming part of the financial statements for the year ended 31st March, 2020

(b) Amounts recognized in other comprehensive income

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020			For the year ended 31st March, 2019		
	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	(62.69)	18.26	(44.43)	(9.98)	(2.90)	(12.88)
	(62.69)	18.26	(44.43)	(9.98)	(2.90)	(12.88)

(c) Reconciliation of effective tax rate

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
	%	Amount	%	Amount
Profit before tax		3,953.84		2,483.09
Tax using the Company's domestic tax rate	21.54%	851.66	21.54%	534.86
Tax effect of:				
Deferred tax	11.62%	459.27	(5.30%)	(131.58)
Due to permanent differences	(1.56%)	(61.70)	0.00%	-
Adjustment of 43B assets pertaining to previous year	(2.11%)	(83.42)	5.42%	134.60
Others	0.20%	7.94	0.36%	8.83
Effective income tax rate	29.69%	1,173.75	22.02%	546.71

"The applicable tax rate for the Company for the year ended 31st March, 2020 was 29.12% (Previous Year: 29.12%). The Company pays tax as per the provisions of MAT and therefore the applicable tax rate is 21.54% (Previous Year: 21.54%). The tax rate has been reduced to 22% from September 2019. However the Company has decided to continue with the old rates on account of unabsorbed depreciation and unutilised MAT credit."

Notes forming part of the financial statements for the year ended 31st March, 2020

(d) Movement in deferred tax

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020					
	Net balance 1st April, 2019	Recognized in profit or loss	Recognized in OCI	Net	Deferred tax asset	Deferred tax liability
Deferred tax (Asset)/Liabilities						
On difference between book balance and tax balance of PPE	2,136.21	118.29	-	2,254.50	-	2,254.50
Provision on employee benefits	(67.79)	(51.99)	18.26	(101.52)	101.52	-
unabsorbed business losses and depreciation	16.99	(16.99)	-	0.00	-	-
Unused tax credits	(1,368.45)	324.88	-	(1,043.57)	1,043.57	-
Interest to bank	(160.98)	63.49	-	(97.49)	97.49	-
Others	(30.20)	3.34	-	(26.86)	26.86	-
Tax assets (Liabilities) (Net)	525.78	441.03	18.26	985.06	1,269.44	2,254.50

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2019					
	Net balance 1st April, 2019	Recognized in profit or loss	Recognized in OCI	Net	Deferred tax asset	Deferred tax liability
Deferred tax (Asset)/Liabilities						
On difference between book balance and tax balance of PPE	1,786.12	350.08	-	2,136.21	-	2,136.21
Provision on employee benefits	(28.93)	(35.95)	(2.90)	(67.78)	67.79	-
unabsorbed business losses and depreciation	(348.73)	365.72		16.99	(16.99)	-
Unused tax credits	(824.27)	(544.18)		(1,368.45)	1,368.45	-
Interest to bank	66.38	(227.36)		(160.98)	160.98	-
Others	3.89	(34.09)	-	(30.20)	30.20	-
Tax assets (Liabilities) (Net)	654.46	(125.78)	(2.90)	525.78	1,610.43	2,136.21

Notes forming part of the financial statements for the year ended 31st March, 2020

(e) Deferred tax Asset Created on Unused Business losses

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020					
	Net balance 1st April, 2019	Recognized in profit or loss	Recognized in OCI	Net	Deferred tax asset	Deferred tax liability
Carried forward depreciation and business loss	(16.99)	(16.99)	-	(33.98)	33.98	-

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2019					
	Net balance 1st April, 2018	Recognized in profit or loss	Recognized in OCI	Net	Deferred tax asset	Deferred tax liability
Carried forward depreciation and business loss	(348.73)	365.72	-	16.99	16.99	-

32. Earnings per share

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Profit for the year	2,761.83	2,070.98
Equity shares at the beginning of the year (nos.)	3,52,40,000	3,52,40,000
Equity shares issued during the year	-	-
Equity shares at the end of the year (nos.)	3,52,40,000	3,52,40,000
Weighted average equity shares for the purpose of calculating basic earnings per share (nos.)	3,52,40,000	3,52,40,000
Weighted average equity shares for the purpose of calculating diluted earnings per share (nos.)	3,52,40,000	3,52,40,000
Earnings per share-basic (face value of ₹10/- each) (₹)	7.84	5.88
Earnings per share-diluted (face value of ₹10/- each) (₹)	7.84	5.88

Notes forming part of the financial statements for the year ended 31st March, 2020

33. Employee Benefit Disclosures

I. Defined Contribution plan

The Company makes contributions towards provident fund to defined contribution retirement plan for the qualifying employee. The Provident fund contributions are made to Government administered employees' provident fund. Both the employees and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employees salary.

The Company has recognized the following amounts in the Statement of Profit and Loss during the year under 'Contribution to staff provident and other funds' (Refer note 27)

Particulars	Amount (₹ in Lakhs)	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Employer's contribution to Provident Fund	85.77	75.90
Total	85.77	75.90

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 31st March, 2020 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 net defined benefit (asset)/ liability

Particulars	Amount (₹ in Lakhs)	
	Gratuity (funded)	
	31-Mar-20	31-Mar-19
Defined obligations at the beginning of the year	342.84	285.97
Current service cost	37.47	29.63
Interest cost	26.06	22.02
Past service costs		
Benefits paid	(58.39)	(6.22)
Actuarial (gain)/loss		
- change in demographic assumptions	(0.24)	-
- change in financial assumptions	36.18	2.76
- experience variance	23.65	8.68
Defined benefit obligation as at end of the year	407.57	342.84

Notes forming part of the financial statements for the year ended 31st March, 2020

(B) Movements in the fair value of plan assets

Amount (₹ in Lakhs)

Particulars	Gratuity (funded)	
	31-Mar-20	31-Mar-19
Fair value at beginning of the year	339.40	245.27
Investment income	25.79	18.89
Return on plan assets	(3.11)	1.46
Actual return on plan assets	-	-
Actuarial gain/(loss) on plan assets	-	-
Contributions by the employer	45.00	80.00
Other adjustments	-	-
Benefits paid	(58.39)	(6.22)
Fair value of plan assets as at end of the year	348.70	339.40

(C) Amount recognized in the balance sheet

Amount (₹ in Lakhs)

Particulars	Gratuity (funded)	
	31-Mar-20	31-Mar-19
Present value of defined benefit obligation as at end of the year	407.57	342.84
Fair value of plan assets as at end of the year	348.70	339.40
As at year end	(58.87)	(3.44)

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

Amount (₹ in Lakhs)

Particulars	Gratuity (funded)	
	31-Mar-20	31-Mar-19
Current service cost	37.48	29.63
Past service cost	-	-
Net interest income/ (cost) on the net defined benefit liability (Asset)	0.26	3.13
Total	37.74	32.76

Notes forming part of the financial statements for the year ended 31st March, 2020

(E) Amounts recognized in other comprehensive income

Amount (₹ in Lakhs)

Particulars	Gratuity (funded)	
	31-Mar-20	31-Mar-19
Actuarial (gains) / losses due to :		
- change in demographic assumptions	(0.24)	-
- change in financial assumptions	36.18	2.76
- experience variance	23.65	8.68
Return on plan assets	3.11	(1.46)
Total	62.69	9.98

(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-Mar-20	31-Mar-19
Administered by Life Insurance Corporation of India *	100%	100%
Government of India Securities	0%	0%
State Government securities	0%	0%
Special Deposit Scheme	0%	0%

*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

Amount (₹ in Lakhs)

Particulars	Gratuity (funded)	
	31-Mar-20	31-Mar-19
DBO On base assumptions		
A. Discount Rate (- / + 1%)		
Discount Rate Increase	371.39	317.00
1. Effect due to 1% increase in discount rate	-8.88%	-7.54%
Discount Rate Decrease	450.11	372.95
2. Effect due to 1% decrease in discount rate	10.44%	8.78%

Notes forming part of the financial statements for the year ended 31st March, 2020

Amount (₹ in Lakhs)

Particulars	Gratuity (funded)	
	31-Mar-20	31-Mar-19
B. Salary Growth Rate		
Salary Growth Rate Increase	448.50	372.21
1. Effect due to 1% increase in discount rate	10.04%	8.57%
Salary Growth Rate Decrease	371.69	317.10
2. Effect due to 1% decrease in discount rate	-8.80%	-7.51%
C. Attrition Rate		
Attrition Rate Increase	412.95	349.26
1. Effect due to 50% increase in discount rate	1.32%	1.87%
Attrition Rate Decrease	401.44	335.59
2. Effect due to 50% decrease in discount rate	-1.50%	-2.12%
D. Mortality Rate		
Mortality Rate Increase	408.52	344.00
1. Effect due to 10% increase in discount rate	0.23%	0.34%
Mortality Rate Decrease	406.60	341.66
2. Effect due to 10% decrease in discount rate	-0.24%	-0.34%

(H) The expected future cash flows as at 31st March, 2020 were as follows:

Amount (₹ in Lakhs)

Summary of Assets and Liabilities	Amount (₹ In lakhs)
2015-16	(40.28)
2016-17	(66.79)
2017-18	(40.70)
2018-19	(3.44)
2019-20	(58.87)

Notes forming part of the financial statements for the year ended 31st March, 2020

Amount (₹ in Lakhs)

(I) Expected Cash flows over the next	Amount (₹ In lakhs)
1 year	37.96
2 to 5 years	125.31
6 to 10 years	162.47
More than 10 years	574.37

(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

Amount (₹ in Lakhs)

Particulars	Gratuity (funded)	
	31-Mar-20	31-Mar-19
Discount rate (per annum)	6.60%	7.60%
Withdrawal rate	2.00%	2.00%
Rate of increase in compensation	5.00%	5.00%

ii) Mortality rates considered are as per the published rates in the India Assured Lives Mortality 2012-14 (Previous year: India Assured Lives Mortality (2006-08) (Modified) ULT.) 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 2019 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 during the financial year 2019-20 amounts to ₹20 lakhs (PY ₹80 lakhs).

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.

Notes forming part of the financial statements for the year ended 31st March, 2020

34. Related party relationships, transactions and balances:

a) Name of Related Parties and nature of relationship

I. Key Managerial Personnel and relatives

1. Executive Directors

(a) Mr. Ved Krishna

Executive Vice Chairman

(b) Mr. Jagdeep Hira

Managing Director and Chief Executive Officer

(c) Mr. Narendra Kumar Agrawal

Director Works

2. Non - Executive Directors

(a) Ms. Kimberly Ann McArthur

Director

(b) Ms. Manjula Jhunhunwala

Director

(c) Mr. Kaikobad Dorab Pudumjee (Upto 20.09.2019)

Independent Director

(d) Mr. Pradeep Vasant Dhobale

Independent Director

(e) Dr. Indroneel Banerjee

Independent Director

(f) Mr. Gyanendra Nath Gupta (Upto 20.09.2019)

Independent Director

(g) Mr. Jaideep Narain Mathur (Upto 14.02.2020)

Independent Director

(h) Mr. Atul Kumar Gupta

Independent Director

(i) Mr. Imanul Haque

Independent Director

(j) Srinivas Vishnubhatla

Independent Director

(k) Basant Kumar Khaitan

Independent Director

3. Other Key Management Personnel

(a) Mr. Anil Kumar Gupta (Up to 05.02.2019)

Chief Financial Officer

(b) Mr U U V Ravikanth (from 05.02.2019 to 25.07.2019)

Chief Financial Officer

(c) Mrs. Neetika Suryawanshi (From 10.08.2019 to 06.02.2020)

Chief Financial Officer

(d) Mr. Manoj Kumar Maurya (From 07.02.2020 to 09.06.2020)

Chief Financial Officer

(e) Mr. Sachin Kumar Srivastava

Company Secretary

Notes forming part of the financial statements for the year ended 31st March, 2020

II. Enterprise over which the Key Managerial Personnel have significant influence with whom transactions have taken place during the year

- (a) Yash Agro Products Limited
- (b) Yash Compostables Limited
- (c) Satori Global Limited
- (d) Jingle Bell Nursery School Society
- (e) K K Charitable Foundation
- (f) Ved Krishna HUF
- (g) K. K. Jhunjhuwala HUF
- (h) Pudumjee Papers Products Limited
- (i) Mosaik Risk Solutions Private Limited
- (j) WMW Metal Fabrics Limited

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 influence		Total	
	Year ended 31st March, 2020	Year ended 31st March, 2019	Year ended 31st March, 2020	Year ended 31st March, 2019	Year ended 31st March, 2020	Year ended 31st March, 2019
INCOME						
Sales net of discount/incentives						
Yash Compostables Limited	-	-	1,801.96	1,036.00	1,801.96	1,036.00
Pudumjee Papers Products Limited	-	-	950.76	709.67	950.76	709.67
Received from services and others						
Jingle Bell Nursery School Society	-	-	0.79	0.49	0.79	0.49
Interest on Trade receivables						
Yash Compostables Limited	-	-	39.26	7.81	39.26	7.81
Rent received						
Yash Agro Products Limited	-	-	0.24	0.14	0.24	0.14
Yash Compostables Limited	-	-	0.24	0.14	0.24	0.14
Total	-	-	2,793.25	1,754.26	2,793.25	1,754.26

Notes forming part of the financial statements for the year ended 31st March, 2020

Amount (₹ in Lakhs)

Nature of Transactions	Key Managerial Personnel and their relatives		Enterprise over which the Key Managerial Personnel have significant influence		Total	
	Year ended 31st March, 2020	Year ended 31st March, 2019	Year ended 31st March, 2020	Year ended 31st March, 2019	Year ended 31st March, 2020	Year ended 31st March, 2019
EXPENSES						
Purchases						
Mosaik Risk Solutions Private Limited	-	-	-	11.90	-	11.90
WMW Metal Fabrics Limited	-	-	-	4.80	-	4.80
Loss / Gain on investments measured at FVTPL	-	-	-	-	-	-
Pudumjee Papers Products Limited	-	-	(0.01)	0.06	(0.01)	0.06
Interest on unsecured loan						
Yash Agro Products Limited	-	-	31.50	31.50	31.50	31.50
Donation paid						
K K Charitable Foundation	-	-	40.00	30.00	40.00	30.00
Dividend Paid						
Mr. Ved Krishna	110.10	-	-	-	110.10	-
Ms. Manjula Jhunhunwala	5.51	-	-	-	5.51	-
Mr. Narendra Kumar Agarwal	0.01	-	-	-	0.01	-
Mr. Imanul Haque	0.02	-	-	-	0.02	-
Satori Global Limited	-	-	33.35	-	33.35	-
Yash Agro Products Limited	-	-	9.69	-	9.69	-
K. K. Jhunhunwala, HUF	-	-	0.16	-	0.16	-
Remuneration						
Mr. Ved Krishna	112.20	113.87	-	-	112.20	113.87
Mr. Jagdeep Hira	104.70	94.58	-	-	104.70	94.58
Mr. Narendra Kumar Agarwal	35.19	37.20	-	-	35.19	37.20
Mr. Anil Kumar Gupta (Up to 05.02.2019)	-	18.72	-	-	-	18.72

Notes forming part of the financial statements for the year ended 31st March, 2020

Amount (₹ in Lakhs)

Nature of Transactions	Key Managerial Personnel and their relatives		Enterprise over which the Key Managerial Personnel have significant influence		Total	
	Year ended 31st March, 2020	Year ended 31st March, 2019	Year ended 31st March, 2020	Year ended 31st March, 2019	Year ended 31st March, 2020	Year ended 31st March, 2019
Mr U U V Ravikanth (from 05.02.2019 to 25.07.2019)	5.80	2.66	-	-	5.80	2.66
Mr. Manoj Kumar Maurya (From 07.02.2020 to 09.06.2020)	3.07	-	-	-	3.07	-
Mrs. Neetika Suryawanshi (From 10.08.2019 to 06.02.2020)	15.19	-	-	-	15.19	-
Mr. Sachin Kumar Srivastava	15.06	14.37	-	-	15.06	14.37
Sitting Fees						
Ms. Manjula Jhunjhunwala	0.68	0.38	-	-	0.68	0.38
Ms. Kimberly Ann McArthur	0.60	0.53	-	-	0.60	0.53
Mr. Kaikobad Dorab Pudumjee (till 20.09.2019)	0.38	0.60	-	-	0.38	0.60
Mr. Gyanendra Nath Gupta (till 20.09.2019)	0.38	0.90	-	-	0.38	0.90
Mr. Pradeep Vasant Dhobale	0.83	0.75	-	-	0.83	0.75
Mr. Atul Kumar Gupta	0.45	0.68	-	-	0.45	0.68
Mr. Srinivas Vishnubhatla	0.60	0.68	-	-	0.60	0.68
Dr. Indroneel Banerjee	0.60	0.68	-	-	0.60	0.68
Mr. Imanul Haque	0.15	0.53	-	-	0.15	0.53
Mr. Basant Kumar Khaitan	0.60	0.38	-	-	0.60	0.38
Mr. Jaideep Narayan Mathur (till 14.02.2020)	-	0.08	-	-	-	0.08
Consultancy Charges						
Ms. Kimberly Ann McArthur	12.00	12.00	-	-	12.00	12.00
Pension						
Ms. Manjula Jhunjhunwala	12.00	12.00	-	-	12.00	12.00
Total	436.10	311.55	114.69	78.26	550.79	389.81

Notes forming part of the financial statements for the year ended 31st March, 2020

c) Outstanding balances with related parties:

Amount (₹ in Lakhs)

Particulars	Key Managerial Personnel and their relatives		Enterprise over which the Key Managerial Personnel have significant influence		Total	
	As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2020	As at 31st March, 2019
Assets						
Trade Receivables						
Yash Compostables Limited	-	-	383.24	364.46	383.24	364.46
Pudumjee Papers Products Limited	-	-	80.35	44.55	80.35	44.55
Total	-	-	463.59	409.01	463.59	409.01
Liabilities						
Unsecured Loans						
Yash Agro Products Limited	-	-	315.00	315.00	315.00	315.00
Mr. Ved Krishna	309.25	309.25	-	-	309.25	309.25
Ved Krishna HUF	-	-	25.00	25.00	25.00	25.00
Interest payable on unsecured loans						
Yash Agro Products Limited	-	-	4.73	28.35	4.73	28.35
Payable For Services/others						
Mr. Ved Krishna	3.47	2.26	-	-	3.47	2.26
Ms. Kimberly Ann McArthur	-	0.08	-	-	-	0.08
Ms. Manjula Jhunjunwala	-	0.07	-	-	-	0.07
Jingle Bell Nursery School Society	-	-	0.04	0.18	0.04	0.18
Yash Compostables Limited	-	-	-	4.94	-	4.94
Guarantees						
Personal Gurantees						
Mr. Ved Krishna	21,588.00	21,588.00	-	-	21,588.00	21,588.00
Ms. Manjula Jhunjunwala	21,588.00	21,588.00	-	-	21,588.00	21,588.00
Corporate Guarantees						
Satori Global Limited	-	-	21,588.00	21,588.00	21,588.00	21,588.00

Notes forming part of the financial statements for the year ended 31st March, 2020

Amount (₹ in Lakhs)

Particulars	Key Managerial Personnel and their relatives		Enterprise over which the Key Managerial Personnel have significant influence		Total	
	As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2020	As at 31st March, 2019
Yash Agro Products Limited	-	-	21,588.00	21,588.00	21,588.00	21,588.00
Total	43,488.72	43,487.66	43,520.76	43,549.47	87,009.48	87,037.13
d) Other Notes						

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

35. 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 16 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 and reserves. The gearing ratio for the year is as under:

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Debt	9,760.01	11,862.31
Less: Cash and cash equivalent including short term deposits (restricted)	407.47	340.71
Net debt (A)	9,352.54	11,521.60
Total equity (B)	11,662.99	9,370.43
Debt Equity Ratio (A/B)	0.80	1.23

Notes forming part of the financial statements for the year ended 31st March, 2020

(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 reporting 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 underlying 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.
- 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.

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Carrying value	Fair value	Carrying value	Fair value
Financial Assets				
Financial assets measured at fair value				
Investments measured at				
FVTPL	-	0.10	-	0.12
Financial assets measured at amortized cost				
Trade Receivables	1,773.88	-	1,549.81	-
Cash and cash equivalents	28.67	-	13.15	-
Bank balances other than cash and cash equivalents	378.80	-	327.56	-
Other financial assets	169.28	-	157.71	-
Total	2,350.63	0.10	2,048.23	0.12
Financial Liabilities				
Financial liabilities measured at amortized cost				
Borrowings	9,760.01	-	11,862.31	-
Trade and other payables	847.23	-	1,312.17	-
Other financial liabilities	1,967.91	-	1,783.17	-
Total	12,575.15	-	14,957.65	-

Notes forming part of the financial statements for the year ended 31st March, 2020

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	Amount (₹ in Lakhs)			Total
	Level 1	Level 2	Level 3	
As at 31st March, 2020				
Assets at fair value				
Investments measured at				
FVTPL	0.10	-	-	0.10
As at 31st March, 2019				
Assets at fair value				
Investments measured at				
FVTPL	0.12	-	-	0.12

(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 21 - 30 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 31st March, 2020, the Company's top three customers accounted for ₹826.22 lakhs of the trade and other receivables carrying amount (P.Y. : ₹780.55 lakhs).

Notes forming part of the financial statements for the year ended 31st March, 2020

Expected credit loss assessment for customers:

The following table provides information about the exposure to credit risk and ECLs for trade receivables:

Amount (₹ in Lakhs)

As at 31st March, 2020	Gross carrying amount	Weighed average loss rate - range	Loss allowance
Neither past due not impaired			
0 to 1 yr	1,612.42	0%	-
1 to 2 yrs	21.11	5%	1.06
2 to 3 yrs	-	10%	-
3yrs and above	175.67	25%	43.92
Specific provision	19.31	50%	9.66
Total	1,828.51		54.63

Amount (₹ in Lakhs)

As at 31st March, 2020	Gross carrying amount	Weighed average loss rate - range	Loss allowance
Neither past due not impaired			
0 to 1 yr	1,365.79	0%	-
1 to 2 yrs	6.84	5%	0.34
2 to 3 yrs	-	10%	-
3yrs and above	197.47	15%	29.62
Specific provision	19.31	50%	9.64
Total	1,589.41		39.61

Movement in the expected credit loss allowance

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Balance at the beginning of the year	39.61	33.85
Add: Provision made during the year	15.02	5.76
Balance at the end of the year	54.63	39.61

Notes forming part of the financial statements for the year ended 31st March, 2020

Other financial assets

The Company maintains exposure in cash and cash equivalents and term deposits with banks.

The Company held cash and cash equivalents of ₹28.67 lakhs at 31st March, 2020 (P.Y.: ₹13.15 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.

(l) 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 do not use derivative financial instruments for trading or speculative purposes.

The carrying amounts of the Company's financial assets and financial liabilities denominated in foreign currencies at the reporting date are as follows:

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Financial assets	Financial liabilities	Financial assets	Financial liabilities
	(₹In Lakhs)	(₹In Lakhs)	(₹In Lakhs)	(₹In Lakhs)
United States Dollars (US\$)	296.24	165.56	117.11	1,108.04
Euro	41.77	-	-	-
AED	11.10	-	-	-
Total	349.10	165.56	117.11	1,108.04

The following table details the Company's sensitivity to a 5% increase and decrease in the functional currency against the relevant foreign currency receivables and payables. 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.

Notes forming part of the financial statements for the year ended 31st March, 2020

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Impact on profit before tax		
United States Dollars (US\$)	6.53	(49.55)
Euro	2.09	-
AED	0.55	-
Total	9.18	(49.55)

(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.

Interest rate sensitivity analysis:

As at 31st March, 2020 and 2019, financial liability of ₹9,235.32 Lakhs and ₹11,363.35 Lakhs, respectively, were subject to variable interest rates. Increase/decrease of 25 basis points in interest rates at the balance sheet date would result in decrease/increase in profit/(loss) before tax of ₹ 23.09 lakhs and ₹ 28.41 lakhs for the year ended 31st March, 2020 and 2019, respectively.

"The risk estimates provided assume a parallel shift of 25 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."

(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 cash credit 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:

Notes forming part of the financial statements for the year ended 31st March, 2020

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020			
	Within One Year	One to five years	More than five years	Total
	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)
Financial instruments:				
Borrowings	5,487.85	3,747.47	524.69	9,760.01
Trade and other payables	847.23	-	-	847.23
Other financial liabilities	1,967.91	-	-	1,967.91
Total financial liabilities	8,302.99	3,747.47	524.69	12,575.15

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020			
	Within One Year	One to five years	More than five years	Total
	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)
Financial instruments:				
Borrowings	5,996.88	5,366.47	498.96	11,862.31
Trade and other payables	1,312.17	-	-	1,312.17
Other financial liabilities	1,783.17	-	-	1,783.17
Total financial liabilities	9092.22	5366.47	498.96	14957.65

(IV) Other price risk:

The Company is not exposed to any significant equity price risks arising from equity investments, as on 31st March 2020. Equity investments are held for strategic rather than trading purposes. The Company does not actively trade these investments.

Equity price sensitivity analysis:

There is minimum exposure to equity price risks as at the reporting date or as at the previous reporting date.

Notes forming part of the financial statements for the year ended 31st March, 2020

36. 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, Pulp and Other products
- b) Moulded 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 (Managing Director & CEO), as explained in the Directors' Report section.

The measurement principles of segments are consistent with those used in Significant Accounting Policies.

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020			For the year ended 31st March, 2019		
	Paper	Moulded Product	Total	Paper	Moulded Product	Total
REVENUE	23,736.76	2,373.74	26,110.50	23,853.32	1,689.83	25,543.15
RESULTS						
Profit/ loss before interest	5,463.84	(149.06)	5,314.78	4,482.12	(253.01)	4,229.11
Less: interest	(742.11)	(519.28)	(1,261.39)	(1,148.92)	(533.38)	(1,682.30)
Unallocable Expenses	0.00	0.00	(99.55)	0.00	0.00	(63.72)
Total profit before tax	4,721.73	(668.34)	3,953.85	3,333.20	(786.39)	2,483.09
Provision for taxation						
Current	0.00	0.00	685.13	0.00	0.00	541.59
Deferred tax	0.00	0.00	477.53	0.00	0.00	(131.58)
Earlier years	0.00	0.00	29.35	0.00	0.00	2.10
Net Profit	4,721.73	(668.34)	2,761.83	3,333.20	(786.39)	2,070.98
Other information						
Assets	21,135.08	4,767.20	25,902.28	20,631.71	6,337.43	26,969.14
Unallocable Assets	0.00	0.00	0.00	0.00	0.00	85.95
Liabilities	7,347.29	5,600.87	12,948.16	10,699.99	6,352.76	17,052.75
Unallocable Liabilities	0.00	0.00	1,291.11	0.00	0.00	631.90

Notes forming part of the financial statements for the year ended 31st March, 2020

Additional Information by Geographies

Although the Company's operations are managed by product area, we provide additional information based on geographies.

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Revenue by geographical market		
Within India	20,696.60	20,870.52
Outside India	4,542.08	4,155.06
Total	25,238.68	25,025.58

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.

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Paper, Pulp and other products	23314.45	23354.12
Total	23314.45	23354.12

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 in case of Paper and Pulp. The transactions from single customer for moulded products is as follows:

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Yash Compostables Limited	1,801.96	1,036.00
Total	1,801.96	1,036.00

Notes forming part of the financial statements for the year ended 31st March, 2020

37. Disclosure in terms of Ind AS 115 on the accounting of revenue from Contracts with Customers

I. Disaggregated revenue information for Revenue from Contracts with Customers

Amount (₹ in Lakhs)

Particulars	31st March, 2020	31st March, 2019
Types of Goods		
Paper	20,163.46	20,233.13
Pulp	2,724.61	2,786.86
Egg Tray	237.08	253.27
Baggasse Pith Pallets	189.30	80.85
Moulded products	1,924.23	1,671.47
Total	25,238.68	25,025.59
Sales by Geographical location		
India	20,696.60	20,870.52
Outside India	4,542.08	4,155.06
Total	25,238.68	25,025.59
Sale Channels		
Directly to Consumers	1850.45	1680.91
Through intermediaries	23,388.23	23,344.68
Total	25,238.68	25,025.59
Sales by performance obligation		
Upon Shipment/ Dispatch	25,238.68	25,025.59
Upon Delivery	-	-
Total	25,238.68	25,025.58

Notes forming part of the financial statements for the year ended 31st March, 2020

II. Reconciliation between revenue with customers and contract price:

Amount (₹ in Lakhs)

Particulars	31st March, 2020	31st March, 2019
Revenue as per contracted price	25,265.53	25,038.42
Adjustments		
Discounts/ Rebates	(26.85)	(12.83)
Revenue from contracts with Customers	25,238.68	25,025.59

III. Reconciliation of the revenue from contracts with the amounts disclosed in the segment information

Amount (₹ in Lakhs)

Particulars	31st March, 2020	31st March, 2019
Total revenue from contracts with customer	25,238.68	25,025.59
Total revenue as per Segment		
- Paper,pulp and other products	23,314.45	23,354.11
-Moulded products	1,924.23	1,671.47

IV. Contract Balances

Amount (₹ in Lakhs)

Particulars	31st March, 2020	31st March, 2019
Trade Receivables	1,773.88	1,549.81
Contract Liabilities	170.26	1,317.07

Notes forming part of the financial statements for the year ended 31st March, 2020

38. Disclosure in terms of Ind AS 116

"Effective 01st April 2019, the Company has adopted Ind AS 116 – Leases and applied it to all lease contracts existing on 01st April 2019 using modified retrospective method. The Company is not required to restate the previous figures. There is no material impact on transition."

Operating Leases

As Lessee

Short term leases:

The Company has obtained premises for its business operations under operating leases of low value. These are not non-cancelable and are renewable by mutual consent of the parties.

The same are shown under 'Rent' in the Statement of Profit and Loss as follows:

Particulars	Amount (₹ in Lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
Lease rent	21.91	17.27

As Lessor

The following table sets out a maturity analysis of lease payments, showing undiscounted lease payments to be received after the reporting period.

Particulars	Amount (₹ in Lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
Within one year	1.75	1.55
Between one to five years	2.45	4.20
Beyond five years	-	-

Finance Leases

Amounts recognised in the Balance Sheet

A company has finance lease arrangement for various land leases for terms of 61- 74 years . The carrying amount of these assets are shown below:

Particulars	Amount (₹ in Lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
Land		
Gross Carrying Amount	181.25	181.25
Accumulated Depreciation	12.01	5.72
Depreciation recognized in statement of profit and loss	2.27	6.29

Notes forming part of the financial statements for the year ended 31st March, 2020

39. Expenditure on Research and Development

Amount (₹ in Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Capital Expenditure	-	-
Revenue Expenditure	23.19	39.50

40. 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 ₹ 36.62 lakhs (P.Y. ₹ 19.76 lakhs). The company has made CSR expenditure during the year of ₹ 40 Lakhs (P.Y. ₹ 31 lakhs).

41. Contingencies

Amount (₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Claims against the Company not acknowledged as debts:		
- VAT	183.00	177.53
- Guarantees given by Banks	651.29	653.29
- Letter of Credits	499.34	721.32
Total	1,333.63	1,552.14

Notes forming part of the financial statements for the year ended 31st March, 2020

42. Capital and other commitments

Amount (₹ in Lakhs)

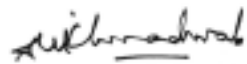
Particulars	As at 31st March, 2020	As at 31st March, 2019
Estimated value of contracts remaining to be executed on capital account (net of advance paid)	157.22	109.30
Other commitments - EPCG licenses	6,196.47	5,962.75
Total	6,353.69	6,072.06

43. The Company has analysed all parameters associated with this risk due to Covid-19 and has assessed that Covid-19 and the business changes thereafter will have no material impact on the going concern of the company.
44. The Company had lodged an insurance claim of Rs. 3.81 crores against loss of PPE due to fire and was accounted as Insurance Claim receivable in financial year 2017-18. Since the said claim has not been admitted by the insurance company, the same has been written off during the year. Simultaneously, an equivalent amount payable to the vendor for the said PPE, which, as per mutual consent with the company, was to be paid on receipt of the said insurance claim, has also been written back.
45. The Board of Directors in their meeting held on 20th June, 2020 approved the draft scheme of merger by absorption of Yash Compostables Limited with the Company subject to receipt of necessary approvals under applicable laws. The Appointed date of the Scheme is 1st April, 2020 or such other date as the adjudicating body(ies) may direct or fix, for the purpose of amalgamation of Yash Compostables Limited with the Company under the merger Scheme.
46. Figures for the previous period are re-arranged/ re-grouped, wherever necessary, to correspond with the current period's classification and disclosures.

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
Place: Mumbai
Date: 20th June 2020



Ved Krishna
Executive Vice Chairman
DIN: 00182260
Place: Ayodhya
Date: 20th June 2020



Jignesh Shah
Chief Financial Officer
Place: Mumbai
Date: 20th June 2020



Jagdeep Hira
Managing Director & CEO
DIN: 07639849
Place: Ayodhya
Date: 20th June 2020



Sachin Kumar Srivastava
Company Secretary
Place: Ayodhya
Date: 20th June 2020

YASH PAKKA LIMITED

FORM FOR REGISTRATION / UPDATION OF E-MAIL ADDRESS

The Company Secretary & Head Legal
Yash Pakka Limited
Yash Nagar
Ayodhya – 224 135
Uttar Pradesh

Sending of Notices, Report and Accounts and other documents through Electronic Mode

Dear Sirs,

I hereby register / update my e-mail address provided below for receiving the Notices, Report and Accounts and other documents from the Company through electronic mode:-

E-mail Address:

Name of the Sole / First Holder:

DP ID / Client ID / Registered Folio No.:

#Contact Nos.:

Mobile: Land Line (with STD Code):

Optional

Date: Signature of the Sole / First Holder

Notes :

(1) The Notices, Report and Accounts and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Shareholders.

(2) This Form can also be downloaded from the Company's corporate website <https://www.yashpakka.com> under the section 'Investor Relations.'

YASH PAKKA LIMITED

CIN: L24231UP1981PLC005294

Registered Office: 2nd floor, 24/57, Birhana Road, Kanpur – 208 001, Uttar Pradesh

Website: <https://www.yashpakka.com>; Email ID: connect@yashpakka.com; Ph: 05278-258174

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 at 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 through VC/OAVM on at the general meeting.

The Benpos date for sending e-voting form through email / physically to Shareholders is Friday, 2nd October, 2020. 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 Tuesday, 27th October, 2020. The record date for payment of dividend is Tuesday, 27th October, 2020.

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 Pakka 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 amitguptacs@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 remote e-voting period commences on 28.10.2020 (9:00 am) and ends on 30.10.2020 (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 attending AGM through VC/OAVM or e-voting. If any shareholder opts for e-voting, he/she will not be eligible to vote in AGM.
- Mr. Amit Gupta, Practicing Company Secretary (Membership No. F5478 and Certificate of Practice No. 4682) of Amit Gupta & 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 remote 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.yashpakka.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. Pradeep Vasant Dhobale, Chairman (Independent)
Mr. Ved Krishna, Executive Vice Chairman (Promoter & KMP)
Mr. Jagdeep Hira, Managing Director
Mr. Narendra Kumar Agrawal, Director Works
Mrs. Kimberly Ann McArthur, Director (Promoters' Group)
Mrs. Manjula Jhunjhunwala, Director (Promoter)
Dr. Indroneel Banerjee, 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. Jignesh Shah

Company Secretary & Head Legal (KMP)

Mr. Sachin Kumar Srivastava

Bankers

State Bank of India
Punjab National Bank
Union Bank of India
UCO Bank

Secretarial Auditors

Mr. Amit Gupta
Company Secretary
Amit Gupta & Associates
B-12, Basement, Murli Bhawan
10-A, Ashok Marg
Lucknow-4024033

Statutory Auditors

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

Legal Advisor

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

Registered Office

2nd Floor, 24/57, Birhana Road,
Kanpur 208001, Uttar Pradesh.

Works and Corporate Office

Yash Nagar,
Ayodhya 224135, Uttar Pradesh
Phone: 05278 - 258174
Website: <https://www.yashpakka.com>
Email: connect@yashpakka.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, Ayodhya 224135, Uttar Pradesh

Ph: **05278 258174**

E: **connect@yashpakka.com**

W: **www.yashpakka.com**