

**YASH TRADING AND FINANCE LIMITED**  
(CIN L51900MH1985PLC036794)  
**33<sup>RD</sup> ANNUAL REPORT**  
**FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2018**

**COMPANY INFORMATION**

**BOARD OF DIRECTORS**

Sadiq Dawood Patel, Whole Time Director  
Bharat Chandratan Bagri, Director  
Jyoti Budhia, Independent Director  
Ajay Sharma, Independent Director

**KEY MANAGERIAL PERSONNEL**

Sadiq Patel, Whole Time Director & Chief Financial Officer  
Krisha Mukesh Mehta, Company Secretary & Compliance Officer

**CONTACT**

REGISTERED OFFICE - Bagri Niwas, 53/55, N.M. Path, Mumbai – 400 002  
CORPORATE OFFICE – 1207A, P. J. Towers, Dalal Street, Fort, Mumbai – 400001.  
Telephone Nos.: 91-22-2272 2448/49/50/ Fax No.: 91-22-22722451  
E-mail: yashtradingandfinancelimited@gmail.com  
Website: www.yashtradingfinance.com

**REGISTRAR AND SHARE TRANSFER AGENTS**

Purva Sharegistry (India) Pvt Ltd  
9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (East), Mumbai –  
400011.  
Telephone Nos.:91-22-23012518  
Fax No.: 91-22-2301 2517  
E-mail: busicomp@gmail.com  
Website: www.purvashare.com

**BANKERS**

Bank of India, Stock Exchange Branch, Fort, Mumbai 400 001

**STATUTORY AUDITORS**

M/s. Chaturvedi Sohan & Co., Chartered Accountants  
320, Tulsiani Chambers, Nariman Point, Mumbai – 400021

**INTERNAL AUDITORS**

M/s. R. Jaitlia & Co., Chartered Accountants  
408, Manish Chambers, Sonawala Road, Opp. Hotel Karan Palace, Goregoan (East),  
Mumbai – 400063

**SECRETARIAL AUDITORS**

Sonam Jain, Practicing Company Secretary, Mumbai

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**DIRECTORS' REPORT**

To the Members,

Your Company's Directors are pleased to present the **33<sup>rd</sup> Annual Report** of the Company, along with Audited Accounts, for the Financial Year ended **31<sup>st</sup> March, 2018**.

**Financial Performance**

A summary of the Company's financial performance during the financial year:

Particulars	(Rs. in lac)	
	FY 2017-18	FY 2016-17
Total revenue including other income	-	-
Total Expenditure	6.58	7.01
Profit / (Loss) before tax	(6.58)	(7.01)
Tax Expenses	-	-
Profit / (Loss) after tax	(6.58)	(7.01)
EPS		
-Basic	(2.68)	(2.86)
-Diluted	(2.68)	(2.86)

**Promoters/ Management of the Company**

Mr. Pradeep Kumar Sethy became the promoter of the company w.e.f. FY 2011-12 post completion of the open offer process under the SEBI Takeover Code 1997.

Post the same, there was a Governmental Inquiry against the Artha Tatwa Group of our promoter Mr. Pradeep Kumar Sethy leading to inter alia the arrest of Mr. Pradeep Kumar Sethy. BSE Limited thereafter suspended the trading of the securities of the Company from BSE Limited vide BSE's notice number 20131205-19 dated 5<sup>th</sup> December, 2013 due to failure to comply with various provisions of the Listing Agreement.

On 5<sup>th</sup> August 2014, the minority public shareholders of the Company held an Extra Ordinary General Meeting of the Company under Section 100 of the Companies Act 2013 where Mr. Bharat Bagri and Mr. Sadiq Patel were appointed as Directors to ensure compliance with laws.

The Company has received communication ref. no. F.No.ECIR/04/BBSZO/2014 dated 12<sup>th</sup> January, 2015 from the Directorate of Enforcement, Foreign Exchange Management Act and Prevention of Money Laundering Act, Bhubaneswar Sub-Zonal Office, contents reproduced as under:

*Re: Artha Tatwa Group of Companies – Pradeep Kumar Sethy – reg.*

*This office has initiated an investigation against the captioned group under the provisions of Prevention of Money Laundering Act 2002*

*2. In this connection it appears that Pradeep Kumar Sethy has acquired 49% shares of Yash Trading and Finance Limited Regd office at Bagri Niwas, 53/55 N M Path, Mumbai 400 002 (Corporate Office at 1209 P J Towers, Dalal Street, Fort, Mumbai 400 001)*

*3. It is requested that the said Shares should not be transferred, leased or mortgaged without the prior permission of the undersigned Your faithfully*

*Sd/-*

*D.V.S. Kishore, Assistant Director*

It is understood that current promoter Mr. Pradeep Kumar Sethy is in jail.

The Board of Directors is making every effort to revoke the suspension of the Company.

**Operations Overview**

During the year under review, there was no business activity carried on by the Company.

**Dividend**

Your Directors do not recommend any dividend for the year under review due to losses made by the Company.

**Transfer to Reserve**

The Company has transferred Rs. Nil to Reserves for the financial year ended 31<sup>st</sup> March, 2018.

**Share Capital**

Authorized share capital of the Company is Rs. 1 Crore, and the paid up Capital of the Company is Rs. 24.50 lakh

**Material changes and Commitments**

There are no material changes and or commitments affecting the financial position of the Company, between the end of the financial year, i.e. 31<sup>st</sup> March, 2018 and the date of the report.

**Extract of Annual Return**

As provided under Section 92(3) of the Act, the extract of annual return is given in **Annexure-I** in the prescribed Form MGT- 9, which forms part of this report.

**Number of meetings of the Board**

Five meetings of the Board were held during the year on 30<sup>th</sup> May, 2017, 11<sup>th</sup> August, 2017, 27<sup>th</sup> October, 2017, 25<sup>th</sup> January, 2018 and 12<sup>th</sup> March, 2018.

The provisions of Companies Act, 2013, Secretarial Standard 1 and Listing Regulations were adhered to while considering the time gap between two meetings.

**Directors Responsibility Statement**

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- In the preparation of annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2017-18 and of the profit of the Company for that period;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a going concern basis;
- The Directors had laid down proper internal financial controls and such internal financial controls are adequate and were operating effectively;
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2017-18.

**Particulars of loans, guarantees and investments**

The particulars of loans, guarantees and investments have been disclosed in the financial statements

**Internal control systems and their adequacy:**

Pursuant to Section 138 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. R. Jaitlia & Co., Chartered Accountants as Internal Auditors on 30<sup>th</sup> May, 2017 to conduct Internal Audit of records and documents of the Company for the financial year 2017-18. The Internal Auditors of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company. Even through this non-production period the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

**Related Party Transactions**

All Related Party Transactions that were entered into during the financial year were on arm's length and were in the ordinary course of business and were in compliance with the applicable provisions of the Act and SEBI Listing Regulations, 2015. There were no materially significant Related Party Transactions made by the Company during the year that would have required shareholders' approval under SEBI Listing Regulations, 2015. The Audit Committee has granted omnibus approval for Related Party Transactions stated in **Annexure II** as per the provisions and restrictions contained in the Companies Act, 2013.

**Board evaluation**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In a separate meeting of independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the Board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

**Energy Conservation Measures, Technology Absorption and R & D Efforts and Foreign Exchange Earnings and Outgo**

In view of the nature of activities carried on by the Company, the requirements for disclosure in respect of Conservation of Energy, Technology Absorption, in terms of the Companies (Accounts) Rules, 2014 are not applicable to the Company. However the Company takes all possible efforts towards energy conservation. The requirement for disclosure with regard to technology absorption does not apply to the Company as the activities in which the Company operates does not require any technology.

During the period under review the Company has earned Foreign Exchange of 'Nil' and incurred the Foreign Exchange outgo of 'Nil'.

**Risk Management**

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy provides for constitution of a Risk Committee, which will work towards creating a Risk Register, identifying internal and

external risks and implementing risk mitigation steps. The Committee will, on a quarterly basis, provide status updates to the Board of Directors of the Company.

#### **Auditors**

##### **Statutory Auditor**

Pursuant to Section 139 of the Companies Act, 2013, M/s. Chaturvedi Sohan & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 118424W), were appointed as the Auditors of the Company for a period of five years from the conclusion of the 32nd Annual General Meeting. In terms of Section 139 of the Companies Act, 2013, the members need to ratify its appointment at the ensuing Annual General Meeting.

The observations made in the Auditors report read together with the relevant notes thereon, are self-explanatory and hence do not call for any comments under Section 134 of the Companies Act, 2013.

##### **Internal Auditor**

Pursuant to Section 138 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. R. Jaitlia & Co., Chartered Accountants as Internal Auditors on 30<sup>th</sup> May, 2017 to conduct Internal Audit of records and documents of the Company for the financial year 2017-18.

##### **Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed Ms. Sonam Jain, Practising Company Secretary, as Secretarial Auditor on 30<sup>th</sup> May, 2017 to conduct Secretarial Audit of records and documents of the Company for the financial year 2017-18. The Secretarial Audit Report confirms that the Company has generally complied with the provisions of the Act, Rules, Regulations and Guidelines etc.

The Secretarial Audit Report is included as **Annexure – III** and forms an integral part of this report.

##### **Corporate Governance**

Since the Company does not have paid up equity share capital exceeding Rs.10 Crore and Net Worth exceeding Rs.25 Crore, compliance with Regulations 17 to 27, Regulation 46(2)(b) to 46(2)(i) and para C, D and E of Schedule V, are not applicable to the Company.

##### **Deposits from public**

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.

##### **Directors and Key Managerial Personnel (KMP)**

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Sadiq Patel DIN: 06911684, retire from the Board by rotation, and being eligible, offers himself for re-appointment.

The Company has received declarations from Ms. Jyoti Budhia – DIN: 00332044 and Mr. Ajay Sharma – DIN: 06960753 Independent Directors confirming that they meet the criteria of independence as prescribed under the Act.

##### **Composition of Audit Committee**

Audit Committee of your Company as constituted pursuant to Section 177 of the Companies Act, 2013 composes of the following members:

<b>Name</b>	<b>Designation</b>
Ms. Jyoti Budhia	Chairperson
Mr. Ajay Sharma	Member
Mr. Bharat Bagri	Member

##### **Vigil mechanism**

The Company has adopted a Vigil Mechanism Policy to provide a mechanism for the Directors and employees to report genuine concerns about any unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The provisions of this policy which is uploaded on the Company's website are in line with the provisions of Section 177 (9) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/Listing Agreement.

##### **Particulars of Employees and Remuneration**

There is no employee in the Company drawing monthly remuneration of Rs. 5,00,000/- per month or Rs. 60,00,000/- per annum. Hence, the Company is not required to disclose any information as per Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014.

##### **Remuneration of the Directors/Key Managerial Personnel (KMP)/Employees**

The information required under Section 197 (12) of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year are as follows:

Sr. No.	Name of Director	Designation	Remuneration per annum (Rs.)	Median Remuneration per annum (Rs.)	Ratio (Remuneration of Director to Median Remuneration of Employees)
1.	Mr. Sadiq Patel	Whole Time Director	Nil	Nil	N.A.

Note: In view of losses incurred by the Company, the Whole Time Director has foregone his remuneration for the financial year ended 2017-18.

Percentage increase in Remuneration of Directors and Key Managerial Personnel	2016-17	2017-18	Differential	% increase/ (decrease)
Ms. Krishna Mehta	1,80,000	1,80,000	N.A.	N.A.

There is no employee covered under the provisions of Section 197(14) of the Act.

Ms. Krishna Mehta, Company Secretary is the only permanent employee on the pay roll of the Company, and hence disclosure under Rule 5(viii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) is not applicable for the Company.

It is affirmed that the remuneration is as per the remuneration policy of the Company

#### Stock Exchange

The Company is currently listed on BSE Limited under scrip code 512345 and under scrip id YASTF. Your Company has paid Annual listing fee for the financial year 2017-18 to the abovementioned exchange. The trading in the shares of the Company is currently suspended at BSE Limited.

#### Remuneration Policy for the Directors, Key Managerial Personnel and other employees

In terms of the provisions of Section 178(3) of the Act, the Nomination and Remuneration Committee (NRC) is responsible for formulating the criteria for determining qualification, positive attributes and independence of a Director. The NRC is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Board has on the recommendation of the NRC framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The said policy is stated in **Annexure-IV** of this report

#### Corporate Social Responsibility Initiatives

The criteria prescribed for the applicability of Corporate Social Responsibility u/s 135 of the Companies Act, 2013 is not applicable to your Company.

#### Significant and Material orders passed by the regulators or Courts

No new significant and material orders have been passed by the regulators or courts during the financial year.

#### Acknowledgement

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the Company during the year.

For and on behalf of the Board of Directors

**Yash Trading and Finance Limited**

Sd/-

Sadiq Patel, Whole time Director, DIN 06911684

Bharat Bagri, Director, DIN 01379855

Place: Mumbai

Date: 13<sup>th</sup> August, 2018

## Management Discussion and Analysis

### Industry Structure and Developments:

The Company currently does not have any business operations. The management is exploring various options/ business opportunities for the same and take decisions in due course in the best interest of the Company.

### Opportunities and Threat

There are various opportunities available to your Company in the Indian markets. However, the Company is currently small in size and is looking for various new opportunities suitable to its size.

### Segment-wise or Product-wise Performance

Currently, the Company does not have any products/ segments.

### Outlook

Your Board of the Company is examining various possible business options available with them.

### Risks and Concerns

Your Board of the Company is examining various possible business options available with them.

### Internal control System and their adequacy

Company at present has adequate internal control procedures, which is commensurate with the present business volume and its requirements. Internal controls are being monitored, reviewed and upgraded on an ongoing basis and on from time to time depending upon situation.

### Financial Performance with respect to operational performance

Your Company's Present performance vis-à-vis the financial performance for the previous year as given below in tabular format.

(Rs. In lacs)

Particulars	FY 2017-18	FY 2016-17
Total revenue including other income	-	-
Total Expenditure	6.58	7.01
Profit / (Loss) before tax	(6.58)	(7.01)
Tax Expenses	-	-
Profit / (Loss) after tax	(6.58)	(7.01)

### Human resources / Industrial Relations front

The Board is keen to have a fully equipped HR Department, once the business activity is resumed/started in a normal way. During the year under review, since, there were no business activities and manpower utilization was meagre, there was no such department.

Caution: The views expressed in the Management Discussions and Analysis are based on available information, assessments and judgment of the Board. They are subject to alterations. The Company's actual performance may differ due to national or international ramifications, government regulations, policies, Tax Laws, and other unforeseen factors over which the Company may not have any control.

### Disclosure of Accounting Treatment:

Detailed disclosure of accounting treatment during the year 2017-18 has been made in Notes to accounts of the financials.

**Annexure – I**  
**Extract of Annual Return as on the financial year ended on 31st March, 2018**  
**FORM No. MGT-9**

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

<b>I.</b>	<b>Registration and other details:</b>	
i.	CIN	L51900MH1985PLC036794
ii.	Registration Date	9 <sup>th</sup> July, 1985
iii.	Name of the Company	Yash Trading and Finance Limited
iv.	Category / Sub-Category of the Company	Public Company limited by shares / Indian Non-government Company
v.	Address of the Registered office & Contact details	Bagri Niwas, 53/55, N.M. Path, Mumbai – 400 002. Tel No. 91-22-22722448/49/50 Fax No. 91-22-22722451 Email id: <a href="mailto:yashtradingandfinancelimited@gmail.com">yashtradingandfinancelimited@gmail.com</a> Website: <a href="http://www.yashtradingfinance.com">www.yashtradingfinance.com</a>
	Corporate Office Address	1207A, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001. Tel No. 91-22-22722448/49/50 Fax No. 91-22-22722451
vi.	Whether listed Company	Yes (Listed at BSE Limited)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Private Limited Add: 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400 011. Telephone Nos.:91-22-23012518 Fax No.: 91-22-2301 2517 E-mail: <a href="mailto:busicomp@gmail.com">busicomp@gmail.com</a> Website: <a href="http://www.purvashare.com">www.purvashare.com</a>

**II. Principal Business activities of the Company**

Currently, the Company is not undertaking any business activity

**III. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity):**

**A. Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year 1 <sup>st</sup> April, 2017				No. of Shares held at the end of the year 31 <sup>st</sup> March, 2018				% Change during the year (II-I)
	Demat	Physical	Total	% of Total share capital (I)	Demat	Physical	Total	% of Total share capital (II)	
<b>A. Promoters</b>									
(1) Indian									
(a) Individuals/ HUF	1,75,130	100	1,75,230	71.52	1,75,130	100	1,75,230	71.52	-
(b) Central Govt	-	-	-	-	-	-	-	-	-
(c) State Govt(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	-	-	-	-	-	-	-	-	-
(e) Banks / FI	-	-	-	-	-	-	-	-	-
(f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(1):-</b>	<b>1,75,130</b>	<b>100</b>	<b>1,75,230</b>	<b>71.52</b>	<b>1,75,130</b>	<b>100</b>	<b>1,75,130</b>	<b>71.52</b>	<b>-</b>
(2) Foreign	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	<b>1,75,130</b>	<b>100</b>	<b>1,75,130</b>	<b>71.52</b>	<b>1,75,130</b>	<b>100</b>	<b>1,75,130</b>	<b>71.52</b>	<b>-</b>
<b>B. Public Shareholding</b>									
(1) Institutions	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
(2) Non-Institutions									
(a) Bodies Corp									
(i) Indian	100	-	100	0.04	100	-	100	0.04	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	30,551	6,930	37,481	15.30	30,751	6,730	37,481	15.30	-
(ii) Individual shareholders holding	-	29,985	29,985	12.24	-	29,985	29,985	12.24	-

nominal share capital in excess of Rs 1 lakh									
(c) Others (specify)HUF	2,204	-	2,204	0.90	2,204	-	2,204	0.90	-
<b>Sub-total (B)(2):-</b>	<b>32,855</b>	<b>36,915</b>	<b>69,770</b>	<b>28.48</b>	<b>32,855</b>	<b>36,915</b>	<b>69,770</b>	<b>28.48</b>	<b>-</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>32,855</b>	<b>36,915</b>	<b>69,770</b>	<b>28.48</b>	<b>32,855</b>	<b>36,915</b>	<b>69,770</b>	<b>28.48</b>	<b>-</b>
C. Total shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A + B + C)</b>	<b>2,07,985</b>	<b>37,015</b>	<b>2,45,000</b>	<b>100.00</b>	<b>2,07,985</b>	<b>37,015</b>	<b>2,45,000</b>	<b>100</b>	<b>-</b>
Other	-	-	-	-	-	-	-	-	-

## B. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the			Shareholding at the end of the year			
		1 <sup>st</sup> April, 2017			31 <sup>st</sup> March, 2018			
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to total	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to total shares	% change in shareholding during the year
1	Pradeep Kumar Sethy	175, 230	71.52	-	175, 230	71.52	-	-

C. Change in Promoters' (including Promoter Group) Shareholding (please specify, if there is no change) – There is no change in shareholding of promoter during the year 2017-18.

## D. Shareholding Pattern of Top 10 Shareholders (Other than Directors, Promoters and Holders of GDRS and ADRs)

Sr. No.	Top ten	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2017		Cumulative Shareholding during the year		Shareholding at the end of the year 31 <sup>st</sup> March, 2018	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Krishnadevi Bagri	29,985	12.23	29,985	12.23	29,985	12.23
2.	Jyoti Prakash Joyprakash	6,737	2.47	6,737	2.47	6,737	2.47
3.	Tajinder Singh Setia	2,400	0.97	2,400	0.97	2,400	0.97
4.	Krishan Kumar Parwal	3,492	1.43	3,492	1.43	3,492	1.43
5.	Ujwal Shasikant Damani	2,000	0.81	2,000	0.81	4,000	1.63
6.	Purvi S Damani	2,000	0.81	(2,000)	(0.81)	-	-
7.	Sunita Parwal	2,000	0.81	2,000	0.81	2,000	0.81
8.	S Aggarwal	2,000	0.81	2,000	0.81	2,000	0.81
9.	Sonam Sagar Ray	1,600	0.65	1,600	0.65	1,600	0.65
10.	Manjula Keshrimal Sanghvi	1,600	0.65	1,600	0.65	1,600	0.65
11.	Ramjanki Devi Parwal	1,500	0.61	1,500	0.61	1,500	0.61

IV. Shareholding of Directors and Key Managerial Personnel: Nil

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	22,00,000	-	22,00,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	4,900	-	4,900
Total (i+ii+iii)	-	22,04,900	-	22,04,900
Change in Indebtedness during the financial year				
- Addition	-	4,50,000	-	4,50,000
- Reduction	-	(25,00,000)	-	(25,00,000)
Net Change	-	(20,50,000)	-	(20,50,000)
Indebtedness at the end of the financial year				
i) Principal Amount	-	1,50,000	-	1,50,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	4,900	-	4,900
Total (i+ii+iii)	-	1,54,900	-	1,54,900

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

Mr. Sadiq Patel and Mr. Bharat Bagri have foregone their remuneration for the financial year 2017-18 due to the weak financial condition of the Company

**B. Remuneration to other directors:**

Sr. No	Particulars of Remuneration	Name of the Directors		Total Amount (Rs.)
1	Independent Directors	Jyoti Budhia	Ajay Sharma	
	(a) Fee for attending Board committee meetings	40,000/-	40,000/-	80,000/-
	(b) Commission	-	-	-
	(c) Others, please specify	-	-	-
	<b>Total (1)</b>	<b>40,000/-</b>	<b>40,000/-</b>	<b>80,000/-</b>
2	Other Non-Executive Directors			
	(a) Fee for attending Board committee meetings			
	(b) Commission	-	-	-
	(c) Others, please specify.	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>40,000/-</b>	<b>40,000/-</b>	<b>80,000/-</b>

**C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel (KMP)		
		Krishna Mehta, Company Secretary	Sadiq Patel, CFO	Total
1	<b>Gross Salary</b>			
(a)	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	1,80,000/-	-	1,80,000/-
(b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
(c)	Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-

3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	others, specify	-	-	-
5	Others, please specify	-	-	-
<b>Total</b>		<b>1,80,000/-</b>	<b>-</b>	<b>1,80,000/-</b>

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil**

For and on behalf of the Board of Directors  
**Yash Trading and Finance Limited**

Sd/-  
 Sadiq Patel, Whole time Director, DIN 06911684  
 Bharat Bagri, Director, DIN 01379855  
 Place: Mumbai  
 Date: 13th August, 2018

**Annexure II**  
**Related Party Transactions**

**FORM No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) 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 arm's length transactions under third proviso thereto**

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

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Bharat Bagri, Director	Expenses incurred on behalf of Company	FY 2017-18	Expenses made by Bharat Bagri on behalf of the Company Rs. 0.91	5-Aug-14	Nil
Bharat Bagri, Director	Loan and interest	FY 2017-18	Loan and interest Opening Bal Rs. 22.05 lac Loan Repaid Rs. 25 lac during the year Further loan taken Rs. 4.5 lac Interest credited Rs. 0.00 lac Closing balance Rs. 1.55 lac	5-Aug-14	Nil

For and on behalf of the Board of Directors  
**Yash Trading and Finance Limited**

Sd/-  
Sadiq Patel, Whole time Director, DIN 06911684  
Bharat Bagri, Director, DIN 01379855  
Place: Mumbai  
Date: 13th August, 2018

**Annexure III**  
**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> March, 2018**

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

To,  
The Members,  
**YASH TRADING & FINANCE LTD.**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Yash Trading & Finance Ltd. (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2018 ('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:

- I have examined the books, papers, minutes books, forms and returns filed and other records maintained by Yash Trading & Finance Ltd. for the financial year ended on March 31, 2018 according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
    - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
    - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation 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 client;
    - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the company during the Audit Period)** and
    - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the company during the Audit Period)**

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ***except the Company has received the notice for compulsory delisting from the stock exchange as on 19<sup>th</sup> February, 2018.***

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

**I 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.

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 Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**I further report that** there are 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.

**I further report that** during the audit period the Company has not passed any resolution for:

- i. Redemption / buy-back of securities.
- ii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iii. Merger / amalgamation / reconstruction, etc.
- iv. Foreign technical collaborations.

**Sd/-**

**SONAM JAIN**

**Practising Company Secretary**

Membership No. 31862

Certificate of Practice No. 12402

Place: Mumbai

Date: 13<sup>th</sup> August, 2018

This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**Annexure- A**

To,

The Members

**YASH TRADING & FINANCE LTD.**

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Sd/-**

**SONAM JAIN**

**Practising Company Secretary**

Membership No. 31862

Certificate of Practice No. 12402

#### Annexure IV

##### **POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

The Nomination and Remuneration Committee (NRC) has recommended a Policy which, inter alia, deals with the manner of selection of Executive/Non-Executive Directors & Senior Management employees and their remuneration. The said Policy has been adopted by the Board and has been outlined below:

##### **Criteria of Selection of Non-Executive Directors**

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

##### **Remuneration for the Non-Executive Directors**

- The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission as detailed hereunder:
- A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, 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;
- 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.

##### **Executive Director/ Senior Management Employees - Criteria for Selection / Appointment**

- For the purpose of selection of the Executive Directors, the NRC shall recommend the Promoter, Directors as Executive Director who is person of integrity who possess relevant expertise, experience and leadership qualities required for the position.

##### **Remuneration for the Executive Director**

- At the time of appointment or re-appointment, the Executive Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the NRC and the Board of Directors) and the Executive Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- The remuneration of the Executive Director may be contain variable components

##### **Remuneration Policy for the Senior Management Employees**

- In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the N&R Committee shall ensure / consider the following:
- The relationship of remuneration and performance benchmark;
- The balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
- The remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
- 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, individual's performance vis-à-vis KRAs / KPIs, industry benchmark and current compensation trends in the market.
- The Managing 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 mentioned herein-above, whilst recommending the annual increment and performance incentive to the NRC for its review and approval.

For and on behalf of the Board of Directors of Yash Trading and Finance Limited

Sd/-

Sadiq Patel, Whole time Director, DIN 06911684

Bharat Bagri, Director, DIN 01379855

Place: Mumbai

Date: 13<sup>th</sup> August, 2018

## INDEPENDENT AUDITOR'S REPORT

### To the Members of YASH TRADING AND FINANCE LIMITED Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **YASH TRADING AND FINANCE LIMITED** (“the Company”), which comprise the Balance Sheet as at 31st March, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the Ind AS Financial Statements.

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these Ind AS financial statements that give a true and fair view of state of affairs (financial position), profit (financial performance including other comprehensive income), cashflows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with relevant rules thereunder.

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

#### Auditors' Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

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

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS specified under Section 133 of the Act, of the state of affairs of the Company as at 31st March, 2018 and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (“the Order”) issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the Act, 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 Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under section 133 of the Act read with relevant rules thereunder;

- e. On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014(as amended), in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has no impact of pending litigations on its financial position.
  - ii. The Company does not have long term contracts including derivative 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;

**For Chaturvedi Sohan & Co.**  
**Chartered Accountant**  
**Firm Registration No.:118424W**

Sd/-

**Name: Devanand Chaturvedi**

**Partner**

**Membership No.:41898**

Place: Mumbai

Date: 28<sup>th</sup> May, 2018

**“Annexure A” to the Independent Auditor’s Report of even date on the Financial Statements of YASH TRADING AND FINANCE LIMITED**

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2018:

1. The Company does not have any fixed assets;
2. The Company does not have any inventory.
3. The Company has not granted unsecured loans to Companies covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and securities.
5. In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
6. Maintenance of cost records has not been specified for this Company by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
7. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.

(b)The following are the disputes with the Income Tax Department:

A.Y.	Section Code	Demand Identification Number	Date on which demand is raised	Outstanding demand (In Rs.)
2006-07	220(2)	2011200637028844313C	28 <sup>th</sup> February, 2012	8,240.00
2007-08	153C	2014200751115295212C	27 <sup>th</sup> March, 2015	998,490.00
2008-09	143(1)	2009200851007063324C	21 <sup>st</sup> March, 2010	259,674.00
2008-09	153C	2014200851115295205C	27 <sup>th</sup> March, 2015	264,630.00
2009-10	153C	2014200951115295191C	27 <sup>th</sup> March, 2015	16,730.00
2010-11	153C	2014201051115295184C	27 <sup>th</sup> March, 2015	127,690.00
2011-12	153C	2014201151115295170C	27 <sup>th</sup> March, 2015	92,280.00

2012-13	154	2013201237010568530C	31 <sup>st</sup> May, 2013	630.00
2012-13	153C	2014201251115295163C	27 <sup>th</sup> March, 2015	875,760.00
2013-14	144	2014201351115295156C	27 <sup>th</sup> March, 2015	319,260.00
				<b>2,963,384.00</b>

Seven Appeals have been filed with the Income Tax Department, Bhubaneswar on 23<sup>rd</sup> April, 2015. The appeals have been partially allowed in October 2016. Company has further appealed to Income Tax Appellate Tribunal, Cuttack Bench in March 2017.

8. According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayment of loans or borrowings to any financial institution or bank as at balance sheet date.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of YASH TRADING AND FINANCE LIMITED**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

In conjunction with our audit of the Standalone financial statements of the Company as of and for the year ended March 31, 2018 we have audited the internal financial controls over financial reporting of **YASH TRADING AND FINANCE LIMITED**. (“the Company”) which is a Company incorporated in India, as of that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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

- i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- iii. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Chaturvedi Sohan & Co.**  
**Chartered Accountant**  
**Firm Registration No.:118424W**

Sd/-

**Name: Devanand Chaturvedi**  
**Partner**  
**Membership No.:41898**  
Place: Mumbai  
Date: 28<sup>th</sup> May, 2018

Yash Trading and Finance Limited (CIN Number L51900MH1985PLC036794)  
Balance Sheet

(in Rs.)

Particulars	Notes	As at	As at	As at
		31.03.2018	31.03.2017	31.03.2016
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, Plant and Equipment		-	-	-
Intangible assets				
<u>Financial Assets</u>				
Non-Current Investments		-	-	-
Other financial assets		-	-	-
Other non-current assets		-	-	-
Sub-total (I)		-	-	-
<b>Current assets</b>				
Inventories		-	-	-
<u>Financial Assets</u>				
Trade receivables		-	-	-
Current Investments		-	-	-
Cash and Cash equivalents	2	32,406	19,092	14,715
Bank balances other than cash & cash equivalents		-	-	-
Other financial assets		-	-	-
Other current assets	3	-	2,549,000	2,549,000
Sub-total (II)		<b>32,406</b>	<b>2,568,092</b>	<b>2,563,715</b>
TOTAL (I+II)		<b>32,406</b>	<b>2,568,092</b>	<b>2,563,715</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
Equity Share capital	4	2,450,000	2,450,000	2,450,000
Other Equity	5	(2,767,314)	(2,109,808)	(1,409,085)
Sub-total (III)		<b>(317,314)</b>	<b>340,192</b>	<b>1,040,915</b>
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
Deferred tax liabilities (net)		-	-	-
Provisions		-	-	-
Sub-total (IV)		-	-	-
<b>Current liabilities</b>				
<u>Financial Liabilities</u>				
Current Borrowings		-	-	-
Trade payables		-	-	-
Other financial liabilities		-	-	-
Other current liabilities	6	349,720	2,227,900	1,522,800
Current tax liabilities (Net)		-	-	-
Sub-total (V)		<b>349,720</b>	<b>2,227,900</b>	<b>1,522,800</b>
TOTAL (III+IV+V)		<b>32,406</b>	<b>2,568,092</b>	<b>2,563,715</b>
The accompanying notes form an integral part of the financial statements	1			

As per our report of even date attached  
Chaturvedi Sohan & Co.  
Chartered Accountant  
Firm Registration No.:118424W

For and on behalf of the Board  
Yash Trading and Finance Limited

Sd/

Devanand Chaturvedi  
Partner  
Membership No. 41898  
Place: Mumbai  
Date: 28<sup>th</sup> May, 2018

Sd/-

Sadiq Patel  
Whole Time Director  
DIN 06911684

Sd/-

Bharat Bagri  
Director  
DIN 01379855

Sd/-

Krishna Mehta  
Company Secretary

Yash Trading and Finance Limited (CIN Number L51900MH1985PLC036794)  
Statement of Profit and Loss for the year ended March 31, 2018

Particulars	Notes	31.03.2018	31.03.2017	31.03.2016
<b>INCOME</b>				
Revenue from operations		-	-	-
Other income	7	-	-	100,000
<b>Total income</b>		<b>-</b>	<b>-</b>	<b>100,000</b>
<b>EXPENSES</b>				
Cost of materials consumed		-	-	-
Employee benefits expense	8	180,000	180,000	180,000
Finance costs	9	-	-	4,900
Depreciation and amortisation expense		-	-	-
Other expenses	10	477,506	520,723	650,018
<b>Total expenses</b>		<b>657,506</b>	<b>700,723</b>	<b>834,918</b>
<b>Profit / (Loss) before tax</b>		<b>(657,506)</b>	<b>(700,723)</b>	<b>(734,918)</b>
<b>Less : Tax expenses</b>				
- Current tax		-	-	-
- Deferred tax		-	-	-
<b>Total tax expense</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>Profit / (loss) for the year</b>		<b>(657,506)</b>	<b>(700,723)</b>	<b>(734,918)</b>
<b>Other Comprehensive Income</b>				
Items that will not be reclassified subsequently to profit or loss		-	-	-
<b>Total comprehensive income for the year</b>		<b>(657,506)</b>	<b>(700,723)</b>	<b>(734,918)</b>
<b>Earnings per equity share</b>	11			
Nominal value of share Rs.10				
Basic		(2.68)	(2.86)	(3.00)
Diluted		(2.68)	(2.86)	(3.00)
The accompanying notes form an integral part of the financial statements	1			

As per our report of even date attached  
Chaturvedi Sohan & Co.  
Chartered Accountant  
Firm Registration No.:118424W

For and on behalf of the Board  
Yash Trading and Finance Limited

Sd/

Devanand Chaturvedi  
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Krishna Mehta  
Company Secretary

Yash Trading and Finance Limited (CIN Number L51900MH1985PLC036794)  
Cash Flow Statement for the year ended

(in Rs.)

Particulars	2017-18	2016-17	2015-16
<b>A. Cash Flow From Operating Activities</b>			
Net Profit Before Tax and Extraordinary item :-	(657,506)	(700,723)	(734,918)
Adjustment for:			
Increase / (Decrease) in Other Current Liabilities	80,600	100	(27,050)
Increase / (Decrease) in Financial Asset	25,49,000	-	1,00,350
	26,29,600	100	73,300
Cash generated from Operations	19,72,094	(700,623)	(661,618)
Taxes Paid	-	-	-
Net Cash Flow from operating activity	<b>19,72,094</b>	<b>(700,623)</b>	<b>(661,618)</b>
<b>B. Cash Flow From Investing Activities</b>	-	-	-
<b>C. Cash Flow From Financing Activities</b>			
Loans Taken/Paid	(19,58,780)	7,05,000	6,49,900
Net cash flow from financing activities	(19,58,780)	7,05,000	6,49,900
<b>D. Net Increase/ (Decrease) in cash and other equivalents (A+B+C)</b>	13,314	4,377	(11,718)
<b>E. Cash and cash equivalents</b>	19,902	14,715	26,433
<b>F. Cash and cash equivalents at end of period = (D+E)</b>	32,406	19,092	14,715

Note: Previous year's figures have been regrouped/rearranged to confirm to the current year's presentation, wherever necessary.

As per our report of even date attached  
Chaturvedi Sohan & Co.  
Chartered Accountant  
Firm Registration No.:118424W

For and on behalf of the Board  
Yash Trading and Finance Limited

Sd/

Devanand Chaturvedi  
Partner  
Membership No. 41898  
Place: Mumbai  
Date: 28<sup>th</sup> May, 2018

Sd/-

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Sd/-

Krishna Mehta  
Company Secretary

Yash Trading and Finance Limited (CIN Number L51900MH1985PLC036794)  
Notes to Financial Statements

**Note 1: Significant Accounting Policies**

**1. Summary of significant accounting policies**

**1.1. Basis of preparation**

The financial statements have been prepared to comply in all material respects with the Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act, 2013 read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs, except additional disclosures required by the Companies Act 2013 (as these financial statements are not statutory financial statements, full compliance with the above Act is not required). The said financial statements for the year ended March 31, 2018 are the first financial statements of the Company in accordance with Ind AS. Refer Note 1.3 on how the Company has transitioned to Ind AS.

The transition to Ind AS has been carried out from accounting standards notified under section 133 of the Companies Act 2013, (the 'Act') read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('IGAAP'), which is considered as the 'Previous GAAP' for purposes of Ind AS 101.

The preparation of the said financial statements requires the use of certain critical accounting estimates and judgments. It also requires the management to exercise judgment in the process of applying the Company's accounting policies. The areas where estimates are significant to the financial statements, or areas involving a higher degree of judgment or complexity, are disclosed in Note 2.

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act 2013. Further, for the purpose of clarity, various items are aggregated in statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the financial statements, where applicable or required.

**1.2. Basis of measurement**

The financial statements have been prepared on the accrual and going concern basis, and the historical cost convention except where the Ind AS requires a different accounting treatment.

**Fair value measurement**

Fair value is the price at the measurement date, at which an asset can be sold or paid to transfer a liability in an orderly transaction between market participants. The Company's accounting policies require, measurement of certain financial / non-financial assets and liabilities at fair values (either on a recurring or non-recurring basis). Also, the fair values of financial instruments measured at amortised cost are required to be disclosed in the said financial statements.

The Company is required to classify the fair valuation method of the financial / non-financial assets and liabilities, either measured or disclosed at fair value in the financial statements, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurement). Accordingly, 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.

**1.3. Basis of transition to Ind AS**

The adoption of Ind AS is carried out in accordance with Ind AS 101 on April 1, 2015 being the transition date. Ind AS 101 requires that all Ind AS standards that are issued and effective for the year ending March 31, 2018, be applied retrospectively and consistently for all the periods presented. However, in preparing these financial statements, the Company has availed of certain exemptions and exceptions in accordance with Ind AS 101, as explained below. The resulting difference between the carrying value of the assets and liabilities in the financial statements as at the transition date under Ind AS and previous GAAP have been recognized directly in equity at the transition date.

In these financial statements, the Company has presented three balance sheets - as of March 31, 2018, March 31, 2017 and April 1, 2016. The Company has also presented three statements of profit and loss, three statements of changes in equity and three statements of cash flows for the year ended March 31, 2018 and March 31, 2017 along with the necessary and related notes.

Ind AS 101 allows first-time adopters certain optional exemptions and mandatory exceptions from the retrospective application of certain requirements under Ind AS.

Exemptions / exceptions from full retrospective application

The following mandatory exceptions from retrospective application of Ind AS have been applied by the Company:

- a. **Estimates exception** - On an assessment of the estimates made under the Previous GAAP financial statements, the Company has concluded that there is no necessity to revise the estimates under Ind AS (except for adjustments to reflect any difference in accounting policies), as there is no objective evidence that those estimates were in error. However, estimates, that were required under Ind AS but not required under Previous GAAP, are made by the Company for the relevant reporting dates, reflecting conditions existing as at that date without using any hindsight.

- b. **De-recognition of financial assets and liabilities exception** - Financial assets and liabilities de-recognized before transition date are not re-recognized under Ind AS.

There is no effect of the transition from previous GAAP to Ind – AS on the Company’s equity, statement of profit and loss and statement of cash flows.

#### 1.4. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. Deferred tax assets and liabilities, and all assets and liabilities which are not current (as discussed in the below paragraphs) are classified as non-current assets and liabilities.

An asset is classified as current when it is expected to be realized or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realized within twelve months after the reporting period, or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is classified as current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

#### 1.5. Property, plant and equipment (‘PPE’)

The company does not have any property, plant and equipment.

#### 1.6. Impairment of non-financial assets

The company does not have any Property, plant and equipment, thus Impairment of non-financial assets is not applicable.

#### 1.7. Financial instruments

##### Recognition, classification and presentation

The financial instruments are recognized in the Balance Sheet when the Company becomes a party to the contractual provisions of the financial instrument.

The Company determines the classification of its financial instruments at initial recognition.

The Company recognizes its investment in subsidiaries, joint ventures and associates at cost less any impairment losses. The Company classifies its other financial assets in the following categories: a) those to be measured subsequently at fair value through profit or loss, and b) those to be measured at amortized cost. The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows.

The Company has classified all the non-derivative financial liabilities in the other financial liabilities category. Financial assets and liabilities arising from different transactions are off-set against each other and the resultant net amount is presented in the Balance Sheet, if and only when, the Company currently has a legally enforceable right to set-off the related recognized amounts and intends either to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

#### Measurement – Non-derivative financial instruments

##### Initial measurement

At initial recognition, the Company measures the non-derivative financial instruments at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Otherwise transaction costs are expensed in the statement of profit and loss.

##### Subsequent measurement - financial assets

The subsequent measurement of the non-derivative financial assets depends on their classification as follows:

- **Financial assets measured at amortized cost**

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost using the effective-interest rate (‘EIR’) method (if the impact of discounting / any transaction costs is significant). Interest income from these financial assets is included in finance income.

- **Financial assets at fair value through profit or loss (‘FVTPL’)**

All financial assets that do not meet the criteria for amortized cost are measured at fair value through profit or loss. Interest (basis EIR method) income from FVTPL is recognized in the statement of profit and loss within finance income/ finance costs separately from the other gains/ losses arising from changes in the fair value.

**Impairment**

The company assesses on a forward looking basis the Expected Credit Losses (ECL) associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition. If credit risk has not increased significantly, twelve month ECL is used to provide for impairment loss, otherwise lifetime ECL is used.

However, only in case of trade receivables, the company applies the simplified approach which requires expected lifetime losses to be recognized from initial recognition of the receivables.

**Subsequent measurement - financial liabilities**

Other financial liabilities are initially recognized at fair value less any directly attributable transaction costs. They are subsequently measured at amortized cost using the EIR method (if the impact of discounting / any transaction costs is significant).

**Measurement –derivative financial instruments**

Derivative financial instruments, including separated embedded derivatives are classified as financial instruments at fair value through profit or loss - Held for trading. Such derivative financial instruments are initially recognised at fair value. They are subsequently re-measured at their fair value, with changes in fair value being recognised in the statement of profit and loss within finance income / finance costs.

**De-recognition**

The financial liabilities are de-recognized from the Balance Sheet when the under-lying obligations are extinguished, discharged, lapsed, cancelled, expires or legally released. The financial assets are de-recognized from the Balance Sheet when the rights to receive cash flows from the financial assets have expired, or have been transferred and the Company has transferred substantially all risks and rewards of ownership. The difference in the carrying amount is recognized in statement of profit and loss.

**1.8. Taxes**

The income tax expense comprises of current and deferred income tax. Income tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in the other comprehensive income or directly in equity, in which case the related income tax is also recognized accordingly.

**i. Current tax**

The current tax is calculated on the basis of the tax rates, laws and regulations, which have been enacted or substantively enacted as at the reporting date. The payment made in excess / (shortfall) of the Company's income tax obligation for the period are recognized in the Balance Sheet as current income tax assets /liabilities.

Any interest / penalties, related to accrued liabilities for potential tax assessments are not included in Income tax charge or (credit), but are rather recognized within finance costs.

**ii. Deferred tax**

Deferred tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. However, deferred tax are not recognized if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

The unrecognized deferred tax assets / carrying amount of deferred tax assets are reviewed at each reporting date for recoverability and adjusted appropriately.

Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

**1.9. Cash and cash equivalents**

Cash and cash equivalents include cash in hand, bank balances and any deposits with original maturities of three months or less (that are readily convertible to known amounts of Cash and cash equivalents and subject to an insignificant risk of changes in value). However, for the purpose of the Statement of cash flows, in addition to above items, any bank overdrafts / cash credits that are integral part of the Company's cash management, are also included as a component of Cash and cash equivalents.

**1.10. Share capital / Share premium**

Ordinary shares are classified as Equity when the Company has an un-conditional right to avoid delivery of cash or another financial asset, that is, when the dividend and repayment of capital are at the sole and absolute discretion of the Company and there is no contractual obligation whatsoever to that effect.

**1.11. Employee benefits**

The Company's employee benefits mainly include wages, salaries and bonuses. The employee benefits are recognized in the period in which the associated services are rendered by the Company employees.

**1.12. Provisions****i. General**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the said obligation, and the amounts of the said obligation can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the relevant obligation, using a pre-tax rate that reflects current market assessments of the time value of money (if the impact of discounting is significant) and the risks specific to the obligation. The increase in the provision due to un-winding of discount over passage of time is recognized within finance costs.

**ii. Contingencies**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The following are the disputes with the Income Tax Department:

A.Y.	Section Code	Demand Identification Number	Date on which demand is raised	Outstanding demand (In Rs.)
2006-07	220(2)	2011200637028844313C	28 <sup>th</sup> February, 2012	8,240.00
2007-08	153C	2014200751115295212C	27 <sup>th</sup> March, 2015	998,490.00
2008-09	143(1)	2009200851007063324C	21 <sup>st</sup> March, 2010	259,674.00
2008-09	153C	2014200851115295205C	27 <sup>th</sup> March, 2015	264,630.00
2009-10	153C	2014200951115295191C	27 <sup>th</sup> March, 2015	16,730.00
2010-11	153C	2014201051115295184C	27 <sup>th</sup> March, 2015	127,690.00
2011-12	153C	2014201151115295170C	27 <sup>th</sup> March, 2015	92,280.00
2012-13	154	2013201237010568530C	31 <sup>st</sup> May, 2013	630.00
2012-13	153C	2014201251115295163C	27 <sup>th</sup> March, 2015	875,760.00
2013-14	144	2014201351115295156C	27 <sup>th</sup> March, 2015	319,260.00
				<b>2,963,384.00</b>

Seven Appeals have been filed with the Income Tax Department, Bhubaneswar on 23<sup>rd</sup> April, 2015. The appeals have been partially allowed in October 2016. Company has further appealed to Income Tax Appellate Tribunal, Cuttack Bench in March 2017.

**1.13. Revenue recognition**

Revenue is recognized when it is probable that the entity will receive the economic benefits associated with the transaction and the related revenue can be measured reliably. Revenue is recognized at the fair value of the consideration received or receivable, which is generally the transaction price, net of any taxes / duties, discounts and process waivers.

**1.14. Borrowing costs**

Borrowing costs consist of interest and other ancillary costs that the Company incurs in connection with the borrowing of funds. The borrowing costs directly attributable to the acquisition or construction of any asset that takes a substantial period of time to get ready for its intended use or sale are capitalized. All the other borrowing costs are recognized in the statement of profit and loss within finance costs of the period in which they are incurred.

**1.15. Earnings per share ('EPS')**

The Company presents the Basic and Diluted EPS data.

Basic EPS is computed by dividing the profit for the period attributable to the shareholders of the Company by the weighted average number of shares outstanding during the period.

Diluted EPS is computed by adjusting, the profit for the year attributable to the shareholders and the weighted average number of shares considered for deriving Basic EPS, for the effects of all the shares that could have been issued upon conversion of all dilutive potential shares.

**1.16. Segment Reporting**

The Company operates only in one business and geographical segment. Therefore, segment information as per Ind AS-108, 'Segment Reporting', has not been disclosed.

**2. Critical accounting estimates and assumptions**

The estimates and judgments used in the preparation of the said financial statements are continuously evaluated by the Company, and are based on historical experience and various other assumptions and factors (including expectations of future events), that the Company believes to be reasonable under the existing circumstances. The said estimates and judgments 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.

Although the Company regularly assesses these estimates, actual results could differ materially from these estimates - even if the assumptions under-lying such estimates were reasonable when made, if these results differ from historical experience or

other assumptions do not turn out to be substantially accurate. The changes in estimates are recognized in the financial statements in the period in which they become known.

### 3. Standards issued but not yet effective up to the date of issuance of the Company's financial statements

The new Standards, amendments to Standards that are issued but not yet effective until the date of authorization for issuance of the said financial statements are discussed below. The Company has not earlier adopted these amendments, and intends to adopt when they become effective.

#### Ind AS 102 'Share based payments'

In March 2018, MCA issued amendments to Ind AS 102 pertaining to measurement of cash-settled share based payments, classification of share-based payments settled net of tax withholdings and accounting for modification of a share based payment from cash-settled to equity-settled method.

The amendments are applicable to annual periods beginning on or after April 1, 2017 with early adoption permitted. The Company does not expect that the adoption of the amendments will not have any significant impact on the said financial statements.

#### 4. Auditor Remuneration (including Service Tax/ GST)

Particulars	2017-18	2016-17
Audit Fees (incl. Service Tax/ GST)	23,600	23,000
Certification Fees (incl. Service Tax/ GST)	16,748	6891
Total	40,348	29,891

Note 2: Bank balances other than cash & cash equivalents

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>Balances with Banks in</b>			
-Rupees Current Accounts	32,406	19,092	14,715
-Foreign Currency Current Accounts	-	-	-
Cash on Hand	-	-	-
Total	<b>32,406</b>	<b>19,092</b>	<b>14,715</b>

Note 3: Other current assets

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>Unsecured, Considered Good</b>			
Advance for Purchase of Securities to 3A Financial Services Ltd (CIN - U72200MH1999PLC118579)	-	2,500,000	2,500,000
Deposit with BSE Limited	-	49,000	49,000
Total	-	<b>2,549,000</b>	<b>2,549,000</b>

Note 4: Equity Share Capital

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>Authorised Share Capital</b>			
10,00,000 Equity Shares of Rs 10/- each	1,00,00,000	1,00,00,000	1,00,00,000
<b>Issued, Subscribed and Fully Paid Up</b>			
2,45,000 Equity Shares of Rs. 10/- each	24,50,000	24,50,000	24,50,000

The Company has only one class of equity shares of par value of Rs.10/-

The holder of these Equity shares is entitled to one vote per share

#### a. Reconciliation of shares outstanding at the beginning and at the end of the period

Particulars	As at 31.03.2018		As at 31.03.2017		As at 31.03.2016	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares</b>						
At the beginning of the year	2,45,000	24,50,000	2,45,000	24,50,000	2,45,000	24,50,000
Issued during the year	-	-	-	-	-	-
Outstanding at the end of the year	2,45,000	24,50,000	2,45,000	24,50,000	2,45,000	24,50,000

#### b. Details of Shareholders holding more than 5% shares in the company

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016

Yash Trading and Finance Limited– Annual Report 2018

	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding
Mr. Pradeep Kumar Sethy	1,75,230	71.52%	1,75,230	71.52%	1,75,230	71.52%
Krishna Devi Bagri	29,985	12.24%	29,985	12.24%	29,985	12.24%

c. Other Information

EQUITY SHARE CAPITAL	Balance as at 1st April,2016	Changes in equity share capital during the year	Balance as at 1st April, 2017	Changes in equity share capital during the year	Balance as at 1st April, 2018	Changes in equity share capital during the year	Balance as at 31st March,2018
Paid up Capital	24,50,000	-	24,50,000	-	24,50,000	-	24,50,000

Note 5: Other Equity

OTHER EQUITY :	Reserves and Surplus				
	Securities Premium Reserve	Capital Reserve	Retained Earnings	Other Comprehensive Income	Total
Balance as at April 1,2016	-	-	985,093	-	985,093
Profit/ Loss for the year	-	-	-	-	-
Interim Dividend Paid	-	-	-	-	-
Dividend Tax Paid on Interim Dividend	-	-	-	-	-
<u>Other Comprehensive Income :</u>	-	-	-	-	-
Remeasurements of net defined benefit plans	-	-	-	-	-
Balance as at 31 <sup>st</sup> March,2017	-	-	985,093	-	985,093
Profit/ Loss for the year	-	-	-	-	-
Interim Dividend Paid	-	-	-	-	-
Dividend Tax Paid on Interim Dividend	-	-	-	-	-
Provision for final Dividend payable	-	-	-	-	-
Provision for Dividend Tax Paid on final Dividend payable	-	-	-	-	-
On issue during the year / Capital Reduction	-	-	-	-	-
<u>Other Comprehensive Income :</u>	-	-	-	-	-
Remeasurements of net defined benefit plans	-	-	-	-	-
Balance as at 31 <sup>st</sup> March,2018	-	-	985,093	-	985,093

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<u>Securities Premium</u>			
Balance at the beginning and end of the period	-	-	-
<u>Other Reserves</u>			
Balance at the beginning and end of the period	985,093	985,093	985,093
<u>Surplus / (deficit) in the statement of profit and loss</u>			
Balance at the beginning of the period	(30,94,901)	(23,94,178)	(16,59,260)
Add: Profit / (loss) for the year	(657,506)	(700,723)	(734,918)
	(37,52,407)	(30,94,901)	(23,94,178)
Less:			
Interim Dividend Paid	-	-	-
Dividend Tax Paid on Interim Dividend	-	-	-
Provision for final Dividend payable	-	-	-
Capital Reduction	-	-	-
Depreciation	-	-	-
Provision for Dividend Tax Paid on final Dividend payable	-	-	-
Closing Balance	(27,67,314)	(21,09,808)	(14,09,085)

Nature and Purpose of Reserves:

- Securities Premium Reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.
- Capital reserve will be utilised in accordance with provision of the Act.
- Retained Earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders

## Note 6: Other Current Liabilities

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Unsecured Loan from Director Bharat Bagri	154,900	2,204,900	1,499,900
Bharat Bagri (expenses payable)	91,220	-	-
Director Sitting Fees	72,000	-	-
Audit Fees Payable	23,600	23,000	22,900
TDS Payable	8,000	-	-
Total	349,720	2,227,900	1,522,800

## Note 7: Other Income

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017	For the Year Ended 31.03.2016
OTC Exchange refund previously w/off	-	-	100,000
Total	-	-	100,000

## Note 8: Employee Benefits Expenses

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017	For the Year Ended 31.03.2016
Salaries and Wages	1,80,000	1,80,000	1,80,000
Staff Welfare Expense	-	-	-
Total	1,80,000	1,80,000	1,80,000

## Note 9: Finance Costs

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017	For the Year Ended 31.03.2016
Interest Paid	-	-	4,900
Total	-	-	4,900

## Note 10: Other Expenses

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017	For the Year Ended 31.03.2016
BSE Expenses	2,87,500	2,29,000	2,56,500
Professional & Legal Expenses	23,600	86,891	1,22,137
Other Expenses	1,66,406	204,832	2,71,381
Total	4,77,506	5,20,723	6,50,018

## Note 11: Earning Per Share

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017	For the Year Ended 31.03.2016
Net Profit/(Loss) as per Statement of Profit & Loss (A)	(6,57,506)	(7,00,723)	(7,34,918)
Weighted average number of Equity Share used in computing basic/diluted earning per share (B)	2,45,000	2,45,000	2,45,000
Earning Per Share (Rs.) Basic/Diluted (A/B)	(2.68)	(2.86)	(3.00)

There is no Potential Equity Shares

As per our report of even date attached  
Chaturvedi Sohan & Co.  
Chartered Accountant  
Firm Registration No.:118424W

Sd/  
Devanand Chaturvedi  
Partner  
Membership No. 41898

Date: 28<sup>th</sup> May, 2018

Place: Mumbai

For and on behalf of the Board  
Yash Trading and Finance Limited

Sd/-  
Sadiq Patel  
Whole Time Director  
DIN 06911684

Sd/-  
Bharat Bagri  
Director  
DIN 01379855

Sd/-  
Krishna Mehta  
Company Secretary

## NOTICE

NOTICE is hereby given that the 33<sup>rd</sup> Annual General Meeting of Yash Trading and Finance Limited will be held at 1207/A, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001 on Friday, 28<sup>th</sup> September, 2018 at 11:00 a.m. to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2018, together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sadiq Patel (holding DIN 06911684), who retire by rotation and being eligible offers himself for re-appointment.

### Ratification of appointment of Statutory Auditors and fixing their remuneration

3. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, the appointment of M/s. Chaturvedi Sohan & Co., Chartered Accountants (ICAI Firm Registration No. 118424W) who were appointed as auditors of the Company at the 32<sup>nd</sup> Annual General Meeting of the Company to hold office till the conclusion of the 37<sup>th</sup> Annual General Meeting of the company, be and is hereby ratified and confirmed as Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 34<sup>th</sup> Annual General Meeting to be held in 2019 to examine and audit the accounts of the Company for the financial year 2018-19 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors

By Order of the Board of Directors  
For Yash Trading and Finance Limited

Sd/-  
Krisha Mehta  
(Company Secretary)

**Registered Office:** Bagri Niwas, 53/55, N.M. Path, Mumbai – 400 002.

**Place: Mumbai**

**Date: 13th August, 2018**

### Notes:

1. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed. The relevant details of Directors seeking appointment/reappointment under item No. 2 above pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“**THE MEETING**”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A **PROXY NEED NOT BE A MEMBER**.
3. As per the provisions of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10 per cent of the total share capital of the Company carrying voting rights. A member holding more than 10 per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The instrument appointing proxy/proxies in order to be effective, must be lodged at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
5. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a duly certified board resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. Members/proxies/authorized representatives should bring duly filled Attendance slip enclosed herewith to attend the meeting mentioning therein details of their DP ID and Client ID/Folio No.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

10. The Register of Contracts or Arrangements in which the Directors are interested, maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
11. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least seven days before the date of the Meeting, so that the information required may be made available at the Meeting.
12. The Register of Members and Share Transfer Books will remain closed from **Saturday 22<sup>nd</sup> September, 2018 to Friday, 28<sup>th</sup> September, 2018, (both days inclusive)**, for the purpose of AGM.
13. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Transfer Agents to facilitate better service:
  - Any change in their address.
  - Particulars of their bank accounts in case the same have not been sent earlier, for dividend payment through ECS mode and
  - Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of the names for consolidation of such holdings into one account.
14. Non-resident Indian members are requested to inform the RTA, M/s. Purva Sharegistry (India) Private Limited, Mumbai immediately about:
  - Change in their residential status on return to India for permanent settlement
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. As per Section 72 of Companies Act, 2013, members are entitled to make nomination in respect of shares held by them in physical form. Nomination form (Form No. SH-13) can be downloaded from the website of the Company at [www.yashtradingfinance.com](http://www.yashtradingfinance.com) and requested to submit form to the Registrar and Share Transfer Agents of the Company. Members can also delete or change an earlier Nomination by executing Form No.SH-14 (available on the website of the Company).
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
17. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at [yashtradingandfinancelimited@gmail.com](mailto:yashtradingandfinancelimited@gmail.com)
18. The Annual Report for 2017-18 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for the physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report are being sent by the permitted mode.
19. Members may also note that the notice of the 33<sup>rd</sup> AGM and the Annual Report for 2017-18 will be available on the Company's website [www.yashtradingfinance.com](http://www.yashtradingfinance.com)
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
21. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), the Company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
22. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
23. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
24. The remote e-voting period commences on **Tuesday, 25<sup>th</sup> September, 2018 at 10:00 Hrs and will end on Thursday, 27<sup>th</sup> September, 2018 at 17:00 Hrs**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** (record date) of **Friday, 21<sup>st</sup> September, 2018**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
25. The process and manner for remote e-voting are as under:
 

**Step 1 - Log-in to NSDL e-Voting system**

  - i. 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.
  - ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section
  - iii. 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.*
  - iv. 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 folio number is 001*** and EVEN is 109846 then user ID is 109846001***

- v. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
  - 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. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - How to retrieve your ‘initial password’
    - 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 from your mailbox. 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’.
    - If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
- vi. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- 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](http://www.evoting.nsdl.com).
  - [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box
- viii. Now, you will have to click on “Login” button
- ix. After you click on the “Login” button, Home page of e-Voting will open

### **Step 2 - Cast your vote electronically on NSDL e-Voting system**

- 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
- 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
- Select “EVEN” of “Yash Trading and Finance Limited” to cast your vote. **EVEN (Remote e-voting Event Number) is 109846**
- Now you are ready for e-Voting as the Voting page opens
- 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
- Upon confirmation, the message “Vote cast successfully” will be displayed
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote

### **26. General Guidelines for shareholders**

- 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 [Cssonamjain3@gmail.com](mailto:Cssonamjain3@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - 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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password
  - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
27. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

28. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Friday, 21<sup>st</sup> September, 2018**.
29. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **21<sup>st</sup> September, 2018**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [busicomp@gmail.com](mailto:busicomp@gmail.com)
30. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
31. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
32. Ms. Sonam Jain, ~~Practicing~~ Company Secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
33. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
34. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
35. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers’ Report shall be placed on the Company’s website [www.yashtradingfinance.com](http://www.yashtradingfinance.com) and on the website of NSDL within two days the passing of the resolutions at the 33<sup>rd</sup> AGM of the Company on 28<sup>th</sup> September, 2018 and communicated to the BSE Ltd. within the prescribed period.
36. The route map showing directions to reach the venue of the 33<sup>rd</sup> AGM is annexed.

**Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses.****Item No.3:**

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s. Chaturvedi Sohan & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 118424W) were appointed as the statutory auditors of the Company for a period of five years at the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company held on 29<sup>th</sup> September, 2017. As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM. Accordingly, ratification of the Members is being sought for the proposal contained in the Resolution set out at Item No.3 of the accompanying Notice.

The Board commends the Resolution at Item No.3 of the accompanying Notice for ratification by the Member of the Company.

None of the Directors or Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the Resolution at Item No.3 of the accompanying Notice.

This information forms part of the Notice for the Annual General Meeting

**Details of Director seeking appointment / re-appointment at the 33<sup>rd</sup> Annual General Meeting of the Company: [Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]**

Name	Sadiq Patel
Date of Birth	11 <sup>th</sup> November, 1977
Occupation	Service
Qualification	H.S.C.
Expertise in specific functional areas	Financial Services
Relationships between directors inter-se	Nil
Shares held in the Company	Nil
Directorship in the other Company	Nil
Chairman / Member of the Committee of other Companies on which he is a Director	Nil

Note: Director of the Company do not have any inter-se relationship

**YASH TRADING AND FINANCE LIMITED**

CIN: L51900MH1985PLC036794

**Registered Off:** Bagri Niwas, 53/55, N.M. Path, Mumbai – 400 002

**Corporate Off:** 1207A P J Towers, Dalal Street, Fort, Mumbai – 400001

**ATTENDANCE SLIP**

**33<sup>RD</sup> ANNUAL GENERAL MEETING**

**(To be signed and handed over at the entrance of the meeting venue)**

Regd. Folio No.: \_\_\_\_\_ DP ID\*: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_ Client ID\*: \_\_\_\_\_

Full Name of the Member (in Block Letters):

Name of the Proxy: (To be filled-in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the **THIRTY THIRD ANNUAL GENERAL MEETING** of the Company on Friday, 28<sup>th</sup> September, 2018 at 11:00 a.m. at 1207/A, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001.

Members / Proxy's Signature

(To be signed at the time of handing over this slip)

\* Applicable for members holding shares in electronic form.

Note: Members are requested to bring their copies of the Annual Report to the meeting

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**YASH TRADING AND FINANCE LIMITED**

CIN: L51900MH1985PLC036794

**Registered Off:** Bagri Niwas, 53/55, N.M. Path, Mumbai – 400 002**Corporate Off:** 1207A, P. J. Towers, Dalal Street, Fort, Mumbai – 400001.

MGT-11

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member (s): Registered Address:

E-mail Id:

Folio No / Client Id: DP ID:

I / We, being the member(s) of shares of the above mentioned Company, hereby appoint

1. Name: Address: E-mail Id:

Signature: , or failing him/her

2. Name: Address: E-mail Id:

Signature: , or failing him/her

3. Name: Address: E-mail Id: Signature:

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **Thirty Third** Annual General Meeting of the Company to be held on the Friday, 28<sup>th</sup> September, 2018 at 1207/A, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001 and at any adjournment thereof, in respect of such resolutions as are indicated below:

\*\*I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolution:	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for financial year ended 31 <sup>st</sup> March, 2018 together with the Report of the Board of Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Sadiq Patel (holding DIN 06911684), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of appointment of Statutory Auditors M/s. Chaturvedi Sohan & Co., Chartered Accountants (ICAI Firm Registration No. 118424W) and fixing their remuneration		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017 \_\_\_\_\_

Signature of shareholder

Affix  
Revenue  
Stamp\_\_\_\_\_  
Signature of first proxy holder    Signature of Second proxy holder    Signature of Third proxy holder

## Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48hrs before the commencement of the meeting.
- A proxy need not be a member of the Company
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
- \*\*This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appoint a proxy does not prevent member from attending the meeting in person if he so wishes.
- In the case of join holders, the signature of any one holder will be sufficient, but name of all the joint holders should be stated.

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**YASH TRADING AND FINANCE LIMITED**

CIN: L51900MH1985PLC036794

Corp. Office: 1207A, P.J. Towers, Dalal Street, Fort, Mumbai-400 001.

Regd. Office: Bagri Niwas, 53/55 Nath Madhav Path, Kalbadevi, Mumbai – 400 002.

Website: [www.yashtradingfinance.com](http://www.yashtradingfinance.com) | Email: [yashtradingandfinancelimited@gmail.com](mailto:yashtradingandfinancelimited@gmail.com)

Tel: +91 22 2272 2448 Fax: +91 22 2272 2451

**PAPER – MGT -12  
BALLOT PAPER/POLLING PAPER***[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]*

<b>Name(s) of Member(s) :</b> (In BLOCK/CAPITAL LETTERS)	
<b>Registered Address :</b>	
<b>DP ID / Client ID* or Registered Folio No :</b>	
<b>No. of equity shares held :</b>	

**\*Applicable in case of Share held in electronic form**

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 33<sup>rd</sup> Annual General Meeting of Company scheduled to be held on Friday, 28<sup>th</sup> September, 2018 at 11:00 A.M. at 1207/A, P.J. Towers, Dalal Street, Fort, Mumbai-400001, which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated herein below:

Resolution No.	Resolution	No. of Equity Share(s) held	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
<b>Ordinary Businesses</b>				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for financial year ended 31 <sup>st</sup> March, 2018 together with the Report of the Board of Directors and the Auditors thereon.			
2.	To appoint a Director in place of Mr. Sadiq Patel (holding DIN 06911684), who retires by rotation and being eligible, offers himself for re-appointment.			
3.	Ratification of appointment of Statutory Auditors M/s. Chaturvedi Sohan & Co., Chartered Accountants (ICAI Firm Registration No. 118424W) and fixing their remuneration			

\*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place:

Date:

-----  
Signature of Member

### **INSTRUCTIONS**

1. This Ballot Paper is provided, pursuant to Regulation 4(2) (a) (iii) read with rule 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 to enable the shareholder(s) or their proxy(ies) for voting by way of Ballot Paper(s), who does not have access to e-voting facility and /or who have not voted through e-voting, so that they can also participate in voting through this physical Ballot Paper.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot paper if a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting by Ballot paper shall be treated as invalid.
3. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through physical ballot paper from member(s) at the venue of AGM for declaring the final result for each of the resolutions forming part of 33<sup>rd</sup> AGM Notice of company.

#### **Process and manner for Members opting to vote by using the Ballot Paper:**

1. Please complete and sign this Ballot Paper and drop in the locked ballot box placed in the meeting hall for voting purpose with respect to 33<sup>rd</sup> AGM of the company as scheduled on 28<sup>th</sup> September, 2018.
2. This ballot Paper should be signed by the Member (s) as per the specimen signature (s) registered with Registrar and Share Transfer Agent of the Company viz. M/s. Purva Sharegistry (India) Private Limited or by their proxy(ies) duly authorized by the member. In case of joint holding, the ballot Paper should be completed and signed by the first name Member and in his/her absence, by the next name joint holder or by their proxy(ies) duly authorized by any one of the joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing and duly attested copy of the POA registered with the company or enclosing therewith duly attested/notarized copy of the POA.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution/Authorization document(s) consisting therein the attested signature(s) of authorized person(s).
4. Votes should be cast in case of each resolution either in favour or against by putting the tick (✓) mark in the respective column(s) provided in the Ballot Paper.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the Paid-up Equity Share Capital of the Company as on Friday, 21<sup>st</sup> September, 2018 and each fully paid up equity shares carries one voting right.
6. A Member may request Ballot Paper from the Company or they can download the Paper from the website of the Company viz. [www.yashtradingfinance.com](http://www.yashtradingfinance.com), if so required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Papers will be rejected. The Ballot Papers will also be rejected if it is received torned, defaced or mutilated to the extent which makes it difficult for the Scrutinizer to identify either the Member or when it is not ascertainable that vote(s) have been cast by member (s) in favour or against the resolution or when the signature(s) of member(s) cannot be verified with the available records of registrar & share transfer agent of company M/s. Purva Sharegistry (India) Pvt. Ltd.
8. The decision of the Scrutinizer on the validity of the Ballot Paper(s) and any other allied matter(s) thereto shall be final and binding on member(s) of company.
9. The consolidated result for voting done by the members of company through e-voting & ballot voting for all the resolution(s) placed in the 33<sup>rd</sup> AGM of company and as declared by Chairman/duly authorized person along with respective scrutinizer's report shall be uploaded on the company's website i.e. [www.yashtradingfinance.com](http://www.yashtradingfinance.com) within 48 hours of conclusion of AGM and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) whenever they upload, and will simultaneously be also forwarded to the stock exchange(s) (viz. BSE Ltd) where the company's equity shares are listed, as per respective rules/regulations applicable thereto.

Route Map

