

**YASH TRADING AND FINANCE LIMITED**  
(CIN L51900MH1985PLC036794)  
**34<sup>TH</sup> ANNUAL REPORT**  
**FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2019**

**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: support@purvashare.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 **34<sup>th</sup> Annual Report** of the Company, along with Audited Accounts, for the Financial Year ended **31<sup>st</sup> March, 2019**.

**Financial Performance**

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

<b>Particulars</b>	<b>(Rs. in lac)</b>	
	<b>FY 2018-19</b>	<b>FY 2017-18</b>
Total revenue including other income	-	-
Total Expenditure	24.95	6.58
Profit / (Loss) before tax	(24.95)	(6.58)
Tax Expenses	-	-
Profit / (Loss) after tax	(24.95)	(6.58)
EPS		
-Basic	(10.18)	(2.68)
-Diluted	(10.18)	(2.68)

**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 current management made every effort to revoke the suspension of the Company, and finally on 21<sup>st</sup> June, 2019 BSE vide its notice no. 20190621-13 revoked the suspension in trading of the shares of the Company w.e.f. 1<sup>st</sup> July, 2019.

At present the Company is being managed from the office of one of the Directors – Mr. Bharat Bagri, situated at 1207A, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. The said premise is also the Corporate office of the Company and is fully equipped with proper infrastructure and manpower.

**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, 2019.

**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, 2019 and the date of the report.

**Extract of Annual Return**

As provided under Section 92(3) of the Act read with rules made thereunder, 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, 2018, 13<sup>th</sup> August, 2018, 12<sup>th</sup> November, 2018, 24<sup>th</sup> January, 2019 and 12<sup>th</sup> March, 2019.

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 2018-19 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 2018-19.

**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, 2018 to conduct Internal Audit of records and documents of the Company for the financial year 2018-19. 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, 2018 to conduct Internal Audit of records and documents of the Company for the financial year 2018-19.

#### **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, Practicing Company Secretary, as Secretarial Auditor on 30<sup>th</sup> May, 2018 to conduct Secretarial Audit of records and documents of the Company for the financial year 2018-19. 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 within the definition of Section 73 of the Companies Act, 2013 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. Bharat Bagri DIN: 01379855, retire from the Board by rotation, and being eligible, offers himself for re-appointment.

Term of Mr. Sadiq Patel – DIN 06911684 as Whole Time Director ended on 29-09-2017. It is proposed to re-appoint him as Whole Time Director for further term of 5 years w.e.f. 30-09-2017 to 29-09-2021. Mr. Sadiq Patel have given necessary consent and declarations in this behalf.

Term of Ms. Jyoti Budhia – DIN: 00332044 and Mr. Ajay Sharma – DIN: 06960753 as Independent Directors ends on 25-09-2019. Pursuant to section 149(10) of the Companies Act, 2013 with the rules made thereunder, they are eligible for re-appointment of another term of 5 years. It is proposed to re-appoint them as Independent Directors of the Company for further term of 5 years w.e.f. 26-09-2019 to 25-09-2024.

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:

Name	Designation
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 2018-19.

Percentage increase in Remuneration of Directors and Key Managerial Personnel	2017-18	2018-19	Differential	% increase/ (decrease)
Ms. Krisha 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. Krisha 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 2018-19 to the abovementioned exchange. The suspension in trading of the shares of the Company has been revoked w.e.f. 1<sup>st</sup> July, 2019 vide BSE notice no. 20190621-13 dated 21-06-2019.

#### 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

Sd/-  
Bharat Bagri, Director, DIN 01379855

Place: Mumbai  
Date: 9<sup>th</sup> August, 2019

## 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 lac)		
Particulars	FY 2018-19	FY 2017-18
Total revenue including other income	-	-
Total Expenditure	24.95	6.58
Profit / (Loss) before tax	(24.95)	(6.58)
Tax Expenses	-	-
Profit / (Loss) after tax	(24.95)	(6.58)

### 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 2018-19 has been made in Notes to accounts of the financials.

For and on behalf of the Board of Directors

**Yash Trading and Finance Limited**

Sd/-

Sadiq Patel, Whole time Director, DIN 06911684

Sd/-

Bharat Bagri, Director, DIN 01379855

Place: Mumbai Date: 9<sup>th</sup> August, 2019

**Annexure I**  
**Extract of Annual Return as on the financial year ended on 31st March, 2019**  
**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, 2018				No. of Shares held at the end of the year 31 <sup>st</sup> March, 2019				% 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>1,75,230</b>	<b>71.52</b>	<b>1,75,130</b>	<b>100</b>	<b>1,75,130</b>	<b>71.52</b>	<b>-</b>

<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	30,751	6,730	37,481	15.30	31,051	6,430	37,481	15.30	-
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	29,985	29,985	12.24	-	29,985	29,985	12.24	-
(c) Others (specify)HUF	2,204	-	2,204	0.90	2,204	-	2,204	0.90	-
<b>Sub-total (B)(2):-</b>	<b>33,055</b>	<b>36,715</b>	<b>69,770</b>	<b>28.48</b>	<b>33,355</b>	<b>36,415</b>	<b>69,770</b>	<b>28.48</b>	<b>-</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>33,055</b>	<b>36,715</b>	<b>69,770</b>	<b>28.48</b>	<b>33,355</b>	<b>36,415</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>2,08,185</b>	<b>36,815</b>	<b>2,45,000</b>	<b>100.00</b>	<b>208,485</b>	<b>36,515</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			Shareholding at the end of the year			
		1 <sup>st</sup> April, 2018			31 <sup>st</sup> March, 2019			
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ Encumbered to	No. of Shares	% of Total Shares of the Company	% of Shares Pledged /	% change in shareholding
1	Pradeep Kumar	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 2018-19

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, 2018		Cumulative Shareholding during the year		Shareholding at the end of the year 31 <sup>st</sup> March, 2019	
		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	2,292	0.94	2,292	0.94		
	Bought on 15-02-2019	1500	0.61	3,792	1.55	3,792	1.55
5.	Ujwal Shasikant Damani	4,000	1.63	4,000	1.63	4,000	1.63
6.	Sunita Parwal	2,000	0.81	2,000	0.81	2,000	0.81
7.	S Aggarwal	2,000	0.81	2,000	0.81	2,000	0.81
8.	Sonam Sagar Ray	1,600	0.65	1,600	0.65	1,600	0.65
9.	Manjula Keshrimal Sanghvi	1,600	0.65	1,600	0.65	1,600	0.65
10.	Krishan Kumar Parwal (HUF)	1,200	0.49	1,200	0.49	1,200	0.49
11.	Ramjanki Devi Parwal	1,500	0.61	1,500	0.61		
	Sold on 15-02-2019	(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	-	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
Change in Indebtedness during the financial year				
- Addition	-	1,900,000	-	1,900,000
- Reduction	-	-	-	-
Net Change	-	1,900,000	-	1,900,000
Indebtedness at the end of the financial year				
i) Principal Amount	-	2,050,000	-	2,050,000
ii) Interest due but not paid	-	4,900	-	4,900
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	2,054,900	-	2,054,900

#### 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 2018-19 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.)
		Jyoti Budhia	Ajay Sharma	
1	Independent Directors			
	(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

Sd/-  
Bharat Bagri, Director, DIN 01379855

Place: Mumbai  
Date: 9<sup>th</sup> August, 2019

**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 2018-19	Expenses made by Bharat Bagri on behalf of the Company Opening Bal Rs. 0.91 lac Expenses incurred during the year Rs. 8.44 lac Closing Bal Rs. 9.35 lac	5-Aug-14	Nil
Bharat Bagri, Director	Loan and interest	FY 2018-19	Loan and interest Opening Bal Rs. 1.55 lac Loan Repaid Rs. Nil lac during the year Further loan taken Rs. 19 lac Interest credited Rs. 0.00 lac Closing balance Rs. 20.55 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

Sd/-  
Bharat Bagri, Director, DIN 01379855

Place: Mumbai  
Date: 9<sup>th</sup> August, 2019

**Annexure III**  
**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> March, 2019**

*[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, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 2019** ('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, minute books, forms and returns filed and other records maintained by **YASH TRADING & FINANCE LTD** for the financial year ended on March 31, 2019 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 and amendment made thereunder;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendment made thereunder;
  - 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 and amendment made thereunder;

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. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities.
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction, etc.
- v. Foreign technical collaborations.

Sd/-

**Sonam Jain**

**Practising Company Secretary**

Membership No.31862

Certificate of Practice No. 12402

Place: Mumbai

Date: 9<sup>th</sup> August, 2019

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 alongwith 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

Place: Mumbai

Date: 9<sup>th</sup> August, 2019

**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  
**Yash Trading and Finance Limited**

Sd/-  
 Sadiq Patel, Whole time Director, DIN 06911684  
 Place: Mumbai

Sd/-  
 Bharat Bagri, Director, DIN 01379855  
 Date: 9<sup>th</sup> August, 2019

**INDEPENDENT AUDITOR’S REPORT  
TO THE MEMBERS OF YASH TRADING AND FINANCE LIMITED  
Report on the Financial Statements**

**Opinion**

We have audited the accompanying Ind AS financial statements of **YASH TRADING AND FINANCE LIMITED** (“the Company”), which comprise the Balance Sheet as at **31<sup>st</sup> March 2019**, the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow statement and Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the aforesaid financial statements give the information required by the Act in the manner so required, and give a true and fair view in conformity with the accounting principles generally accepted in India including IND AS specified under section 133 of the Act of the state of affairs (Financial Position) of the Company as at 31<sup>st</sup> March, 2019, and its Statement of Profit and Loss (Including Other Comprehensive Income), its Cash Flow and the Change in Equity for the year ended on that date.

**Basis for Opinion**

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

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Management’s Responsibility for the Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (Including other comprehensive income), cash flow and change in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the Company’s financial reporting process.

**Auditor’s Responsibility**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors’ Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditors’ Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Report on Other Legal and Regulatory Requirements<sup>0</sup>**

- (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 Annexure A.
- (2) Further to our comments in Annexure A , as required by sub- section (3) of section 143 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, Statement of Profit and Loss ( Including other comprehensive income), the Cash Flow Statement and statement of Change in Equity dealt with by this Report, are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act.
  - (e) On the basis of written representations received from the Directors as on 31<sup>st</sup> March,2019 and taken on record by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March, 2019, 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**”.
- (a) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has made provision, as required under the applicable laws or IND AS for material foreseeable losses, if any, on long term contract including derivative contract.
  - (ii) There were no amount which were required to be transferred to the Investor Education and Protection Fund during the year.
  - (iii) The disclosure requirement relating to holding as well as dealing in specified bank notes were applicable for the period from 8<sup>th</sup> November to 30<sup>th</sup> December, 2016 which are not relevant to these financial statements. Hence, reporting under this clause is not applicable.

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

**Name: Devanand Chaturvedi**  
**Partner**  
**Membership No.:41898**  
Place: Mumbai  
Date: 30<sup>th</sup> April, 2019

**“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, 2019**

- i. (a) The Company does not have any fixed assets;  
(b) The Company does not have any inventory;  
(c) According to the information and explanations given to us the company does not hold any immovable property hence this clause of the order is not applicable to the company.
- ii. The Company has not granted unsecured loans to party covered in the register maintained u/s 189 of the Company act 2013. Accordingly this clause in not applicable to the company.
- iii. According to the information and explanation given to us, the Company has not given any loan, guarantee, made investment, nor provided any security under the provisions of Section 185 and 186 of the Act.
- iv. According to the information and explanation given to us, 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.
- v. 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.
- vi. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, income tax, sales tax, service tax, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.  
(b) As at the year-end, according to the records of the Company and information and explanations given to us, following are the disputed statutory dues outstanding as per Income Tax site as on 09-08-2019:

<b>A.Y.</b>	<b>Section Code</b>	<b>Demand Identification Number</b>	<b>Date on which demand is raised</b>	<b>Outstanding demand (In Rs.)</b>
2007-08	153C	2014200751115295212C	27 <sup>th</sup> March, 2015	988,440
2008-09	153C	2014200851115295205C	27 <sup>th</sup> March, 2015	264,630
2009-10	153C	2014200951115295191C	27 <sup>th</sup> March, 2015	11,295
2010-11	153C	2014201051115295184C	27 <sup>th</sup> March, 2015	124,058

2011-12	153C	2014201151115295170C	27 <sup>th</sup> March, 2015	81,230
2012-13	153C	2014201251115295163C	27 <sup>th</sup> March, 2015	866,340
2013-14	144	2014201351115295156C	27 <sup>th</sup> March, 2015	310,878
<b>Subtotal (A)</b>				<b>2,646,871</b>
2006-07	220(2)	2011200637028844313C	28 <sup>th</sup> February, 2012	8,240.00
2008-09	143(1)	2009200851007063324C	21 <sup>st</sup> March, 2010	249,624.00
2012-13	220(2)	2016201237063198406C	7 <sup>th</sup> January, 2017	542
<b>Subtotal (B)</b>				<b>258,406</b>
<b>Grand Total (A)+(B)</b>				<b>2,905,277</b>

Post proceedings under u/s 153C of Income Tax Act, 1961 and other, Income Tax Department, Bhubaneswar has in 2015 demanded tax to the extent of Rs. 26,94,840/- for the A.Y. 2007-08 to 2013-14. Company filed appeal before the Department. The appeal was partially allowed and the demand was reduced to Rs. 1,396,114/. Income Tax website is not updated with the reduced figure.

The company filed appeal before Income Tax Appellate Tribunal (ITAT) against the appellate order. The appeal was found defective and was dismissed by ITAT. The Company thereafter filed Miscellaneous application u/s 254(2) of the Income Tax Act, 1961 against the dismissal.

- vii. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to banks. The Company has not issued debentures nor borrowed any funds from financial institutions or Government.
- viii. 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.
- ix. 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.
- x. 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;
- xi. In our opinion and according to information and explanation given to us, the company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xii. 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.
- xiii. 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.
- xiv. 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.
- xv. 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, 2019 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: 30<sup>th</sup> April, 2019

## Yash Trading and Finance Limited (CIN Number L51900MH1985PLC036794)

## Balance Sheet

(in Rs.)

Particulars	Notes	As at	As at	As at
		31.03.2019	31.03.2018	31.03.2017
<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	50,826	32,406	19,092
Bank balances other than cash & cash equivalents		-	-	-
Other financial assets		-	-	-
Other current assets	3	150,000	-	2,549,000
Sub-total (II)		<b>200,826</b>	<b>32,406</b>	<b>2,568,092</b>
TOTAL (I+II)		<b>200,826</b>	<b>32,406</b>	<b>2,568,092</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	(5,262,617)	(2,767,314)	(2,109,808)
Sub-total (III)		<b>(2,812,617)</b>	<b>(317,314)</b>	<b>340,192</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	6	2,054,900	246,120	2,204,900
Trade payables		-	-	-
Other financial liabilities		-	-	-
Other current liabilities	7	958,543	103,600	23,000
Current tax liabilities (Net)		-	-	-
Sub-total (V)		<b>3,013,443</b>	<b>349,720</b>	<b>2,227,900</b>
TOTAL (III+IV+V)		<b>200,826</b>	<b>32,406</b>	<b>2,568,092</b>
The accompanying notes form an integral part of the financial statements	1			

As per our report of even date attached  
Chartered Accountants  
Firm Registration No : 118424W

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

Sd/-

Devanand Chaturvedi  
Partner  
Membership No. 41898

Sd/-

Sadiq Patel  
Whole Time Director  
DIN 06911684

Sd/-

Bharat Bagri  
Director  
DIN 01379855

Sd/-

Krishna Mehta  
Company Secretary

Place: Mumbai  
Date: 30<sup>th</sup> April, 2019

Yash Trading and Finance Limited (CIN Number L51900MH1985PLC036794)  
Statement of Profit and Loss for the year ended March 31, 2019

(in Rs.)

Particulars	Notes	31.03.2019	31.03.2018	31.03.2017
<b>INCOME</b>				
Revenue from operations		-	-	-
Other income		-	-	-
<b>Total income</b>		-	-	-
<b>EXPENSES</b>				
Cost of materials consumed			-	-
Employee benefits expense	8	180,000	180,000	180,000
Finance costs		-	-	-
Depreciation and amortisation expense		-	-	-
Other expenses	9	2,315,303	477,506	520,723
<b>Total expenses</b>		<b>2,495,303</b>	<b>657,506</b>	<b>700,723</b>
<b>Profit / (Loss) before tax</b>		<b>(2,495,303)</b>	<b>(657,506)</b>	<b>(700,723)</b>
<b>Less : Tax expenses</b>				
- Current tax		-	-	-
- Deferred tax		-	-	-
<b>Total tax expense</b>		-	-	-
<b>Profit / (loss) for the year</b>		<b>(2,495,303)</b>	<b>(657,506)</b>	<b>(700,723)</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>(2,495,303)</b>	<b>(657,506)</b>	<b>(700,723)</b>
<b>Earnings per equity share</b>	10			
Nominal value of share Rs.10				
Basic		(10.18)	(2.68)	(2.86)
Diluted		(10.18)	(2.68)	(2.86)
The accompanying notes form an integral part of the financial statements	1			

As per our report of even date attached  
Chartered Accountants  
Firm Registration No : 118424W

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

Sd/-

Devanand Chaturvedi  
Partner  
Membership No. 41898

Sd/-

Sadiq Patel  
Whole Time Director  
DIN 06911684

Sd/-

Bharat Bagri  
Director  
DIN 01379855

Sd/-

Krishna Mehta  
Company Secretary

Place: Mumbai  
Date: 30<sup>th</sup> April, 2019

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

Particulars	2018-19		2017-18		2016-17	
(in Rs.)						
A. Cash Flow From Operating Activities						
Net Profit Before Tax and Extraordinary item :-		(2,495,303)		(657,506)		(700,723)
Adjustment for:						
Increase / (Decrease) in Financial Liabilities	854,943		80,600		100	
(Increase) / Decrease in Financial Asset	(150,000)		25,49,000		-	
		704,943		26,29,600		100
Cash generated from Operations		(1,790,360)		19,72,094		(700,623)
Taxes Paid				-		-
Net Cash Flow from operating activity		<b>(1,790,360)</b>		<b>19,72,094</b>		<b>(700,623)</b>
B. Cash Flow From Investing Activities		-		-		-
C. Cash Flow From Financing Activities						
Loans Taken/Paid	1,808,780		(19,58,780)		7,05,000	
Net cash flow from financing activities		1,808,780		(19,58,780)		7,05,000
D. Net Increase/ (Decrease) in cash and other equivalents (A+B+C)		18,420		13,314		4,377
E. Cash and cash equivalents at beginning of period		32,406		19,092		14,715
F. Cash and cash equivalents at end of period = (D+E)		50,826		32,406		19,092

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  
Chartered Accountants  
Firm Registration No : 118424W

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

Sd/-

Devanand Chaturvedi  
Partner  
Membership No. 41898

Sd/-

Sadiq Patel  
Whole Time Director  
DIN 06911684

Sd/-

Bharat Bagri  
Director  
DIN 01379855

Sd/-

Krishna Mehta  
Company Secretary

Place: Mumbai  
Date: 30<sup>th</sup> April, 2019

**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 Standard ('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 preparation of the said financial statements requires the use of certain critical accounting estimates and judgements. It also requires the management to exercise judgement 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 judgement or complexity, are disclosed hereunder.

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, wherever 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, maximising the use of relevant observable inputs and minimising 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, 2019, 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.

Exemptions / exceptions from full retrospective application

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

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

**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 realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised 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 Property, plant and equipment

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

#### 1.7. Financial instruments

##### a. 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.

##### b. Measurement – Non-derivative financial instruments

###### I. 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.

###### II. Subsequent measurement - financial assets

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

- **Financial assets measured at amortised 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 amortised 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 recognised from initial recognition of the receivables.

###### III. Subsequent measurement - financial liabilities

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

**c. 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.

**d. Derecognition**

The financial liabilities are de-recognised from the balance sheet when the under-lying obligations are extinguished, discharged, lapsed, cancelled, expires or legally released. The financial assets are de-recognised 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 recognised in statement of profit and loss.

**1.8. Taxes**

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

**a. 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 recognised 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 recognised within finance costs.

**b. Deferred tax**

Deferred tax is recognised, 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 recognised 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 recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

The unrecognised 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 recognised in the period in which the associated services are rendered by the Company employees.

**1.12. Provisions****a. General**

Provisions are recognised 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 recognised within finance costs.

**b. 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.

**1.13. Revenue recognition**

Revenue is recognised 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 recognised 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 capitalised. All the other borrowing costs are recognised 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 no geographical segment. Therefore, segment information as per Ind AS-108, 'Segment Reporting', has not been disclosed.

**2. 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 authorisation for issuance of the said financial statements are discussed below. The Company has not early these amendments adopted and intends to adopt when they become effective.

Ind AS 102 'Share based payments'

In March 2019, 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.

**3. Auditor Remuneration (including Service Tax/ GST)****(Rs. In lac)**

Particulars	2018-19	2017-18
Audit Fees (incl. Service Tax/ GST)	0.24	0.24
Certification Fees (incl. Service Tax/ GST)	0.07	0.17
Total	0.31	0.41

## Note 2: Bank balances other than cash &amp; cash equivalents

Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
<b>Balances with Banks in</b>			
-Rupees Current Accounts	50,826	32,406	19,092
-Foreign Currency Current Accounts	-	-	-
Cash on Hand	-	-	-
Total	<b>50,826</b>	<b>32,406</b>	<b>19,092</b>

## Note 3: Other current assets

Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
<b>Unsecured, Considered Good</b>			
Advance for Purchase of Securities to 3A Financial Services Ltd (CIN - U72200MH1999PLC118579)	-	-	2,500,000
Deposit with BSE Limited	-	-	49,000
TDS Receivable	150,000	-	-
Total	<b>150,000</b>	<b>-</b>	<b>2,549,000</b>

## Note 4: Equity Share Capital

Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
<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>			
245,000 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 31.03.2019		As at 31.03.2018		As at 31.03.2017	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares</b>						
At the beginning of the year	245,000	24,50,000	245,000	24,50,000	245,000	24,50,000
Issued during the year	-	-	-	-	-	-
Outstanding at the end of the year	245,000	24,50,000	245,000	24,50,000	245,000	24,50,000

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

Particulars	As at 31.03.2019		As at 31.03.2018		As at 31.03.2017	
	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, 2019
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, 2017	-	-	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,2018	-	-	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,2019	-	-	985,093	-	985,093

Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
<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	(37,52,407)	(30,94,901)	(23,94,178)
Add: Profit / (loss) for the year	(2,495,303)	(657,506)	(700,723)
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		-	-
Balance at the end of the period	(6,247,710)	(37,52,407)	(30,94,901)
Closing Balance	(5,262,617)	(27,67,314)	(21,09,808)

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: Current Borrowings

Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
Unsecured Loan from Director Bharat Bagri	2,054,900	246,120	2,204,900
Total	2,054,900	246,120	2,204,900

Note 7: Other Current Liabilities

Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
Bharat Bagri (expenses payable)	934,943	-	-
Director Sitting Fees	-	72,000	-
Audit Fees Payable	23,600	23,600	23,000
TDS Payable	-	8,000	-
Total	958,543	103,600	23,000

## Note 8: Employee Benefits Expenses

Particulars	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Salaries and Wages	180,000	1,80,000	1,80,000
Staff Welfare Expense	-	-	-
Total	180,000	1,80,000	1,80,000

## Note 9: Other Expenses

Particulars	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
*BSE Expenses	2,065,000	2,87,500	2,29,000
Professional & Legal Expenses	23,300	23,600	86,891
Other Expenses	227,003	1,66,406	204,832
Total	2,315,303	477,506	520,723

\*Increase in BSE Expenses is due to payment of one time Re-instatement fee of Rs. 1,770,000/- (including GST @ 18%) for revocation of suspension in trading of shares of the Company.

## Note 10: Earning Per Share

Particulars	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Net Profit/(Loss) as per Statement of Profit & Loss (A)	(2,495,303)	(6,57,506)	(7,00,723)
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)	(10.18)	(2.68)	(2.86)

There is no Potential Equity Shares

As per our report of even date attached  
Chartered Accountants  
Firm Registration No : 118424W

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

Sd/-

Sd/-

Sd/-

Sd/-

Devanand Chaturvedi  
Partner  
Membership No. 41898

Sadiq Patel  
Whole Time Director  
DIN 06911684

Bharat Bagri  
Director  
DIN 01379855

Krishna Mehta  
Company Secretary

Place: Mumbai

Date: 30<sup>th</sup> April, 2019

## NOTICE

**NOTICE** is hereby given that the **34<sup>th</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 **Monday, 30<sup>th</sup> September, 2019 at 11:00 a.m.** to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2019, together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Bharat C. Bagri (holding DIN 01379855), who retire by rotation and being eligible offers himself for re-appointment.

### Special Business

3. Re-appointment of Ms. Jyoti Budhia (DIN: 00332044) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Jyoti Budhia (DIN: 00332044), who was appointed as an Independent Director of the Company for a term of five years up to 25<sup>th</sup> September, 2019, by the members at the 29th Annual General Meeting, and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from 26<sup>th</sup> September, 2019 up to 25<sup>th</sup> September, 2024, not liable to retire by rotation.”

4. Re-appointment of Mr. Ajay Sharma (DIN: 06960753) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ajay Sharma (DIN: 06960753), who was appointed as an Independent Director of the Company for a term of five years up to 25<sup>th</sup> September, 2019, by the members at the 29th Annual General Meeting, and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from 26<sup>th</sup> September, 2019 up to 25<sup>th</sup> September, 2024, not liable to retire by rotation.”

5. Re-appointment of Mr. Sadiq Patel (DIN: 06911684) as Whole Time Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** as recommended by Nomination and Remuneration Committee, pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mr. Sadiq Patel (DIN: 06911684) as a Whole Time Director of the Company for a period of 5 years, with effect from 30<sup>th</sup> September, 2017 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee (“Committee”) and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Sadiq Patel, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Sadiq Patel, Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

**RESOLVED FURTHER THAT** Mr. Sadiq Patel, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

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: 9<sup>th</sup> August, 2019

**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. 3 to 5 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 section 105 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 together with Specimen signature
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 **Tuesday, 24<sup>th</sup> September, 2019 to Monday, 30<sup>th</sup> September, 2019 (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. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialise the Equity Shares of the Company, promptly
  15. 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.
  16. 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).
  17. 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.
  18. 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)
  19. The Annual Report for 2018-19 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.
  20. Members may also note that the notice of the 34<sup>th</sup> AGM and the Annual Report for 2018-19 will be available on the Company's website [www.yashtradingfinance.com](http://www.yashtradingfinance.com)
  21. 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.
  22. 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).
  23. 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.
  24. 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.
  25. The remote e-voting period commences on **Friday, 27<sup>th</sup> September, 2019 at 10:00 Hrs and will end on Sunday, 29<sup>th</sup> September, 2019 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 **Monday, 23<sup>rd</sup> September, 2019**, 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.
  26. 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 111648 then user ID is 111648001***
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- 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 111648**
- 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

#### **27. 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)
- 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).
  - 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 **Monday, 23<sup>rd</sup> September, 2019**.
  - 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. **Monday, 23<sup>rd</sup> September, 2019**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [support@purvashare.com](mailto:support@purvashare.com)
  - 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.
  - 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. She has communicated her willingness and will be available for the purpose.

32. 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.
33. 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 34<sup>th</sup> AGM of the Company on 30<sup>th</sup> September, 2019 and communicated to the BSE Ltd. within the prescribed period.
34. The route map showing directions to reach the venue of the 34<sup>th</sup> AGM is annexed.

### Explanatory statement

**As required by Section 102 of the Companies Act 2013 and Secretarial Standard 2 the following Explanatory Statement set out all material facts relating to the business mentioned under item no. 3 to 5 of the accompanying Notice dated 9<sup>th</sup> August, 2019**

#### **Item No.3 and 4:**

Ms. Jyoti Budhia (DIN: 00332044) and Mr. Ajay Sharma (DIN: 06960753) were appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the 29<sup>th</sup> Annual General Meeting (AGM) held on 26<sup>th</sup> September, 2014 to hold office upto 25<sup>th</sup> September, 2019 (“first term” as per the explanation to Section 149(10) and 149(11) of the Act.).

The Nomination & Remuneration Committee (NRC) at its Meeting held on 9<sup>th</sup> August, 2019, after taking into account the performance evaluation of these Independent Directors, during their first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by these Directors during their tenure as an Independent Director since their appointment, has recommended to the Board that continued association of these Directors as an Independent Directors would be in the interest of the Company. Based on the above, the NRC and the Board has recommended the re-appointment of these Directors as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from 26<sup>th</sup> September, 2019 up to 25<sup>th</sup> September, 2024 and not liable to retire by rotation.

The Company have received notices in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Ms. Jyoti Budhia and Mr. Ajay Sharma for their re-appointment to the office of Independent Directors. As provided u/s 160(1) of the Companies Act, 2013, requirement of deposit of amount by a member proposing the candidature of Independent Directors, shall not apply.

The Company have received declarations from the above Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act. They have also confirmed that they are not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, the above Independent Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given their consent to act as Director.

In the opinion of the Board, the above Independent Directors fulfils the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Directors and that they are independent of the Management.

A copy of the draft letter for re-appointment of the Independent Directors setting out the terms and conditions of their re-appointment is available for inspection by the Members at the Registered Office of the Company during the business hours (except on Saturdays and Sundays) and will also be kept available at the venue of the AGM till the conclusion of the AGM.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and Listing Regulations, the re-appointment of Ms. Jyoti Budhia and Mr. Ajay Sharma as Independent Directors, is now placed for the approval of the Members by a Special Resolutions.

The Board commends the Special Resolutions set out in Item No. 3 and 4 of the accompanying Notice for approval of the Members.

Brief profile of the above Independent Directors are provided in the “Annexure” to the Notice

Except Ms. Jyoti Budhia and Mr. Ajay Sharma and their relatives, none of the Directors or KMP of the Company and their respective relatives is concerned or interested in the resolutions set out at Item No. 3 and 4 of the accompanying Notice.

Ms. Jyoti Budhia and Mr. Ajay Sharma are not related to any other Director or KMP of the Company.

#### **Item No.5:**

At the 29<sup>th</sup> AGM of the Company held on 26<sup>th</sup> September, 2014, the Members of the Company had approved the appointment and terms of remuneration of Mr. Sadiq Patel (DIN: 06911684), Whole Time Director of the Company for a period of 5 years w.e.f. 30<sup>th</sup> September, 2014.

Based on the recommendation of the NRC and keeping in view his past experience, the Board of Directors of the Company at its meeting held on 9<sup>th</sup> August, 2019, has re-appointed Mr. Sadiq Patel as a Whole Time Director for a period of 5 years w.e.f. 30<sup>th</sup> September, 2017, subject to approval of the members of the Company.

The terms and condition of his re-appointment are as under:

**Term:** 5 years w.e.f. 30<sup>th</sup> September, 2017

**Remuneration:**

1. Basic Salary: Rs. 2,40,000/- (Rupees Two Lac Forty Thousand Only) per annum, with such increment(s) as may be decided by the Nomination and Remuneration Committee from time to time.
2. Overall Remuneration: The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Mr. Sadiq Patel in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);
3. Mr. Sadiq Patel shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;
4. The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Sadiq Patel under Section 190 of the Act. Details of Mr. Sadiq Patel are provided in the “Annexure” to the Notice.

The Company have received declaration from Mr. Sadiq Patel confirming that he satisfies the conditions laid down under Schedule V Part I of Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Sadiq Patel for his re-appointment to the office of Whole time Director. Since the re appointment is recommended by NRC, requirement of deposit of amount by a member proposing the candidature as provided u/s 160 of the Companies Act, 2013 shall not apply.

Mr. Sadiq Patel is interested in the resolution set out at Item No. 5 of the Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice, except as a member of the Company, if any.

The Board recommends the special resolution set out at Item No. 5 of the Notice for approval by the members.

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: 9<sup>th</sup> August, 2019

Annexure to AGM Notice dated 9<sup>th</sup> August, 2019

**Details of Director seeking appointment / re-appointment at the 34<sup>th</sup> Annual General Meeting of the Company:  
[Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]**

Name	<b>Bharat C. Bagri (DIN: 01379855)</b>	<b>Jyoti Budhia (DIN: 00332044)</b>	<b>Ajay Sharma (DIN: 06960753)</b>	<b>Sadiq Patel (DIN: 06911684)</b>
<b>Date of Birth</b>	20-11-1949	24-02-1965	13-07-1977	11-11-1977
<b>Qualification</b>	M.Com	M.Com	B.Com	H.S.C.
<b>Brief Profile</b>	Bharat C. Bagri is M.Com and has over four decades of experience in the Capital Markets. He has been on the board of BSE Limited (formerly Stock Exchange, Mumbai) as a director in 1988-89 and served for many years in the BSE Arbitration Committee and BSE Broker Consultative Committee. He is the trustee of Bikaner Seva Sangh, Mumbai and Maheshwari Pragati Mandal, Mumbai.	Ms. Jyoti Bhudia DIN 00332044 has nearly 30 years of experience in the areas of Trading & Investments in Various Financial Products of Equity Derivatives, Options Greeks, Commodities, Currencies, Portfolio Management, Advisory, Risk Management & Training segment	Mr. Ajay Sharma DIN 06960753 is a Commerce Graduate, currently a self-employed professional working as a Financial Advisor. He also has over a decade of experience in the Stainless Steel industry.	Mr. Sadiq Patel is currently employed in the Financial Service industry with experience of over a decade. He is associated with the Company since 2014 and is involved in day to day working of the Company.
<b>Expertise in specific functional areas</b>	Financial Services	Financial Services	Financial Services	Financial Services
<b>Relationships between directors inter-se</b>	Nil	Nil	Nil	Nil
<b>Shares held in the Company</b>	Nil	Nil	Nil	Nil
<b>Directorship in the other Company</b>	BCB Brokerage Private Limited (U67120MH2000PTC129742) BCB Cap-Mkt Private Ltd (U65990MH2014PTC260168) BCB Commodities Private Limited (U65999MH2015PTC261823) BCB Stock Brokers Private Limited (U67100DN2014PTC000466) PT Land Developers Private Limited (U70100MH2017PTC292829) UB Shelter Land Holdings Private Limited (U70109GJ2016PTC092782)	Lykis Limited (CIN: L74999WB1984PL C038064)	Nil	Nil
<b>Chairman / Member of the Committee of other Companies on which he/she is a Director</b>	Nil	Lykis Limited (CIN: L74999WB1984PL C038064) - Member of Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee	Nil	Nil

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: 9<sup>th</sup> August, 2019

**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**

**34<sup>TH</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 FOURTH ANNUAL GENERAL MEETING** of the Company on Monday, 30<sup>th</sup> September, 2019 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: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

3. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **Thirty Fourth** Annual General Meeting of the Company to be held on the Monday, 30<sup>th</sup> September, 2019 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
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2019, together with the Reports of the Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Bharat C. Bagri (holding DIN 01379855), who retire by rotation and being eligible offers himself for re-appointment.		
<b>Special Business</b>			
3.	Re-appointment of Ms. Jyoti Budhia (DIN: 00332044) as Independent Director for second term of five years w.e.f. 26 <sup>th</sup> September, 2019 up to 25 <sup>th</sup> September, 2024		
4.	Re-appointment of Mr. Ajay Sharma (DIN: 06960753) as Independent Director for second term of five years w.e.f. 26 <sup>th</sup> September, 2019 up to 25 <sup>th</sup> September, 2024		
5.	Re-appointment of Mr. Sadiq Patel (DIN: 06911684) as Whole Time Director of the Company for term of 5 years w.e.f. 30 <sup>th</sup> September, 2017		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019 \_\_\_\_\_

Signature of shareholder

Affix  
Revenue  
Stamp of Re. 1\_\_\_\_\_  
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 joint 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 34<sup>th</sup> Annual General Meeting (AGM) of Company scheduled to be held on Monday, 30<sup>th</sup> September, 2019 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 Business</b>				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2019, together with the Reports of the Directors and the Auditors thereon.			
2.	To appoint a Director in place of Mr. Bharat C. Bagri (holding DIN 01379855), who retire by rotation and being eligible offers himself for re-appointment.			
<b>Special Business</b>				
4.	Re-appointment of Ms. Jyoti Budhia (DIN: 00332044) as Independent Director for second term of five years w.e.f. 26 <sup>th</sup> September, 2019 up to 25 <sup>th</sup> September, 2024			
5.	Re-appointment of Mr. Ajay Sharma (DIN: 06960753) as Independent Director for second term of five years w.e.f. 26 <sup>th</sup> September, 2019 up to 25 <sup>th</sup> September, 2024			
6.	Re-appointment of Mr. Sadiq Patel (DIN: 06911684) as Whole Time Director of the Company for term of 5 years w.e.f. 30 <sup>th</sup> September, 2017			

\*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 34<sup>th</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 34<sup>th</sup> AGM of the company as scheduled on 30<sup>th</sup> September, 2019.
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 the 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

