

NOTICE

NOTICE is hereby given that the **39th 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, 30th September, 2024 at 10:00 A.M.** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Dinesh Mundhra (DIN: 00389283), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

3. Appointment of Ms. Himani Bhootra (DIN 09811030) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (“SEBI Listing Regulations, 2015”), Ms. Himani Bhootra (DIN 09811030), who is appointed by the Board of Directors as an Additional Director with effect from 25th September, 2024 in terms of the provisions of Section 161 of the Act read with Article of Association of the Company and who holds office as such up to the date of this Annual General Meeting and who has submitted the declaration in accordance with Section 149(7) of the Act that she meets the requisite criteria of independence as provided under Section 149 (6) of the Act and in respect of whom the Company has received a notice under Section 160 of the Act in writing, proposing her candidature for the office of director and further pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the shareholders be and is hereby accorded to appoint Ms. Himani Bhootra (DIN 09811030) as an Independent Director of the Company to hold the office for the term of 5 years up to 25th September, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Himani Bhootra be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT Ms. Himani Bhootra shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Act unless she is disqualified to act as an Independent Director of the Company before the expiry of the term of 5 years as per the provisions contained in Sections 149 and 152 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company including its committee thereof and /or Company Secretary of the Company be and are hereby authorized to do all the acts, deeds and things and take all such steps as may be incidental, necessary, proper or expedient to give effect to this resolution”.

4. Appointment of Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (“SEBI Listing Regulations, 2015”), Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775), who was appointed by the Board of Directors as an Additional Director with effect from 25th September, 2024 in terms of the provisions of Section 161 of the Act read with Article of Association of the Company and who holds office as such up to the date of this Annual General Meeting and who has submitted the declaration in accordance with Section 149 (7) of the Act that he meets the requisite criteria of independence as provided under Section 149 (6) of the Act and in respect of whom the Company has received a notice under Section 160 of the Act in writing proposing his candidature for the office of director and further pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the shareholders be and is hereby accorded to appoint Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775) as an Independent Director of the Company to hold the office for the term of 5 years up to 25th September, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775) be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775) shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Act unless he is disqualified to act as an Independent Director of the Company before the expiry of the term of 5 years as per the provisions contained in Sections 149 and 152 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company including its Committee thereof and /or Company Secretary of the Company be and are hereby authorized to do all the acts, deeds and things and take all such steps as may be incidental, necessary, proper or expedient to give effect to this resolution”.

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

**Sd/-
Kavita Akshay Chhajer
(Company Secretary & Compliance Officer)**

Registered Office: Bagri Niwas, 53/55, N.M. Path, Mumbai – 400 002.
Mumbai, September 5, 2024

Notes:

1. The Explanatory Statement relating to special business as mentioned in the Notice pursuant to provisions of Section 102 (1) of the Companies Act, 2013 (the Act) is annexed hereto. The relevant details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), in respect of the persons seeking appointment as Independent Directors, is also annexed herewith.
2. In line with MCA Circulars read with circulars issued by Securities Exchange Board of India (SEBI) vide SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (hereinafter referred to as “SEBI Circular for AGM”), the Notice of Thirty Ninth AGM along with the Annual Report for 2023-24 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company’s Registrar & Share Transfer Agents, Purva Sharegistry (India) Private Limited (“RTA”) /Depositories. Hard copies shall be sent to those members who shall request for the same. Members may note that the Notice of the Thirty Ninth AGM along with the Annual Report 2023-24 is also available for download on the website of the Company at www.yashtradingfinance.com and on the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com and on the website of NSDL at <https://www.evoting.nsdl.com/>
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy so appointed need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the Company at least 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the carrying voting rights. A member holding more than ten percent 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 member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable. A copy of proxy form is enclosed herewith.
4. Corporate members intending to appoint authorized representative(s) to attend and vote on their behalf at the Thirty Ninth AGM are requested to submit to the Company a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorizing their representative(s) to attend and vote by e-mail to yashtradingandfinancelimited@gmail.com before the commencement of the Thirty Ninth AGM.
5. In case of joint holders attending this AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Shareholders who would like to express their views/ ask questions during the Thirty Ninth AGM may register themselves by sending their request, mentioning their name, demat account number/folio number, e-mail id and mobile number, at yashtradingandfinancelimited@gmail.com latest by 24th September, 2024. Only registered speakers shall be allowed to express their views/ ask questions during the meeting for a maximum time of 3 (three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
7. Members holding shares in dematerialized mode are requested to register/ update their e-mail addresses with the relevant Depository Participants.
8. Relevant documents referred to in the Notice, Register of Directors / Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act 2013 and Register of Contracts maintained under Section 189 of the Companies Act, 2013 and other relevant registers are available for inspection by the members at the Registered Office of the Company during normal business hours on working days up to the date of the Annual General Meeting.

9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Fourteenth AGM of the Company. For this purpose, the Company has appointed National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized e-voting agency.
10. This notice is being sent to the shareholders whose name appears in the Register of Members as on 23rd August, 2024.
11. The Register of Members and Share Transfer Books will remain closed from Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive), for the purpose of Annual General Meeting (AGM).
12. The voting rights of Members shall be in proportion to their shares in the paid-up share capital of the Company as on the Cut-off Date for e-voting, i.e., Monday, 23rd September, 2024. A person who is not member as on the Cut-off Date should treat this Notice solely for information purposes. Those who acquire equity shares of the Company and become members of the Company after the Notice is sent, and hold equity shares as on the Cut-off Date, may obtain the User ID and password by sending a request to the Company’s e-mail address yashtradingandfinancelimited@gmail.com
13. The Board of Directors have appointed Ms. Sonam Jain Practicing Company Secretaries, as the Scrutinizer to scrutinize and conduct the e-voting and ballot voting during the Thirty Ninth AGM in a fair and transparent manner. She has communicated her willingness to be appointed as such and she is available for the said purpose.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on 27th September, 2024 at 10:00 A.M. and ends on 29th September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period if you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting

	<p>service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> 
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and

shareholders holding securities in physical mode.**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 130510 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL 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’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

2. Select “EVEN” of company i.e. 130510 “Yash Trading and Finance Limited” for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssonamjain3@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. 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 or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to yashtradingandfinancelimited@gmail.com
 2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to yashtradingandfinancelimited@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
14. 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.
 15. The Chairman shall, at the Annual General Meeting (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.
 16. 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 and on the website of NSDL within two days the passing of the

resolutions at the 39th AGM of the Company on Monday, 30th September, 2024 and communicated to the BSE Ltd. within the prescribed period.

17. The route map showing directions to reach the venue of the 39th AGM is annexed.
18. Members are requested to produce the attendance slip duly signed, for admission to the meeting.

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

Sd/-

**Kavita Akshay Chhajjer
Company Secretary & Compliance Officer
Registered Office: Bagri Niwas, 53/55, N.M. Path, Mumbai – 400 002.**

Place: Mumbai

Date: 5th September, 2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Annexure to the Notice calling Thirty Ninth Annual General Meeting

As required under Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out material facts relating to the Ordinary/ Special Business as set out at Item Nos. 2 to 4 of the accompanying Notice dated 05th September, 2024.

Item No. 2

Under the provisions of Section 152 of the Act, at least one-third of the directors who are liable to retire by rotation, shall retire at every Annual General Meeting of the Company. Mr. Dinesh Mundhra (DIN: 00389283) Non-executive Director, retires by rotation at this Thirty Ninth AGM, and has offered himself for re-appointment.

Mr. Dinesh Mundhra has a Master’s Degree in Commerce and has more than 31 years of experience across various domains of Finance Management, Business Operations, Project Management and Business Development. He is a versatile manager and his area of work involved fund management, administration and project management.

He is a member of Audit Committee, Stakeholder Relationship Committee and Borrowing Committee of the Company. He has attended 4 Board Meetings held during the Financial Year 2023-24. Mr. Dinesh Mundhra holds Nil equity shares in the Company.

None of the other Directors, Key Managerial Personnel of the Company and/or their relatives other than himself Mr. Dinesh Mundhra are concerned or interested, directly or indirectly, financially or otherwise in the proposed resolution.

A statement containing his profile is given as per Annexure 1.

The Board recommends his re-appointment as a Director, liable to retire by rotation and passing of this resolution as an Ordinary Resolution.

Item No. 3

Pursuant to the provisions of the Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed, Ms. Himani Bhootra (DIN 09811030) as an Additional Director the Company with effect from 25th September, 2024.

Pursuant to provisions of Section 161 (1) of the Act, Ms. Himani Bhootra (DIN 09811030) would hold office up to the date of this 39th Annual General Meeting.

Further the Board of Directors also appointed her as an Independent Director pursuant to Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder. The Company has received a notice in writing, from Ms. Himani Bhootra (DIN 09811030), under the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company for consideration of members in the Annual General Meeting.

The Company has received from Ms. Himani Bhootra (DIN 09811030), consent in writing to act as a Director of the Company and declaration to the effect that she is not disqualified under Section 164 of the Companies Act, 2013. Also Ms. Himani Bhootra (DIN 09811030) has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act.

Ms. Himani Bhootra (DIN 09811030) is a Company Secretary with strong knowledge of company laws and legislation.

In the opinion of the Board, Ms. Himani Bhootra (DIN 09811030) fulfills the conditions specified in the Companies Act, 2013 and the rules framed thereunder and that she is independent of Management. An independent Director can hold office for a term up to 5 consecutive years on the Board and another term of five years subject to necessary approvals. The Board considers that her experience and expertise would enable the Board to discharge its functions and duties effectively and efficiently and therefore it would be desirable to appoint her as an Independent Director of the Company, for a period up to 25th September, 2029. She will not be liable to retire by rotation.

Accordingly, pursuant to the recommendation of the Nomination and Remuneration Committee the Board recommends the passing of the Special Resolution as set out in the Item no. 3 of the Notice for appointment of Ms. Himani Bhootra (DIN 09811030) as an Independent Director, not liable to retire by rotation for the approval of the Members.

A statement containing his profile is given as per Annexure 1.

Except Ms. Himani Bhootra (DIN 09811030), being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested or deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the resolution as set out in the Item no. 3 of the accompanying Notice for the approval of the members of the Company by way of Special Resolution.

Item No. 4

Pursuant to the provisions of the Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed, Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775) as an Additional Director the Company with effect from 25th September, 2024.

Pursuant to provisions of Section 161 (1) of the Act, Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775) would hold office up to the date of this 39th Annual General Meeting.

Further the Board of Directors also appointed him as an Independent Director pursuant to Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder. The Company has received a notice in writing, from Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775), under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company for consideration of members in the Annual General Meeting.

The Company has received from Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775), consent in writing to act as a Director of the Company and declaration to the effect that he is not disqualified under Section 164 of the Companies Act, 2013. Also Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775) has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775) is a Chartered Accountant with 13 years of comprehensive expertise in visionary leadership, executive oversight, and strategic advisory roles. In addition to providing advisory services in Direct and Indirect Taxation, He has a proven track record in auditing PSU bank branches. He has specialization in project finance and subsidy-related consultancy.

In the opinion of the Board, Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775) fulfills the conditions specified in the Companies Act, 2013 and the rules framed thereunder and that he is independent of Management. An independent Director can hold office for a term up to 5 consecutive years on the Board and another term of five years subject to necessary approvals. The Board considers that his experience and expertise would enable the Board to discharge its functions and duties effectively and efficiently and therefore it would be desirable to appoint his as an Independent Director of the Company, for a period of 5 years i.e. up to 25th September, 2029. He will not be liable to retire by rotation.

Accordingly, pursuant to the recommendation of the Nomination and Remuneration Committee the Board recommends the passing of the Special Resolution as set out in the Item no. 4 of the Notice for appointment of Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775) as an Independent Director, not liable to retire by rotation for the approval of the Members.

A statement containing his profile is given as per Annexure 1.

Except Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775), being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested or deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution as set out in the Item no. 4 of the accompanying Notice for the approval of the members of the Company by way of Special Resolution.

ANNEXURE 1 TO EXPLANATORY STATEMENT DATED September 5, 2024

Details of Directors seeking appointment at the forthcoming Annual General Meeting

(In pursuance of Secretarial Standard 2 of ICSI)

Name of Director	Mr. Dinesh Mundhra	Ms. Himani Bhootra	Mr. Bharatkumar Pramodbhai Suchak
DIN	00389283	09811030	05154775
Date of Birth	23-Nov-1966	12-Dec-1992	30-Dec-1989
Age	58	32	35
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	22 nd January, 2022	w.e.f. 25 th September, 2024	w.e.f. 25 th September, 2024
Shareholding in Yash Trading and Finance Limited	Nil	Nil	Nil
List of Directorships held in other Companies	1. Computility India Private Limited 2. Malwa Packagings Private Limited 3. Techbins Solutions Private Limited 4. Sunlife Digital Technologies Private Limited 5. Vanvasi Samriddhi Jankalyan Foundation	1. Shreeshay Engineers Limited 2. Pavana Industries Limited 3. Sanghvi Housing and Infrastructure Limited 4. CWD Limited	Nil
Membership/Chairmanship of Committees	Audit Committee	Nil	Nil
Qualifications	Mr. Dinesh Mundhra has a Master's Degree in Commerce and has more than 31 years of experience across various domains of Finance Management, Business Operations, Project Management and Business Development. He is a versatile manager and his area of work involved fund management, administration and project management.	Ms. Himani Bhootra (DIN 09811030) is a Company Secretary with strong knowledge of company laws and legislation.	Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775) is a Chartered Accountant with more than 13 years of comprehensive expertise in visionary leadership, executive oversight, and strategic advisory roles. In addition to providing advisory services in Direct and Indirect Taxation, He has a proven track record in auditing PSU bank branches. He has specialization in project finance and subsidy-related consultancy,
Experience	More than 31 years	More than 7 years	More than 13 years
Terms & conditions of appointment / re-appointment	Non-Executive Director	Non-Executive and Independent Director	Non-Executive and Independent Director
Details of remuneration sought to paid	As a Non-Executive Director he is currently not paid any remuneration.	As a Non-Executive Independent Director, she is entitled to receive sitting fees for attending meetings of the Board.	As a Non-Executive Independent Director, he is entitled to receive sitting fees for attending meetings of the Board.
Remuneration last drawn by such person, if applicable	NA	As a Non-Executive Independent Director, she is entitled to receive sitting fees for attending meetings of the Board at Rs. 10,000/- per meeting.	As a Non-Executive Independent Director, he is entitled to receive sitting fees for attending meetings of the Board at Rs. 10,000/- per meeting.
Relationship with Directors, Managers and KMP	NIL	NIL	NIL
No of Board meetings attended during the financial year	4	NIL	NIL
No of Audit Committee Meetings attended during the financial year	4	NIL	NIL
No of Nomination and Remuneration Committee	1	NIL	NIL

Meetings attended during the financial year			
No of Stakeholder Relationship Committee Meetings attended during the financial year	NA	NA	NA
No of Independent Directors Meeting attended during the financial year	NA	NIL	NIL

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, Mumbai – 400 002.

Tel: +91 22 2272 0000

Email: yashtradingandfinancelimited@gmail.com **Website:** www.yashtradingfinance.com

ATTENDANCE SLIP

39TH ANNUAL GENERAL MEETING

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

Regd. Folio No.		No. of Shares held	
DP ID*		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 NINTH ANNUAL GENERAL MEETING** of the Company on **Monday, 30th September, 2024** at 10:00 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

YASH TRADING AND FINANCE LIMITED**CIN: L51900MH1985PLC036794**

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 Regd. Office: Bagri Niwas, 53/55 Nath Madhav Path, Mumbai – 400 002.
 Tel: +91 22 2272 0000

Email: yashtradingandfinancelimited@gmail.com **Website:** www.yashtradingfinance.com

**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 / DP Id		Client 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 Ninth** Annual General Meeting ('AGM') of the Company to be held on the **Monday, 30th September, 2024** at 1207/A, P. J. Towers, Dalal Street, Fort, Mumbai – 400001 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
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2024, together with the Reports of the Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Dinesh Mundhra (holding DIN 00389283), who retire by rotation and being eligible offers himself for re-appointment		
Special Business			
3.	Appointment of Ms. Himani Bhootra (DIN 09811030) as an Independent Director of the Company		
4.	Appointment of Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775) as an Independent Director of the Company		

Signed this _____ day of _____, 2024 _____

Signature of shareholder(s)

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 join holders, the signature of any one holder will be sufficient, but name of all the joint holders should be stated.

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, Mumbai – 400 002.**Tel:** +91 22 2272 0000**Email:** yashtradingandfinancelimited@gmail.com **Website:** www.yashtradingfinance.com**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]*

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

**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 39th Annual General Meeting ('AGM') of Company scheduled to be held on **Monday, 30th September, 2024** at 10:00 A.M. at 1207/A, P.J. Towers, Dalal Street, Fort, Mumbai-400 001, 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)*
Ordinary Business				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2024, together with the Reports of the Directors and the Auditors thereon.			
2.	To appoint a director in place of Mr. Dinesh Mundhra (holding DIN 00389283), who retire by rotation and being eligible offers himself for re-appointment			
Special Business				
3.	Appointment of Ms. Himani Bhootra (DIN 09811030) as an Independent Director of the Company			
4.	Appointment of Mr. Bharatkumar Pramodbhai Suchak (DIN 05154775) as an Independent Director of the Company			

*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 cast 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 38th 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 39th AGM of the Company as scheduled on Monday, 30th September, 2024.
2. This ballot Paper should be signed by the Member (s) as per the specimen signature(s) registered with Registrar and 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 Monday, 23rd September, 2024 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, 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) Private Limited.
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 39th 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 within 48 hours of conclusion of AGM and on the website of NSDL at 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 of the venue of the 39th AGM of the Company

