

# **YASH TRADING AND FINANCE LIMITED**

**(CIN L51900MH1985PLC036794)**

**30<sup>th</sup> ANNUAL REPORT**

**YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

## COMPANY INFORMATION

### BOARD OF DIRECTORS

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

### KEY MANAGERIAL PERSONNEL

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

### CONTACT

REGISTERED OFFICE - Bagri Niwas, 53/55, N.M. Path, Mumbai – 400 002  
CORPORATE OFFICE - 1207/A, 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.yashtradingfinace.com

### REGISTRAR AND SHARE TRANSFER AGENTS

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

### BANKERS

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

### STATUTORY AUDITORS

Bhatter & Co., Chartered Accountants  
307, 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 (E),  
Mumbai – 400063

### SECRETARIAL AUDITORS

Sonam Jain, Practicing Company Secretary, Mumbai

**DIRECTORS' REPORT**

To the Members,

Your Company's Directors are pleased to present the 30<sup>th</sup> Annual Report of the Company, along with Audited Accounts, for the Financial Year ended 31<sup>st</sup> March, 2015.

**Financial Performance**

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

Particulars	(in Rs. lakh)	
	FY 2014-15	FY 2013-14
Total revenue including other income	0.99	--
Total Expenditure	43.18	2.52
Profit / (Loss) before tax	(42.19)	(2.52)
Tax Expenses	--	--
Profit / (Loss) after tax	(42.19)	(2.52)
EPS		
-Basic	(17.22)	(1.03)
-Diluted	(17.22)	(1.03)

**Promoters/ Management of the Company**

Mr. Pradeep Kumar Sethy became the promoter of the Company in FY 2011-12 under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997

18<sup>th</sup> July, 2011 - Date of Public Announcement

14<sup>th</sup> December, 2011 - Opening of Tendering Period

2<sup>nd</sup> January, 2012 - Completion of Tendering Period

The representatives of Mr. Pradeep Kumar Sethy viz Mr. Sambit Kumar Khuntia, Mr. Manoja Kumar Patnayak and Mr. Shri Krushna Padhi joined the Board of the Company on 07-Jan-2012 and all the representatives of the old management resigned on that date.

However, 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. Thereafter, the Company was severely mismanaged and there were significant non compliances leading to suspension in 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.

No steps were taken to resume trading in the shares of the securities by the promoter. Therefore, on 5<sup>th</sup> August 2014, the minority 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.

At the 28<sup>th</sup> and 29<sup>th</sup> AGMs held on 26<sup>th</sup> September, 2014 the shareholders did not approve the reappointment of Mr. Sambit Kumar Khuntia (DIN: 02974670), Mr. Manoja Kumar Patnayak (DIN: 02440958) and Mr. Shri Krushna Padhi (DIN: 03262425) and they ceased to be Directors of the Company. Thus, as on date, the Company professionally managed with no representative of the current promoters on the Board. It is understood that the current promoter Mr. Pradeep Kumar Sethy is still under custody/ arrest. Exact details of the matter are not known to the current Board.

The Company has received a formal 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 1207/A 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*

**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 period under review.

#### **Transfer to Reserve**

The Company has transferred Rs. Nil to Reserves for the financial year ended 31<sup>st</sup> March, 2015.

#### **Share Capital**

Authorized share capital of the Company was increased from Rs. 25 lacs to Rs. 1 Crore on 26<sup>th</sup> September, 2014. Your Company had announced Rights issue of 4,90,000 Equity shares in the ratio of 2 Equity shares for every 1 held in its Board meeting dated 13<sup>th</sup> December, 2014. However, your Company decided to withdraw/cancel/abandon the said issue on receipt of the letter dated 12<sup>th</sup> January, 2015 from Directorate of Enforcement.

#### **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, 2015 and the date of the report.

#### **Extract of annual return**

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

#### **Number of meetings of the Board**

From 5<sup>th</sup> August 2014 onwards, eight meetings of the Board of Directors were held, dates being 5<sup>th</sup> August, 2014, 14<sup>th</sup> August, 2014, 28<sup>th</sup> August, 2014, 17<sup>th</sup> October, 2014, 1<sup>st</sup> December, 2014, 13<sup>th</sup> December, 2014 and 30<sup>th</sup> January 2015. No records are available for meetings held before 5<sup>th</sup> August 2014.

W.e.f. August 5, 2014, the provisions of Companies Act, 2013 and listing agreement have been adhered to while considering the time gap between two meetings.

#### **Directors Responsibility Statement**

To the best of knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

- That in the preparations of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- That they 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 and of the loss of the Company for that period;
- That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That they have prepared the annual accounts on a going concern basis;
- That they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- That they 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 2014-15.

#### **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 28<sup>th</sup> August, 2014 to conduct Internal Audit of records and documents of the Company for the financial year 2014-15. 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 that the provisions of Section 188 of the Companies Act, 2013 are not attracted. 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 (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 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**

#### **i. Statutory Auditors**

M/s. Bhattar and Co., Chartered Accountants, Mumbai, Auditors of the Company having Firm Registration No. 131092W, retires at the ensuing Annual General Meeting, are eligible for re-appointment. Their appointment is recommended to hold office until the conclusion of the Annual General Meeting of the Company for the financial year 2016-17. The Company has received certificate from the Auditors to the effect that their reappointment, if made, will be in accordance with the provisions prescribed under Section 139 and other applicable provisions, if any, of the Companies Act, 2013.

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.

#### **ii. Internal Auditors**

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 28<sup>th</sup> August, 2014 to conduct Internal Audit of records and documents of the Company for the financial year 2014-15.

#### **iii. Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed Ms. Sonam Jain, Practising Company Secretary, as Secretarial Auditor on 28<sup>th</sup> May, 2015 to conduct Secretarial Audit of records and documents of the Company for the financial year 2014-15. The Secretarial Audit Report confirms that the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc. and there is no secretarial audit qualification for the year under review except non availability of records prior to 5<sup>th</sup> August, 2014

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/or Net Worth exceeding Rs.25 crore, as on the last day of the previous financial year, i.e. 31st March 2014, the Company has availed of exemption with compliance with clause 49 of Listing Agreement as per the option granted vide SEBI Circular No.CIR/CFD/POLICY CELL/7/2014 dated 15<sup>th</sup> September, 2014.

### **Deposits from public**

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

### **Directors and Key Managerial Personnel**

In accordance with the provisions of the Companies Act, 2013, Mr. Bharat Bagri, retire from the Board by rotation, and being eligible, offer himself for re-appointment.

In terms of Section 149 of the Act, the Members at their meeting held on 26<sup>th</sup> September, 2014 appointed the following as Independent Directors of the Company for a term of five (5) years:

Ms. Jyoti Budhia – DIN: 00332044

Mr. Ajay Sharma – DIN: 06960753

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the Act.

In terms of Section 203 of the Act, the following were designated as Key Managerial Personnel of your Company by the Board:

Mr. Sadiq Patel, Whole Time Director and CFO

Mr. Krishna Mehta, Company Secretary

Mr. Sambit Kumar Khuntia, Mr. Manoja Kumar Patnayak and Mr. Shri Krushna Padhi have ceased to be Directors from the 28<sup>th</sup> and 29<sup>th</sup> AGMs held on 26<sup>th</sup> September 2014

Ms. Krishna Mehta was appointed as Company Secretary w.e.f. 1<sup>st</sup> December, 2014.

#### Composition of Audit Committee

Audit Committee of your Company as constitute 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 believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Pursuant to Section 177(9) of the Act, a vigil mechanism was established for Directors and Employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The Vigil Mechanism provides a mechanism for employees of the Company to approach the Chairman of the Audit Committee of the Company

#### 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 details pursuant to section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

##### i. Ratio of remuneration of each Director to the median employee's remuneration

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)
1.	Mr. Sadiq Patel	Whole Time Director	Nil	Nil	N.A.
2.	Mr. Bharat Bagri	Director	Nil	Nil	N.A.

Mr. Sadiq Patel and Mr. Bharat Bagri have foregone their remuneration for the financial year 2014-15 due to the weak financial condition of the Company

- ii. Percentage increase in the median remuneration of employees in the financial year 2014-15 is Nil
- iii. The Company has no permanent employees on the rolls of the Company other than the Key Managerial Personnel as on 31<sup>st</sup> March 2015
- iv. **Relationship between average increase in remuneration and Company performance:**  
There was no increase in remuneration of any employee during the year under consideration.
- v. **Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of the Company:**  
Remuneration of KMP is in line with the performance of the Company.

- vi. Variation in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company:

Particulars	As on 31 <sup>st</sup> March, 2014	As on 31 <sup>st</sup> March, 2015	% variation
Price *	191.65	191.65	--
No of shares listed	2, 45, 000	2, 45, 000	--
Market capitalization (Rs. In lacs)	Rs. 469.54 lakh	Rs. 469.54 lakh	--
EPS	Nil (due to losses)	Nil (due to losses)	--
Price Earnings Ratio	N/A (due to nil/ negative EPS)	N/A (due to nil/ negative EPS)	N/A

\* The share of the Company are listed at the BSE Limited. The trading in the shares were suspended w.e.f. 30-Dec-2013 vide BSE Notice No. 20131205-19 dated 05 Dec 2013. The last closing price before the suspension was Rs. 191.65 (last traded date being 11-Oct-13) and the same is taken as reference for the above.

- vii. The key parameters for the variable component of remuneration availed, if any, by the Directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Policy for remuneration of Directors, KMPs and other employees. As during the year, Directors did not draw any remuneration, this point is not applicable.
- viii. There are no employees of the Company who received remuneration in excess of the highest paid Director during the financial year 2014-15
- ix. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy of the Company.
- x. There is no employee covered under the provisions of section 197(14) of the Act.

#### **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

#### **Stock Exchange**

The Company is currently listed at the BSE Limited under scrip code 512345. Your Company has paid Annual listing fee for the financial year 2014-15 to the abovementioned exchange. The trading in the shares of the Company is currently suspended at BSE Limited.

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

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

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

Your Company had come up with Rights issue of its 490, 000 Equity shares of Rs. 10/- each in the ratio of 2:1 post in-principal approval letter dated 8<sup>th</sup> December, 2014 for BSE Limited. However, your Company decided to withdraw/ cancel/ abandon the said issue on account of letter dated 12<sup>th</sup> January 2015 received from Directorate of Enforcement.

#### **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.

#### **Acknowledgement**

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

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

For and on behalf of the Board of Directors

**Yash Trading and Finance Limited**

Sd/-

Sadiq Patel, Whole time Director, DIN 06911684

Bharat Bagri, Director, DIN 01379855

Place: Mumbai

Date: 13<sup>th</sup> August, 2015

**Annexure – I**  
**Extract of Annual Return as on the financial year ended on 31st March 2015**

**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	1207/A, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001. 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>
vi.	Whether listed Company	Yes (Listed at BSE Limited)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (I) Pvt. Ltd. Add: 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400011. 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

**I. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity):****i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year 31 <sup>st</sup> March, 2014				No. of Shares held at the end of the year 31 <sup>st</sup> March, 2015			% of Change during the year	
	Demat	Physical	Total	% of Total Share Capital	Demat	Physical	Total	% of Total Share Capital	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(a) Individuals/HUF	175,130	-	175,130	71.48	175,130	100	175,230	71.52	0.04
(b) Central Govt	-	-	-	-	-	-	-	-	-
(c) State Govt(s)	-	-	-	-	-	-	-	-	-
(j) Bodies Corp.	-	-	-	-	-	-	-	-	-
(k) Banks / FI	-	-	-	-	-	-	-	-	-
(l) Any Other....	-	-	-	-	-	-	-	-	-
* DIRECTORS	-	-	-	-	-	-	-	-	-
* DIRECTORS RELATIVES	-	-	-	-	-	-	-	-	-
* PERSON ACTING IN CONCERN	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(1):-</b>	<b>175,130</b>	<b>-</b>	<b>175,130</b>	<b>71.48</b>	<b>175,130</b>	<b>100</b>	<b>175,230</b>	<b>71.52</b>	<b>0.04</b>
<b>(2) Foreign</b>									
(a) NRI Individuals	-	-	-	-	-	-	-	-	-

(b) Other Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>175,130</b>	<b>-</b>	<b>175,130</b>	<b>71.48</b>	<b>175,130</b>	<b>100</b>	<b>175,230</b>	<b>71.52</b>	<b>0.04</b>
<b>B. Public Shareholding</b>									
(1) <b>Institutions</b>									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks FI	-	-	-	-	-	-	-	-	-
(c) Central Govt.	-	-	-	-	-	-	-	-	-
(d) State Govt.(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others (specify)	-	-	-	-	-	-	-	-	-
* U.T.I.	-	-	-	-	-	-	-	-	-
* Financial Institutions	-	-	-	-	-	-	-	-	-
* I.D.B.I.	-	-	-	-	-	-	-	-	-
* I.C.I.C.I.	-	-	-	-	-	-	-	-	-
* Government Companies	-	-	-	-	-	-	-	-	-
* State Financial Corporation	-	-	-	-	-	-	-	-	-
* Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
* Any Other	-	-	-	-	-	-	-	-	-
* OTC Dealers (Bodies Corporate)	-	-	-	-	-	-	-	-	-
* Private Sector Banks	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
(2) <b>Non-Institutions</b>									
(a) Bodies Corp.									
(i) Indian	31,023	-	31,023	12.66	37	-	37	0.02	(12.65)
(ii) Overseas	-	-	-	-	-	-	-	-	-

(b) Individuals										-
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	30,417	7,230	37,647	15.37	30,619	6,930	37,549	15.33		(0.04)
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	29,985	29,985	12.24		12.24
(c) Others (specify)										-
* N.R.I. (NON-REPAT)	-	-	-	-	-	-	-	-		-
* N.R.I. (REPAT)	-	-	-	-	-	-	-	-		-
* FOREIGN CORPORATE BODIES	-	-	-	-	-	-	-	-		-
* TRUST	-	-	-	-	-	-	-	-		-
* HINDU UNDIVIDED FAMILY	1,200	-	1,200	0.49	2,199	-	2,199	0.90		0.41
* EMPLOYEE	-	-	-	-	-	-	-	-		-
* CLEARING MEMBERS	-	-	-	-	-	-	-	-		-
* DEPOSITORY RECEIPTS	-	-	-	-	-	-	-	-		-
<b>Sub-total (B)(2):-</b>	<b>62,640</b>	<b>7,230</b>	<b>69,870</b>	<b>28.52</b>	<b>32,855</b>	<b>36,915</b>	<b>69,770</b>	<b>28.48</b>		<b>(0.04)</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>62,640</b>	<b>7,230</b>	<b>69,870</b>	<b>28.52</b>	<b>32,855</b>	<b>36,915</b>	<b>69,770</b>	<b>28.48</b>		<b>(0.04)</b>
<b>C. Total shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-		-
<b>GrandTotal(A + B + C)</b>	<b>237,770</b>	<b>7,230</b>	<b>245,000</b>	<b>100</b>	<b>207,985</b>	<b>37,015</b>	<b>245,000</b>	<b>100</b>		-
Other	0	0	0	0.00	0	0	0	-		-

ii. Shareholding of Promoters (including Promoter Group)

Sr No.	Shareholder's Name	Shareholding at the beginning of the year 31st March, 2014			Shareholding at the end of the year 31st March, 2015			% change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to total shares	
1	Pradeep Kumar Sethy	175,130	71.48	-	175,230	71.52	-	-

iii. Change in Promoters' (including Promoter Group) Shareholding (please specify, if there is no change) –  
There is increase of 100 shares in the holding of the Promoter as per data provided by RTA

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

Top ten	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Shareholding at the end of the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
BCB Finance Ltd.	29, 985	12.24	Sale 6 <sup>th</sup> June, 2014 (29, 985)	(12.24)	-	-
Jyoti Prakash Joyprakash	6, 737	2.75	-	-	6, 737	2.75
Krishan Kumar Parwal	3, 492	1.43	-	-	3, 492	1.43
Tajinder Singh Setia	2, 400	0.98	-	-	2, 400	0.98
Purvi S Damani	2, 000	0.82	-	-	2, 000	0.82
S Aggarwal	2, 000	0.82	-	-	2, 000	0.82
Sunita Parwal	2, 000	0.82	-	-	2, 000	0.82
Ujwal Shasikant Damani	2, 000	0.82	-	-	2, 000	0.82
Manjula Keshrimal Sanghvi	1, 600	0.65	-	-	1, 600	0.65
Sonam Sagar Ray	1, 600	0.65	-	-	1, 600	0.65
Ramjanki Devi Parwal	1, 500	0.61	-	-	1, 500	0.61
Purushotham Vittal Prasad Parikh	1, 100	0.45	-	-	1, 100	0.45
Reena Vyas	1, 000	0.41	-	-	1, 000	0.41

**II. Shareholding of Directors and Key Managerial Personnel : Nil**

**III. INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment** – Loan of Rs.8.5 lakh taken from Director Bharat Bagri

**IV. 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 2014-15 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	25, 000/-	15, 000/-	40, 000/-
	(b) Commission	-	-	-
	(c ) Others, please specify	-	-	-
	<b>Total (1)</b>	<b>25, 000/-</b>	<b>15, 000/-</b>	<b>40, 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>Total (B)=(1+2)</b>	<b>25, 000/-</b>	<b>15, 000/-</b>	<b>40, 000/-</b>

#Appointed w.e.f 26<sup>th</sup> September, 2014

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		*Krisha Mehta, Company Secretary	Sadiq Patel, CFO	Total
1	Gross Salary			
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	60,000/-	-	
(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>60,000/-</b>	-	

\*Appointed wef 1<sup>st</sup>December, 2014

V. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty		The Company is not aware of the complete details of the actions against the past Directors and there are no penalty/punishment/compounding of offences against the current Directors of the Company.			
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			None		
Punishment					
Compounding					

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

Sd/-  
 Sadiq Patel, Whole time Director, DIN 06911684  
 Bharat Bagri, Director, DIN 01379855  
 Place: Mumbai  
 Date: 13<sup>th</sup> August, 2015

**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:**

<b>Name(s) of the related party and nature of relationship</b>	<b>Nature of contracts/ arrangements/ transactions</b>	<b>Duration of the contracts/ arrangements/ transactions</b>	<b>Salient terms of the contracts or arrangements or transactions including the value, if any</b>	<b>Date(s) of approval by the Board, if any</b>	<b>Amount paid as advances, if any</b>
BCB Finance Limited Promoted by Director Bharat Bagri	Loans taken and returned	17-Oct-14 to 31-Mar-15	Loan taken and repaid – Rs. 37.50 lakh Interest paid – Rs. 1.51 lakh	5-Aug-14	Nil
BCB Brokerage Private Limited Promoted by Director Bharat Bagri	Broking and DP services	05-Aug-14 to 31-Mar-15	Securities purchased at BSE – Rs. 37.38 lakh Securities sold at BSE – Rs. 38.23 lakh Brokerage – 0.00 lakh	5-Aug-14	Nil

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

Sd/-  
Sadiq Patel, Whole time Director, DIN 06911684  
Bharat Bagri, Director, DIN 01379855  
Place: Mumbai  
Date: 13<sup>th</sup> August, 2015

**ANNEXURE III**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup>MARCH, 2015**

*[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 and Finance Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Yash Trading and Finance Limited (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 31st March, 2015 ('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:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Yash Trading and Finance Limited for the financial year ended on 31st March, 2015 according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the rules made thereunder; **except the documents viz. Minutes Book, Statutory Registers, Attendance Registers and other related documents for the period from 1<sup>st</sup> April, 2014 to 4<sup>th</sup> August, 2014 were not available for inspection.**
  - 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, 1992;
    - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**Not applicable to the Company during the Audit Period**)
    - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (**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. (**Not notified as not applicable to the Company during the Audit Period**)
- ii. The Listing Agreements entered into by the Company with BSE limited.

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 passed special resolution under section 180 (1) (c) of the Companies Act, 2013 for increase in borrowing power of the Board.

**Sd/-**  
**SONAM JAIN**  
**Company Secretary**

Membership No.31862  
Certificate of Practice No. 12402

Date: 13<sup>th</sup> August, 2015  
Place: Mumbai

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 SECRETARIAL AUDIT REPORT**

To,  
The Members  
**Yash Trading and Finance Limited**

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

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

**Sd/-**  
**SONAM JAIN**  
**Company Secretary**  
Membership No.31862  
Certificate of Practice No. 12402

**Annexure IV**

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

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

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

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

**Remuneration for the Non-Executive Directors**

- The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission as detailed hereunder:
- A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

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

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

**Remuneration for the Executive Director**

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

**Remuneration Policy for the Senior Management Employees**

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

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

Sd/-

Sadiq Patel, Whole time Director, DIN 06911684

Bharat Bagri, Director, DIN 01379855

Place: Mumbai

Date: 13<sup>th</sup> August, 2015

## INDEPENDENT AUDIT REPORT

Independent Auditor's Report

To the Members of Yash Trading and Finance Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Yash Trading and Finance Limited ('the Company'), which comprise the balance sheet as at 31<sup>st</sup> March, 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone 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 and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at 31 March 2015 and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) on the basis of the written representations received from the Directors as on 31<sup>st</sup> March 2015 taken on record by the Board of Directors, none of the Directors is disqualified as on 31 March 2015 from being appointed as a Director in terms of Section 164 (2) of the Act; and

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

- i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements
- ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts, if any, to the financial statements; and
- iii. There has been no delay in transferring amounts, if required to be transferred, to the Investor Education and Protection Fund by the Company.

For Bhatler & Co.  
Chartered Accountants  
Firm Registration No. 131092W

Sd/-  
D.H. Bhatler  
Proprietor  
Membership No. 16937  
Place: Mumbai  
Date: 13<sup>th</sup> August, 2015

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2015, we report that:

- (i) the Company does not have any fixed assets;
- (ii) the Company does not have any inventory
- (iii) the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act during the year
- (iv) there an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. There is no continuing failure to correct major weaknesses in internal control system.
- (v) The Company has not accepted deposits
- (vi) the Company is not required to maintain cost records under sub-section (1) of Section 148 of the Companies Act
- (vii) (a) the Company regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.

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

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

Seven Appeals have been filed with the Income Tax Department, Bhubaneshwar on 23<sup>rd</sup> April, 2015

There are no disputes for dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess

(c) There is no amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956)

(viii) the Company's accumulated losses at the end of the financial year are less than fifty per cent of its net worth. The Company has incurred cash losses in the current financial year and in the immediately preceding financial year;

(ix) the Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders

(x) the Company has not given any guarantee for loans taken by others from bank or financial institutions

(xi) no term loans have been availed by the Company

(xii) no fraud on or by the Company has been noticed or reported during the year

For Bhatler & Co.  
Chartered Accountants

Firm Registration No. 131092W

Sd/-

D.H. Bhattar

Proprietor

Membership No. 16937

Place: Mumbai

Date: 13<sup>th</sup> August, 2015

Name of the Company	Yash Trading and Finance Limited		
CIN Number	L51900MH1985PLC036794		
Balance Sheet (in Rs.)			
<b>Particulars</b>	<b>Note No</b>	<b>as on 31<sup>st</sup> March, 2015</b>	<b>as on 31<sup>st</sup> March, 2014</b>
<b>I. EQUITY AND LIABILITIES</b>			
(1) Shareholders' funds			
(a) Share capital	1	2, 450, 000	2, 450, 000
(b) Reserves and surplus	2	-674, 167	3, 545, 282
(3) Non-current liabilities		-	-
(4) Current liabilities			
(a) Short-term borrowings	3	850, 000	-
(b) Other current liabilities	4	49, 950	84, 832
(c) Short-term provisions		-	-
<b>TOTAL</b>		<b>2, 675, 783</b>	<b>6, 080, 114</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
(1) (a) Fixed assets		-	-
(b) Deferred tax assets (net)		-	-
(2) Current assets			
(a) Cash and cash equivalents	5	26, 433	133, 311
(b) Short-term loans and advances	6	2, 500, 000	5, 946, 803
(c) Other current assets	7	149, 350	-
<b>TOTAL</b>		<b>2, 675, 783</b>	<b>6, 080, 114</b>
Notes to Accounts	13		

In terms of our report of even date  
For Bhatler & Co.  
Chartered Accountants  
Firm Registration No. 131092W

For and on behalf of the Board of M/s Yash Trading and Finance Limited.

Sd/-  
D.H. Bhatler  
Proprietor  
Membership No. 16937  
Place: Mumbai  
Date: 13<sup>th</sup> August, 2015

Sd/-  
Bharat Bagri  
Director  
DIN 1379855  
Place : Mumbai  
Date : 13<sup>th</sup> August, 2015

Sd/-  
Sadiq Patel  
Director/CFO  
DIN 06911684  
Place : Mumbai  
Date : 13<sup>th</sup> August, 2015

Sd/-  
Krisha Mehta  
Company Secretary  
Place : Mumbai  
Date : 13<sup>th</sup> August, 2015

Name of the Company	Yash Trading and Finance Limited		
CIN Number	L51900MH1985PLC036794		
Profit and loss account for the year ended			
Particulars	Note No	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
I Revenue from operations	8	84, 946	80
II Other income (interest on FDR)		14, 000	-
III Total Revenue (I + II)		98, 946	80
IV Expenses:		-	-
Employee benefits expense	9	122, 700	118, 800
finance costs	10	150, 929	-
Depreciation and amortization expense		-	-
Other operative expenses	11	3, 446, 803	-
Other administrative expenses	12	597, 963	132, 873
Preliminary expenses w/off during the year			
Total expenses		4, 318, 395	251, 673
V Profit before exceptional and extraordinary items and tax (III - IV)		-4, 219, 449	-251, 593
VI Exceptional items		-	-
VII Profit before extraordinary items and tax (V-VI)		-4, 219, 449	-251, 593
VIII Extraordinary items		-	-
IX Profit before tax (VII-VIII)		-4, 219, 449	-251, 593
X Tax expense:			
(1) Current tax			
(2) Deferred tax		-	-
XI Profit (Loss) for the period from continuing operations (VII - VIII)		-4, 219, 449	-251, 593
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV Profit/(loss) from discontinuing operations (after tax) (XII- XIII)		-	-
XV Profit (Loss) for the period (XI + XIV)		-4, 219, 449	-251, 593
XVI Earnings per equity share:		-	-
(1) Basic		-17.22	-1.03
(2) Diluted		-17.22	-1.03
Notes to accounts	13		

In terms of our report of even date  
For Bhatler & Co.  
Chartered Accountants  
Firm Registration No. 131092W  
Sd/-  
D.H. Bhatler  
Proprietor  
Membership No. 16937  
Place: Mumbai  
Date: 13<sup>th</sup> August, 2015

For and on behalf of the Board of M/s Yash Trading and Finance Limited.

Sd/-  
Bharat Bagri  
Director  
DIN 1379855  
Place : Mumbai  
Date : 13<sup>th</sup> August, 2015

Sd/-  
Sadiq Patel  
Director/CFO  
DIN 06911684  
Place : Mumbai  
Date : 13<sup>th</sup> August, 2015

Sd/-  
Krisha Mehta  
Company Secretary  
Place : Mumbai  
Date : 13<sup>th</sup> August, 2015

Name of the Company	Yash Trading and Finance Limited	
CIN Number	L51900MH1985PLC036794	
Cash Flow statement for the year ended (in Rs.)		
<b>Particulars</b>	<b>31<sup>st</sup> March, 2015</b>	<b>31<sup>st</sup> March, 2014</b>
<b>A. Cash Flow from Operating Activities</b>		
Net Profit (loss) before taxation	-4, 219, 449	-251, 593
Adjustments for:		
Decrease in current liabilities	-34, 882	-27, 528
Increase in current assets	-149, 350	-
Decrease in short terms loans and advances	3, 446, 803	
<b>CASH GENERATED FROM/ USED IN OPERATIONS</b>	<b>-956, 878</b>	<b>-279, 121</b>
<b>B. Cash Flow from Investing Activities</b>		
Net Cash inflow from/ (outflow) from Investing activities	-	-
<b>C. Cash Flow from Financing Activities</b>		
Loans taken from Directors	850, 000	-
Net Cash inflow from/ (outflow) from Financing activities	850, 000	-
<b>D : Net increase in cash and cash equivalents = (A+B+C)</b>	<b>-106, 878</b>	<b>-279, 121</b>
<b>E : Cash and cash equivalents at beginning of period</b>	<b>133, 311</b>	<b>412, 432</b>
<b>F: Cash and cash equivalents at end of period = (D+E)</b>	<b>26, 433</b>	<b>133, 311</b>

In terms of our report of even date  
For Bhatler & Co.  
Chartered Accountants  
Firm Registration No. 131092W

For and on behalf of the Board of M/s Yash Trading and Finance Limited.

Sd/-  
D.H. Bhatler  
Proprietor  
Membership No. 16937  
Place: Mumbai  
Date: 13<sup>th</sup> August, 2015

Sd/-  
Bharat Bagri  
Director  
DIN 1379855  
Place : Mumbai  
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Sd/-  
Sadiq Patel  
Director/CFO  
DIN 06911684  
Place : Mumbai  
Date : 13<sup>th</sup> August, 2015

Sd/-  
Krisha Mehta  
Company Secretary  
Place : Mumbai  
Date : 13<sup>th</sup> August, 2015

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS (in Rs.)

Note 1: Share Capital

Particulars	As At 31 <sup>st</sup> March 2015		As At 31 <sup>st</sup> March 2014	
	No. of shares	Rs	No. of shares	Rs
AUTHORIZED CAPITAL				
10,00,000 Equity Shares of Rs. 10/- each.	10,00,000	1,00,00,000	2,50,000	25,00,000
ISSUED, SUBSCRIBED & PAID UP CAPITAL				
2,45,000 Equity Shares of Rs. 10/- each.	2,45,000	24,50,000	2,45,000	24,50,000

**Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the period:**

	Equity Shares			
	No. of shares	Amount	No. of shares	Amount
Shares outstanding as on 1 <sup>st</sup> April, 2014	2,45,000	24,50,000	2,45,000	24,50,000
Shares Issued during the Year	--	--	--	--
Shares bought back During the Year	--	--	--	--
Shares Outstanding as on 31 <sup>st</sup> March, 2015	2,45,000	24,50,000	2,45,000	24,50,000

**a) Class & Par Value of Shares**

The Company has only one class of Equity Shares of Par Value of Rs.10/-

**b) Rights, Preferences & Restrictions of the Class of Share Holders**

i) The Holder of these Equity Shares is entitled to one vote per share.

**DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES IN THE COMPANY**

Name of the Shareholder	As on 31 <sup>st</sup> March 2015		As on 31 <sup>st</sup> March 2014	
	No. of Shares	%	No. of Shares	%
Mr. Pradeep Kumar Sethy	1,75,230	71.52%	1,75,130	71.48%
BCB Finance Limited	--	--	29,985	12.24%
Krishna Devi	29,985	12.24%	--	--

Note 2: Reserves & Surplus

	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
<b>General Reserves</b>		
Opening Balance	9,85,093	9,85,093
Closing Balance	9,85,093	9,85,093
<b>Surplus (Profit &amp; Loss Account):</b>		
Balance brought forward from previous year	25,60,189	28,11,782
Add: Profit / (Loss) for the period	-4,219,449	-2,51,593
Closing Balance	-1,659,260	25,60,189
	<b>6,74,167</b>	<b>35,45,282</b>

Note 3: Short term Borrowings

Particulars	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
Unsecured loans from Director Bharat Bagri	8,50,000	--
	8,50,000	--

Note 4: Other current liabilities

Particulars	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
Other payable (Creditors for expenses)	49,950	84,832
Total	<b>49,950</b>	<b>84,832</b>

Note 5: Cash and Cash Equivalents

<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2015</b>	<b>As at 31<sup>st</sup> March, 2014</b>
Balances with Bank	26, 433	1, 33, 311
<b>Total</b>	<b>26, 433</b>	<b>1, 33, 311</b>

Note 6: Short Term Loans and Advances

	<b>As at 31<sup>st</sup> March, 2015</b>	<b>As at 31<sup>st</sup> March, 2014</b>
Advance for purchase of securities to 3A Financial services Ltd (CIN-U72200MH1999PLC118579)	25, 00, 000	25, 00, 000
<b>Loans to Related parties</b>		
Ambujaatripuri Infra (India) Ltd (CIN-U45202OR2009PLC011433)	--	, 17, 08, 053
Ambujaatripuri Business Pvt Ltd (CIN-U51109OR2009PTC010655)	--	11, 38, 529
Artha Tatwa shares & stocks Pvt Ltd (CIN-U749990MH2009PTC196336)	--	6, 00, 221
<b>Total</b>	<b>2, 500, 000</b>	<b>5, 946, 803</b>

Note 7: Other current assets

<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2015</b>	<b>As at 31<sup>st</sup> March, 2014</b>
Deposit with BSE Limited	49, 000	--
Prepaid Expenses	98, 950	--
TDS deducted by Bank of India	1, 400	--
	<b>149, 350</b>	--

Note 8: Revenue from operations

<b>Particulars</b>	<b>For year ended 31<sup>st</sup> March, 2015</b>	<b>For year ended 31<sup>st</sup> March, 2014</b>
Profit/ Loss on securities dealings	84, 946	80
<b>Total</b>	<b>84, 946</b>	<b>80</b>

Note 9: Employee benefit Expenses

<b>Particulars</b>	<b>For year ended 31<sup>st</sup> March, 2015</b>	<b>For year ended 31<sup>st</sup> March, 2014</b>
a) Salaries	1, 22, 700	1, 18, 800
<b>Total</b>	<b>1, 22, 700</b>	<b>1, 18, 800</b>

Note 10: Finance Cost

<b>Particulars</b>	<b>For year ended 31<sup>st</sup> March, 2015</b>	<b>For year ended 31<sup>st</sup> March, 2014</b>
Interest paid	1, 50, 929	-
<b>Total</b>	<b>1, 50, 929</b>	<b>-</b>

Note 11: Other operative expenses

<b>Particulars</b>	<b>For year ended 31<sup>st</sup> March, 2015</b>	<b>For year ended 31<sup>st</sup> March, 2014</b>
Bad debts Being amounts due from related parties Ambujaatripuri Infra (India) Ltd (CIN-U45202OR2009PLC011433) Ambujaatripuri Business Pvt Ltd (CIN-U51109OR2009PTC010655) Artha Tatwa shares & stocks Pvt Ltd (CIN-U749990MH2009PTC196336) written off as bad debts	3, 446, 803	-
<b>Total</b>	<b>3, 446, 803</b>	<b>-</b>

**Note 12: Other administrative expenses**

Particulars	For year ended 31 <sup>st</sup> March, 2015	For year ended 31 <sup>st</sup> March, 2014
ROC expenses	159, 800	-
BSE expenses	280, 900	
Others (less than Rs. 1 lakh)	157, 263	132, 873
Total	597, 963	132, 873

**Note 13: Significant Accounting Policies**

Significant Accounting Policies adopted by the Company is as follows:

- These financial statements have been prepared in accordance with the requirements of Schedule III the Companies Act 2013 as amended. As required by the Act:
  - balance is attempted to be maintained between providing excessive detail that may not assist users of financial statements and not providing important information as a result of too much aggregation
  - the figures appearing in the Financial Statements have been rounded off to the rupee
  - Line items, sub-line items and subtotals have been presented as an addition or substitution on the face of the Financial Statements when such presentation is relevant to an understanding of the Company’s financial position or performance or to cater to industry/ sector specific disclosure requirements or when required for compliance with the amendments to the Companies Act or under the Accounting Standards
- The financial statements have been prepared in line with Generally Accepted Accounting Principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the Accounting Standard(AS) notified from time to time and depending on the applicability
- AS1 - Disclosure of Accounting Policies
  - The Company follows the fundamental accounting assumptions of Going Concern, Consistency and Accrual
  - There are no change in the accounting policies which has a material effect in the current period or which is reasonably expected to have a material effect in later periods should be disclosed
  - Depreciation, depletion and amortization – The Company does not have any fixed assets
  - Treatment of expenditure during construction – The Company is not into construction activity
  - Conversion or translation of foreign currency items – The Company does not deal in any foreign currency transactions
  - Valuation of inventories – the Company does not have any inventories
  - Treatment of goodwill – there is no goodwill accounted for in the books of the Company
  - Recognition of profit on long-term contracts – Not applicable on the Company
  - Valuation of fixed assets – There are no fixed assets
- AS 9 – Revenue Recognition
  - Revenues are recognized and expenses are accounted for on accrual basis with necessary provisions for all known liabilities and losses. Income from Non- Performing Assets is recognized only when it is realized. Interest on deposits and loans is accounted for on the time proportion basis after considering reasonable certainty that the ultimate collection will be made. Dividend income is recognized when right to receipts is established. Profit or loss on sale of securities is accounted on settlement date basis.
  - No revenue recognition has been postponed pending the resolution of any uncertainties
- AS 15 - Accounting for Retirement Benefits - When any employee of the Company is entitled to receive benefits under the provident fund/ Gratuity, the same is accounted for as and when paid.
- AS 17 - Segment Reporting – Not applicable on the Company
- AS 18 on “Related Party Disclosures”, the following details are provided

Reporting Enterprise	Yash Trading and Finance Limited
Holding/ Subsidiary/ Associates/ Joint Ventures of the Reporting Enterprise	None
Persons in Control (as defined in AS18) of the Reporting Enterprise	Mr. Pradeep Kumar Sethy
Key management personnel (as defined in AS18) of the Reporting Enterprise	--
Enterprises over which the above are able to exercise control	Not known
Enterprises over which the above are able to exercise significant influence	Not known

As sum of Rs. 34,46,803 due from related parties Ambujaatripuri Infra (India) Ltd (CIN-U45202OR2009PLC011433), Ambujaatripuri Business Pvt Ltd (CIN-U51109OR2009PTC010655) and Artha Tatwa shares & stocks Pvt Ltd (CIN-U749990MH2009PTC196336) have been written off as bad debts during the year. The amounts were due from prior years and there are negligible chances of recovery

- AS 20 Earnings Per Share – There are no potential equity shares. Therefore the basic and diluted Earnings per share is the same
- AS 21 - Consolidated Financial Statements is not applicable since the Company is neither a holding Company or a subsidiary Company as on 31<sup>st</sup> March, 2015
- AS 22 - Accounting for Taxes on Income - Income tax comprises the current tax and net change in deferred tax assets, which are made in accordance with the provisions as per the Income Tax Act, 1961. Deferred Tax resulting

from timing differences between accounting income and taxable income for the period is accounted for using the tax rates and laws that have been enacted or substantially enacted as at the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

- AS 28 - Impairment of Assets - The Company assesses at each balance sheet date whether there is any indication that an assets may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or recoverable amount of the cash generating unit to which the assets belongs is less than the carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as impairment loss and is recognized in the profit and loss account. If at the balance date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the assets is reflected at the recoverable amount.
- AS 29 - Provisions, Contingent Liabilities and Contingent Assets - The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. 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. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. When any employee of the Company is entitled to receive benefits under the provident fund/ Gratuity, the same is accounted for as and when paid.
- The management has asked for confirmation from its suppliers regarding their registration with competent authorities under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED). However, No one has confirmed their registration under the Act. Accordingly no further information is submitted in this regards. The Auditors have relied on the said submission of the management. Details are therefore Nil
- Auditor Remuneration (including Service Tax)

	<b>For year ended 31<sup>st</sup> March, 2015</b>	<b>For year ended 31<sup>st</sup> March, 2014</b>
Audit Fees	22, 472	22, 472
Certification charges	3, 370	--
<b>Total</b>	<b>25, 842</b>	<b>22, 472</b>

In terms of our report of even date  
For Bhatner & Co.  
Chartered Accountants  
Firm Registration No. 131092W

For and on behalf of the Board of M/s Yash Trading and Finance Limited.

Sd/-  
D.H. Bhatner  
Proprietor  
Membership No. 16937  
Place: Mumbai  
Date: 13-Aug-15

Sd/-  
Bharat Bagri  
Director  
DIN 1379855  
Place : Mumbai  
Date : 13-Aug-15

Sd/-  
Sadiq Patel  
Director/CFO  
DIN 06911684  
Place : Mumbai  
Date : 13-Aug-15

Sd/-  
Krisha Mehta  
Company Secretary  
Place : Mumbai  
Date : 13-Aug-15

## NOTICE

NOTICE is hereby given that the 30<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 Friday, 18<sup>th</sup> September, 2015 at 2:00 p.m. to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2015 and the Balance Sheet as on that date, together with the Reports of the Directors and the Auditors thereon.
2. To appoint Mr. Bharat Bagri (holding DIN 01379855) as Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. **Ratification of appointment of Statutory Auditors and fixing their remuneration**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, the appointment of Bhatler & Co., Chartered Accountants (ICAI Firm Registration No. 131092W) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2018 to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, be and is hereby ratified.”

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: 13<sup>th</sup> August, 2015**

### Notes:

1. The relative Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the business under Item No.3 of the accompanying Notice are is annexed thereto.
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. A person can act as a proxy on behalf of members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 per cent of the total share capital of the Company. A member holding more than 10 per cent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. A Proxy if appointed for more than 50 members, the Proxy holder may choose any 50 Members and confirm the same to the Company before the 48 hours of commencement of the Annual General Meeting and in case the Proxy holder fails to do so, the Company shall consider only first fifty proxies received as valid.
5. The instrument appointing proxy/proxies in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
6. 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.

7. 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. The Register of Members and Share Transfer Books will remain closed from Saturday, 12<sup>th</sup> September, 2015 to Friday, 18<sup>th</sup> September, 2015, both days inclusive, for the purpose of AGM.
14. 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 (if any) 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.
15. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective Depositories, will be printed on the dividend warrants. Members are requested to inform the concerned Depository Participants of any change in address, dividend mandate, etc.
16. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH. 13 for this purpose.
17. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at [yashtradingandfinancelimited@gmail.com](mailto:yashtradingandfinancelimited@gmail.com)
18. The Annual Report for 2014-15 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for the physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report are being sent by the permitted mode.
19. Members may also note that the notice of the 30<sup>th</sup>AGM and the Annual Report for 2014-15 will be available on the Company's website [www.yashtradingfinance.com](http://www.yashtradingfinance.com) for download.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
21. In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereof and Clause 35B of the Listing Agreement, the Company is providing its members with the facility for voting by electronic means and the business may be transacted through such voting. The Company also will be providing voting facility through polling paper at the Meeting and the members attending the Meeting who have not already cast their vote by remote e-voting may be able to exercise their voting right at the Meeting. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the Notice.

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

- I. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- II. Now, click on “Shareholders” tab to cast your votes
- III. Select the Electronic Voting Sequence Number “EVSN”- 150820015 along with “Yash Trading and Finance Ltd” from the drop down menu and click on “SUBMIT” for voting
- IV. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User – ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company

- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and have cast your vote earlier for EVSN of any Company, then your existing User Id and Password are to be used
- VII. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.</li> </ul>

- VIII. After entering these details appropriately, click on “SUBMIT” tab.
- IX. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- XI. Click on the EVSN – 150820015 for the Yash Trading and Finance Ltd on which you choose to vote.
- XII. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution
- XIII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- XIV. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XV. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- XVII. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) with a copy marked to [eskishorgupta@gmail.com](mailto:eskishorgupta@gmail.com)

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same
- XVIII. The E-voting period will commence from Tuesday, 15th September, 2015 at 10:00 Hrs. and will end on Thursday, 17th September, 2015 at 18:00 Hrs. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of Friday, 11<sup>th</sup> September, 2015, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- XIX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- XX. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 11<sup>th</sup> September, 2015.
- XXI. Ms. Sonam Jain, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XXII. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company

The voting rights of shareholders shall be in proportion to their shares of the paid equity capital of the Company as on Friday, 11<sup>th</sup> September, 2015.

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 CDSL within two days the passing of the resolutions at the 30<sup>th</sup> Annual General Meeting of the Company on 18<sup>th</sup> September, 2015, and communicated to the BSE Ltd. within the prescribed period.

#### **Explanatory statement**

##### **Item No.4:**

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

Bhatter & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 131092W) were appointed as the statutory auditors of the Company for a period of three years at the Annual General Meeting (AGM) of the Company held on 26<sup>th</sup> September, 2014. As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM. Accordingly, ratification of the Members is being sought for the proposal contained in the Resolution set out at Item No.4 of the acCompanying Notice.

The Board commends the Resolution at Item No.4 of the acCompanying Notice for ratification by the Member of the Company.

None of the Directors or Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the Resolution at Item No.4 of the accompanying Notice.

**YASH TRADING AND FINANCE LIMITED**

CIN: L51900MH1985PLC036794

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

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

**ATTENDANCE SLIP**

(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 **THIRTIETHANNUAL GENERAL MEETING** of the Company on Thursday, 18<sup>th</sup> September, 2015 at 9:00 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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**PROXY FORM**

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

Name of the Member (s): .....
Registered Address: .....
E-mail Id: ..... Folio No / Client Id: ..... DP ID: .....

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

1. Name: .....  
 Address: .....  
 E-mail Id: .....  
 Signature: ....., or failing him/her

2. Name: .....  
 Address: .....  
 E-mail Id: .....  
 Signature: ....., or failing him/her

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

whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirtieth Annual General Meeting of the Company to be held on the Friday, 18<sup>th</sup> September, 2015 at 11.30 A.M. 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:

<b>Resolution:</b>	<b>For</b>	<b>Against</b>
1. Adoption of Financial Statements for the financial year ended 31 <sup>st</sup> March, 2015 together with reports of the Auditors and Board of Directors thereon		
2. Re-appointment of Mr. Bharat Bagri who retires by rotation		
3. Appointment of Auditors and fixing their remuneration		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2015 \_\_\_\_\_  
 Signature of shareholder

\_\_\_\_\_  
 Signature of first proxy holder    Signature of Second proxy holder    Signature of Third proxy holder

**Notes:**

1. 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.
2. A proxy need not be a member of the Company
3. 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.
4. \*\*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.
5. Appoint a proxy does not prevent member from attending the meeting in person if he so wishes.
6. 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.