

# YASH TRADING AND FINANCE LIMITED

CIN: L51900MH1985PLC036794

**Registered Office:** Bagri Niwas, 53/55, N. M. Path, Mumbai - 400002

**Corporate Office:** 1207-A, P.J. Towers, Dalal Street, Fort, Mumbai – 400001

Tel.: +91-22-2272 0000 Fax: +91-22-22722451

Email: [ashtradingandfinancelimited@gmail.com](mailto:ashtradingandfinancelimited@gmail.com) website: [www.yashtradingfinance.com](http://www.yashtradingfinance.com)

Date: 03-Sep-2020

To,  
**Department of Corporate Relations**  
**BSE Limited**  
P.J. Towers, Dalal Street,  
Fort, Mumbai – 400 001.

**Sub: Notice of the 35<sup>th</sup> Annual General Meeting (AGM) and Annual Report 2019-20**

Dear Sir/Madam,

This is further to our letter dated September 2, 2020, wherein the Company had informed that the Annual General Meeting (AGM) of the Company is scheduled to be held on September 29, 2020.

Please find enclosed herewith Notice of the 35<sup>th</sup> AGM and the Annual Report for the financial year 2019-20 (Annual Report) for your information and records. Kindly note that in accordance with MCA circulars dated May 5, 2020, April 8, 2020 and April 13, 2020, the Notice of the 35<sup>th</sup> AGM and Annual Report are sent by email to those Members whose email addresses are registered with the Depository Participant(s)/ Registrar & Share Transfer Agent. The requirements of sending physical copy of the Notice of the AGM and Annual Report to the Members have been dispensed with vide said MCA Circulars and SEBI Circular dated May 12, 2020. Additionally, the Notice of the AGM and the Annual Report are also being uploaded on the website of the Company at <http://www.yashtradingfinance.com/index.php>.

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended), the Company has fixed Tuesday, September 22, 2020 as the cut-off date to determine the eligibility of the members to cast their vote through remote e-Voting or through e-Voting during the AGM scheduled to be held on Tuesday September 29, 2020 at 09:00 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

This is for your information and records.

Thanking you,  
Yours faithfully,

For Yash Trading and Finance Limited

  
Sadig Patel  
Director  
DIN-06911684



Encl: as above

YASH TRADING AND FINANCE LIMITED  
(CIN L51900MH1985PLC036794)  
35<sup>TH</sup> ANNUAL REPORT  
FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2020

COMPANY INFORMATION

BOARD OF DIRECTORS

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

KEY MANAGERIAL PERSONNEL

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

CONTACT

Registered Office - Bagri Niwas, 53/55, N.M. Path, Mumbai – 400 002.  
Corporate Office – 1207-A, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001.  
Telephone Nos.: 91-22-2272 2448/49/50 Fax No.: 91-22-2272 2451  
E-mail: yashtradingandfinancelimited@gmail.com  
Website: www.yashtradingfinance.com

REGISTRAR AND SHARE TRANSFER AGENTS

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

BANKERS

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

STATUTORY AUDITORS

M/s. Chaturvedi Sohan & Co., Chartered Accountants  
320, Tulsiani Chambers, Nariman Point, Mumbai – 400 021.

INTERNAL AUDITORS

M/s. R. Jaitlia & Co., Chartered Accountants  
408, Manish Chambers, Sonawala Road, Opp. Hotel Karan Palace, Goregoan (East), Mumbai – 400 063.

SECRETARIAL AUDITORS

Sonam Jain, Practicing Company Secretary, Mumbai

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**DIRECTORS' REPORT**

To the Members,

Your Company's Directors are pleased to present the 35<sup>th</sup> Annual Report of the Company, along with Audited Accounts, for the Financial Year ended 31<sup>st</sup> March, 2020.

**Financial Performance**

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

Particulars	(Rs. in lac)	
	FY 2019-20	FY 2018-19
Total revenue including other income	-	-
Total Expenditure	8.11	24.95
Profit / (Loss) before tax	(8.11)	(24.95)
Tax Expenses	-	-
Profit / (Loss) after tax	(8.11)	(24.95)
EPS		
-Basic	(3.31)	(10.18)
-Diluted	(3.31)	(10.18)

**Promoters/ Management of the Company**

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

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

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

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

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

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

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

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

*Your faithfully*

*Sd/-*

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

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

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

**Operations Overview**

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

**Revocation of Suspension in trading of equity shares of the Company**

During the year, BSE Limited has revoked the suspension in trading of equity shares of the Company w.e.f. July 1, 2019 vide BSE Notice No. 20190621-13 dated June 21, 2019. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018, trading in the securities of your Company is resumed in "XT" group.

**Dividend**

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

**Transfer to Reserve**

The Company has transferred Rs. Nil to Reserves for the financial year ended 31<sup>st</sup> March, 2020.

**Share Capital**

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

**Material changes and Commitments**

There are no material changes and or commitments affecting the financial position of the Company, between the end of the financial year, i.e. 31<sup>st</sup> March, 2020 and the date of the report.

**Extract of Annual Return**

As provided under Section 92(3) of the Act read with rules made thereunder, the extract of Annual Return is given in **Annexure-I** in the prescribed **Form MGT- 9**, which forms part of this report.

**Number of meetings of the Board**

Four meetings of the Board were held during the year on 30<sup>th</sup> April, 2019, 09<sup>th</sup> August, 2019, 13<sup>th</sup> November, 2019 and 31<sup>st</sup> January, 2020.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013, Rules framed thereunder read with the Secretarial Standards on Meetings of the Board of Directors.

**Directors Responsibility Statement**

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

- In the preparation of annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2019-20 and of the profit of the Company for that period;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a going concern basis;
- The Directors had laid down proper internal financial controls and such internal financial controls are adequate and were operating effectively;
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2019-20.

**Particulars of loans, guarantees and investments**

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

**Internal control systems and their adequacy:**

Pursuant to Section 138 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. R. Jaitlia & Co., Chartered Accountants as Internal Auditors on 30<sup>th</sup> April, 2019 to conduct Internal Audit of records and documents of the Company for the financial year 2019-20. The Internal Auditors of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company. Even through this non-production period the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

**Related Party Transactions**

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

**Board evaluation**

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

directors. The same was discussed in the Board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

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

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

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

**Risk Management**

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy provides for constitution of a Risk Committee, which will work towards creating a Risk Register, identifying internal and external risks and implementing risk mitigation steps. The Committee will, on a quarterly basis, provide status updates to the Board of Directors of the Company.

**Auditors**

**Statutory Auditor**

M/s. Chaturvedi Sohan & Co., Chartered Accountants (ICAI Firm Registration No.: 118424W), were appointed as the Statutory Auditors at the 32<sup>nd</sup> Annual General Meeting of the Company held on September 29, 2017 for a period of five years i.e. from financial year 2016-17 to financial year 2021-22, to hold office till the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company.

In terms of Section 40 of the Companies (Amendment) Act, 2017 notified on May 7, 2018, the requirement for ratification of appointment of Statutory Auditors by Members at every Annual General Meeting has been omitted and accordingly, Members’ approval is not required for ratification of their appointment annually.

**Auditors’ Report**

The Auditors’ Report for the financial year 2019-20 does not contain any adverse remarks, qualifications or reservations or disclaimers, which require explanations/comments by the Board.

**Internal Auditor**

Pursuant to Section 138 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. R. Jaitlia & Co., Chartered Accountants as Internal Auditors on 30<sup>th</sup> April, 2019 to conduct Internal Audit of records and documents of the Company for the financial year 2019-20.

**Secretarial Auditor**

Ms. Sonam Jain, Practising Company Secretary (Membership No. 31862 and Certificate of Practice No. 12402) is the Secretarial Auditor of the Company for the financial year 2019-20.

**Secretarial Audit Report**

The Secretarial Audit Report confirms that the Company has generally complied with the provisions of the Act, Rules, Regulations and Guidelines etc.

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

**Corporate Governance**

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

**Declaration of Independence**

The Company has received declarations from all the Independent Directors confirming that they meet with the criteria of independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

**Key Managerial Personnel (KMP)**

Mr. Sadiq Patel, Chief Financial Officer and Ms. Krisha Mehta, Company Secretary, are the KMP of the Company as on March 31, 2020.

**Deposits from public**

The Company has not accepted any deposits from public within the definition of Section 73 of the Companies Act, 2013 and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

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

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Bharat Bagri DIN: 01379855, retire from the Board by rotation, and being eligible, offers himself for re-appointment.

**Composition of Audit Committee**

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

Name	Designation
Ms. Jyoti Budhia	Chairperson
Mr. Ajay Sharma	Member
Mr. Bharat Bagri	Member

**Vigil mechanism**

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

**Particulars of Employees and Remuneration**

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

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

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

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

Note: In view of losses incurred by the Company, the Whole Time Director has foregone his remuneration for the financial year ended 2019-20.

Percentage increase in Remuneration of Directors and Key Managerial Personnel	2018-19	2019-20	Differential	% increase/ (decrease)
Ms. Krishna Mehta	1,80,000	1,80,000	N.A.	N.A.

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

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

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

**Stock Exchange**

The Company is currently listed on BSE Limited under scrip code 512345 and under scrip id YASTF. Your Company has paid Annual listing fee for the financial year 2019-20 to the abovementioned exchange.

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

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

**Corporate Social Responsibility Initiatives**

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

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

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

**Acknowledgement**

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

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

For and on behalf of the Board of Directors

**Yash Trading and Finance Limited**

**Sadiq Patel**  
**Whole time Director**  
**DIN-06911684**

**Bharat Bagri**  
**Director**  
**DIN-01379855**

Place: Mumbai  
Date: August 14, 2020

## Management Discussion and Analysis

### Industry Structure and Developments:

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

### Opportunities and Threat

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

### Segment-wise or Product-wise Performance

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

### Outlook

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

### Risks and Concerns

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

### Internal control System and their adequacy

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

### Financial Performance with respect to operational performance

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

Particulars	(Rs. In lac)	
	FY 2019-20	FY 2018-19
Total revenue including other income	-	-
Total Expenditure	(8.11)	24.95
Profit / (Loss) before tax	(8.11)	(24.95)
Tax Expenses	-	-
Profit / (Loss) after tax	(8.11)	(24.95)

### Human resources / Industrial Relations front

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

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

### Disclosure of Accounting Treatment:

Detailed disclosure of accounting treatment during the year 2019-20 has been made in Notes to accounts of the financials.

For and on behalf of the Board of Directors

**Yash Trading and Finance Limited**

**Sadiq Patel**  
Whole time Director  
DIN-06911684

**Bharat Bagri**  
Director  
DIN-01379855

Place: Mumbai  
Date: August 14, 2020

**Annexure I**  
**Extract of Annual Return as on the financial year ended on 31<sup>st</sup> March, 2020**  
**FORM No. MGT-9**

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

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

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

Currently, the Company is not undertaking any business activity

**III. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity):****A. Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year 1 <sup>st</sup> April, 2019				No. of Shares held at the end of the year 31 <sup>st</sup> March, 2020				% Change during the year (II-I)
	Demat	Physical	Total	% of Total share capital (I)	Demat	Physical	Total	% of Total share capital (II)	
<b>A. Promoters</b>									
(1) Indian									
(a) Individuals/ HUF	1,75,130	100	1,75,230	71.52	1,75,130	100	1,75,230	71.52	-
(b) Central Govt.	-	-	-	-	-	-	-	-	-
(c) State Govt(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	-	-	-	-	-	-	-	-	-
(e) Banks / FI	-	-	-	-	-	-	-	-	-
(f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(1):-</b>	<b>1,75,130</b>	<b>100</b>	<b>1,75,230</b>	<b>71.52</b>	<b>1,75,130</b>	<b>100</b>	<b>1,75,130</b>	<b>71.52</b>	<b>-</b>
(2) Foreign	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	<b>1,75,130</b>	<b>100</b>	<b>1,75,230</b>	<b>71.52</b>	<b>1,75,130</b>	<b>100</b>	<b>1,75,130</b>	<b>71.52</b>	<b>-</b>
<b>B. Public Shareholding</b>									
(1) Institutions	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
(2) Non-Institutions									
(a) Bodies Corp									

(i) Indian	100	-	100	0.04	575	-	575	0.24	+0.20
(ii) Overseas	-	-	-	-	-	-	-	-	-
<b>(b) Individuals</b>									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	31,051	6,430	37,481	15.30	30,576	6,430	37,006	15.10	-0.20
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	29,985	29,985	12.24	29,985	-	29,985	12.24	-
(c) Others (specify HUF)	2,204	-	2,204	0.90	2,204	-	2,204	0.90	-
<b>Sub-total (B)(2):-</b>	<b>33,355</b>	<b>36,415</b>	<b>69,770</b>	<b>28.48</b>	<b>63,340</b>	<b>6,430</b>	<b>69,770</b>	<b>28.48</b>	<b>-</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>33,355</b>	<b>36,415</b>	<b>69,770</b>	<b>28.48</b>	<b>63,340</b>	<b>6,430</b>	<b>69,770</b>	<b>28.48</b>	<b>-</b>
C. Total shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A + B + C)</b>	<b>208,485</b>	<b>36,515</b>	<b>2,45,000</b>	<b>100</b>	<b>238,470</b>	<b>6,530</b>	<b>245,000</b>	<b>100</b>	<b>-</b>
Other	-	-	-	-	-	-	-	-	-

## B. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		1 <sup>st</sup> April, 2019			31 <sup>st</sup> March, 2020			
		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	% change in shareholding during the year
1.	Pradeep Kumar Sethy	175, 230	71.52	-	175, 230	71.52	-	-

C. Change in Promoters' (including Promoter Group) Shareholding (please specify, if there is no change) – There is no change in shareholding of promoter during the year 2019-20

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

Sr. No.	Top ten Shareholders	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019		Cumulative Shareholding during the year		Shareholding at the end of the year 31 <sup>st</sup> March, 2020	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Krishnadevi Bagri	29,985	12.23	29,985	12.23	29,985	12.23
2.	Jyoti Prakash Joyprakash	6,737	2.47	6,737	2.47	6, 737	2.47
3.	Ujwal Shasikant Damani	4,000	1.63	4,000	1.63	4,000	1.63
4.	Krishan Kumar Parwal	3,792	1.55	3,792	1.55	3,792	1.55
5.	Tajinder Singh Setia	2,400	0.97	2,400	0.97	2, 400	0.97
6.	S Aggarwal	2,000	0.81	2,000	0.81	2, 000	0.81
7.	Sunita Parwal	2,000	0.81	2,000	0.81	2, 000	0.81
8.	Manjula Keshrimal Sanghvi	1,600	0.65	1,600	0.65	1, 600	0.65
9.	Sonam Sagar Ray	1,600	0.65	1,600	0.65	1, 600	0.65
10.	Krishan Kumar Parwal (HUF)	1,200	0.49	1,200	0.49	1,200	0.49

## IV. Shareholding of Directors and Key Managerial Personnel: Nil

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	2,050,000	-	2,050,000
ii) Interest due but not paid	-	4,900	-	4,900
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	2,054,900	-	2,054,900
Change in Indebtedness during the financial year				
- Addition	-	1,573,022	-	1,573,022
- Reduction	-	-	-	-
Net Change	-	1,573,022	-	1,573,022
Indebtedness at the end of the financial year				
i) Principal Amount	-	2,640,000	-	2,640,000
ii) Interest due but not paid	-	4,900	-	4,900
iii) Interest accrued but not due	-	--	-	--
iv) Reimbursement of expenses incurred	-	983,022*	-	983,022
Total (i+ii+iii+iv)		3,627,922		3,627,922

\* Of the same, Rs. 934,943 have been incurred for previous years.

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

Mr. Sadiq Patel and Mr. Bharat Bagri have foregone their remuneration for the financial year 2019-20 due to the weak financial condition of the Company

**B. Remuneration to other directors:**

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

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel (KMP)		
		Krishna Mehta, CS	Sadiq Patel, CFO	Total
1.	<b>Gross Salary</b>			
(a)	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	1,80,000/-	-	1,80,000/-
(b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
(c)	Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	as % of profit	-	-	-
	others, specify	-	-	-
5.	Others, please specify	-	-	-
	<b>Total</b>	<b>1,80,000/-</b>	<b>-</b>	<b>1,80,000/-</b>

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

For and on behalf of the Board of Directors

**Yash Trading and Finance Limited**

**Sadiq Patel**  
Whole time Director  
DIN-06911684

**Bharat Bagri**  
Director  
DIN-01379855

Place: Mumbai

Date: August 14, 2020

**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:

(In Rs. Lakh)

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Bharat Bagri, Director	Loan take by company/ Expenses incurred on behalf of Company	FY 2019-20	<u>Opening balance:</u> Loan Rs. 20.55 Expenses paid 9.35  During the year Loan taken Rs. 5.90 Expenses incurred Rs. 0.48  Closing Balance Rs. 36.28	5-Aug-14	Nil

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

**Sadiq Patel**  
**Whole time Director**  
**DIN-06911684**

**Bharat Bagri**  
**Director**  
**DIN-01379855**

Place: Mumbai  
 Date: August 14, 2020

**Annexure-III**  
**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2020**

*[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 March 31, 2020 ('Audit period') complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 March 31, 2020 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendment made thereunder;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendment made thereunder;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014; **(Not applicable to the Company during the Audit Period)**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)** and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment made thereunder

I have also examined compliance with the Secretarial Standards issued by The Institute of Company Secretaries of India.

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

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

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

**SONAM JAIN**

**Practising Company Secretary**

Membership No.31862

Certificate of Practice No. 12402

Place: Mumbai

Date: 28-Aug-2020

UDIN-F009871B000629908

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

**Annexure- A**

To,

The Members

**YASH TRADING & FINANCE LIMITED**

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

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

**SONAM JAIN**

**Practicing Company Secretary**

Membership No.31862

Certificate of Practice No. 12402

UDIN-F009871B000629908

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

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

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

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

**Remuneration for the Non-Executive Directors**

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

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

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

**Remuneration for the Executive Director**

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

**Remuneration Policy for the Senior Management Employees**

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

For and on behalf of the Board of Directors

**Yash Trading and Finance Limited**

**Sadiq Patel**  
Whole time Director  
DIN-06911684

**Bharat Bagri**  
Director  
DIN-01379855

Place: Mumbai      Date: August 14, 2020

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

**Opinion**

We have audited the accompanying IND AS financial statements of **YASH TRADING AND FINANCE LIMITED** (“the Company”), which comprise the Balance Sheet as at **31<sup>st</sup> March, 2020**, the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow statement and Statement of Changes in Equity for the year ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the aforesaid financial statements give the information required by the Act in the manner so required, and give a true and fair view in conformity with the accounting principles generally accepted in India including IND AS specified under Section 133 of the Act of the state of affairs (Financial Position) of the Company as at 31<sup>st</sup> March, 2020, and its Statement of Profit and Loss (Including Other Comprehensive Income), its Cash Flow and the Change in Equity for the year ended on that date.

**Basis for Opinion**

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

**Key Audit Matters**

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

<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
<p>The Company is subject to a large number of income tax related claims which have been disclosed in financial statements based on the facts and circumstances of each case. Taxation and litigation exposures have been identified as a key audit matter due to complexities involved in these matters, the potential financial impact of these on the financial statements. exposure of each case and thus a risk that such cases may not be adequately provided for or disclosed.</p>	<p>Our audit procedures included the following:-</p> <ol style="list-style-type: none"> <li>1. Gained an understanding of the process of identification of claims, litigations and contingent liabilities and identified key controls in the process. For selected controls, we have performed tests of controls.</li> <li>2. Obtained the summary of Company’s disputed Tax cases and critically assessed management’s position through discussions with the Head of Tax and operational management, on both the probability of success in significant cases, and the magnitude of any potential loss.</li> <li>3. Engaged tax specialists to technically appraise the tax position taken by the management with respect to local tax issues.</li> <li>4. Assessed the relevant disclosures made within the financial statements to address whether they appropriately reflect the facts and circumstances of the respective tax and requirements of relevant accounting standards.</li> </ol>

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

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

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless

management either intends to liquidate the Company or to cease the operations, or has no realistic alternative but to do so.

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

### **Auditor’s Responsibility**

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

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

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

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

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

### **Report on Other Legal and Regulatory Requirements**

- 1) As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure A.
- 2) Further to our comments in Annexure A, as required by sub-section (3) of section 143 of the Act, we report that :
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, Statement of Profit and Loss (Including other comprehensive income), the Cash Flow Statement and statement of Change in Equity dealt with by this Report, are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act.
  - (e) On the basis of written representations received from the Directors as on 31<sup>st</sup> March, 2020 and taken on record by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March, 2020, from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
  - (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company has made provision, as required under the applicable laws or IND AS for material foreseeable losses, if any, on long term contract including derivative contract.
- (ii) As per information and explanation given to us Company does have pending litigations which would impact its financial position. For details please refer financial statement
- (iii) There were no amount which were required to be transferred to the Investor Education and Protection Fund during the year.

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

**Devanand Chaturvedi**  
**Partner**  
**Membership No.:041898**  
UDIN: 20041898AAAABB9115  
Place: Mumbai  
Date: 30<sup>th</sup> July 2020

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

**Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2020**

- i. The Company is not having any fixed asset and therefore this clause is not applicable to the company.
- ii. The Company is not having any inventory and therefore this clause is not applicable to the company.
- iii. The Company has not granted unsecured loans to party covered in the register maintained u/s 189 of the Company Act, 2013. Accordingly this clause is not applicable to the Company.
- iv. According to the information and explanation given to us, the Company has not given any loan, guarantee, made investment, nor provided any security under the provisions of Section 185 and 186 of the Act.
- v. According to the information and explanation given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi. Maintenance of cost records has not been specified for this Company by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, income tax, sales tax, service tax, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.  
(b) As at the year-end, according to the records of the Company and information and explanations given to us, following are the disputed statutory dues outstanding as per Income Tax site –

A.Y.	Section Code	Demand Identification Number (DIN)	Date on which demand is raised	Outstanding demand (In Rs.)
2006-07	220(2)	2011200637028844313C	28-Feb-2012	8,240.00
2007-08	153C	2014200751115295212C	27-Mar-2015	988,440
2008-09	153C	2014200851115295205C	27-Mar-2015	264,630
2008-09	143(1)	2009200851007063324C	27-Mar-2015	249,624
2009-10	153C	2014200951115295191C	27-Mar-2015	11,295
2010-11	153C	2014201051115295184C	27-Mar-2015	124,058
2011-12	153C	2014201151115295170C	27-Mar-2015	81,230
2012-13	153C	2014201251115295163C	27-Mar-2015	866,340
2012-13	220(2)	2016201237063198406C	07-Jan-2017	542
2013-14	144	2014201351115295156C	27-Mar-2015	310,878
			<b>Grand Total</b>	<b>2,905,277</b>

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

The Company filed appeal before Income Tax Appellate Tribunal (ITAT) against the appellate order. The appeal is currently pending.

- viii. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to banks. The Company has not issued debentures nor borrowed any funds from financial institutions or Government.
- ix. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act;
- xii. In our opinion and according to information and explanation given to us, the company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xiii. In our opinion, all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- xvi. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

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

Sd/-

**Devanand Chaturvedi**  
**Partner**

**Membership No.:41898**

UDIN: 20041898AAAABB9115

Place: Mumbai

Date: 30<sup>th</sup> July 2020

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

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

In conjunction with our audit of the Standalone financial statements of the Company as of and for the year ended March 31, 2020 we have audited the internal financial controls over financial reporting of **YASH TRADING AND FINANCE LIMITED** (“the Company”) which is a Company incorporated in India, as of that date.

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

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

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

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

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

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Sd/-

**Devanand Chaturvedi**

**Partner**

**Membership No.:41898**

UDIN: 20041898AAAABB9115

Place: Mumbai

Date: 30<sup>th</sup> July 2020

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

(in Rs.)

Particulars	Notes	As at	As at	As at
		31.03.2020	31.03.2019	31.03.2018
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, Plant and Equipment		-	-	-
Intangible assets				
<u>Financial Assets</u>				
Non-Current Investments		-	-	-
Other financial assets		-	-	-
Other non-current assets		-	-	-
Sub-total (I)		-	-	-
<b>Current assets</b>				
Inventories		-	-	-
<u>Financial Assets</u>				
Trade receivables		-	-	-
Current Investments		-	-	-
Cash and Cash equivalents	2	54,118	50,826	32,406
Bank balances other than cash & cash equivalents		-	-	-
Other financial assets		-	-	-
Other current assets	3	49,560	150,000	-
Sub-total (II)		<b>103,678</b>	<b>200,826</b>	<b>32,406</b>
<b>TOTAL (I+II)</b>		<b>103,678</b>	<b>200,826</b>	<b>32,406</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
Equity Share capital	4	2,450,000	2,450,000	2,450,000
Other Equity	5	(6,073,844)	(5,262,617)	(2,767,314)
Sub-total (III)		<b>(3,623,844)</b>	<b>(2,812,617)</b>	<b>(317,314)</b>
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
Deferred tax liabilities (net)		-	-	-
Provisions		-	-	-
Sub-total (IV)		-	-	-
<b>Current liabilities</b>				
<u>Financial Liabilities</u>				
Current Borrowings	6	3,627,922	2,054,900	246,120
Trade payables		-	-	-
Other financial liabilities		-	-	-
Other current liabilities	7	99,600	958,543	103,600
Current tax liabilities (Net)				-
Sub-total (V)		<b>103,678</b>	<b>3,013,443</b>	<b>349,720</b>
<b>TOTAL (III+IV+V)</b>		<b>103,678</b>	<b>200,826</b>	<b>32,406</b>
The accompanying notes form an integral part of the financial statements	1			

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

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

Devanand Chaturvedi  
Partner  
Membership No. 41898

Sadiq Patel  
Whole Time Director  
DIN 06911684

Bharat Bagri  
Director  
DIN 01379855

Krishna Mehta  
Company Secretary

Place: Mumbai  
Date: 30<sup>th</sup> July 2020

Yash Trading and Finance Limited (CIN Number L51900MH1985PLC036794)  
Statement of Profit and Loss for the year ended March 31, 2020

(in Rs.)

Particulars	Notes	31.03.2020	31.03.2019	31.03.2018
<b>INCOME</b>				
Revenue from operations		-	-	-
Other income		-	-	-
<b>Total income</b>		-	-	-
<b>EXPENSES</b>				
Cost of materials consumed		-	-	-
Employee benefits expense	8	180,000	180,000	180,000
Finance costs		-	-	-
Depreciation and amortisation expense		-	-	-
Other expenses	9	631,227	2,315,303	477,506
<b>Total expenses</b>		<b>811,227</b>	<b>2,495,303</b>	<b>657,506</b>
<b>Profit / (Loss) before tax</b>		<b>(811,227)</b>	<b>(2,495,303)</b>	<b>(657,506)</b>
<b>Less : Tax expenses</b>				
- Current tax		-	-	-
- Deferred tax		-	-	-
<b>Total tax expense</b>		-	-	-
<b>Profit / (loss) for the year</b>		<b>(811,227)</b>	<b>(2,495,303)</b>	<b>(657,506)</b>
<b>Other Comprehensive Income</b>				
Items that will not be reclassified subsequently to profit or loss		-	-	-
<b>Total comprehensive income for the year</b>		<b>(811,227)</b>	<b>(2,495,303)</b>	<b>(657,506)</b>
<b>Earnings per equity share</b>	10			
Nominal value of share Rs.10				
Basic		(3.31)	(10.18)	(2.68)
Diluted		(3.31)	(10.18)	(2.68)
The accompanying notes form an integral part of the financial statements	1			

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

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

Devanand Chaturvedi  
Partner  
Membership No. 41898

Sadiq Patel  
Whole Time Director  
DIN 06911684

Bharat Bagri  
Director  
DIN 01379855

Krishna Mehta  
Company Secretary

Place: Mumbai  
Date: 30<sup>th</sup> July 2020

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

Particulars	2019-20		2018-19		(in Rs.) 2017-18	
A. Cash Flow From Operating Activities						
Net Profit Before Tax and Extraordinary item :-		(811,227)		(2,495,303)		(657,506)
Adjustment for:						
Increase / (Decrease) in Financial Liabilities	(858,943)		854,943		80,600	
(Increase) / Decrease in Financial Asset	100,440		(150,000)		25,49,000	
		(758,503)		704,943		26,29,600
Cash generated from Operations		(1,569,730)		(1,790,360)		19,72,094
Taxes Paid		-		-		-
Net Cash Flow from operating activity		<b>(1,569,730)</b>		<b>(1,790,360)</b>		<b>19,72,094</b>
B. Cash Flow From Investing Activities		-		-		-
C. Cash Flow From Financing Activities						
Loans Taken/Paid	1,573,022		1,808,780		(19,58,780)	
Net cash flow from financing activities		1,573,022		1,808,780		(19,58,780)
D. Net Increase/ (Decrease) in cash and other equivalents (A+B+C)		3,292		18,420		13,314
E. Cash and cash equivalents at beginning of period		50,826		32,406		19,092
F. Cash and cash equivalents at end of period = (D+E)		54,118		50,826		32,406

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

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

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

Devanand Chaturvedi  
Partner  
Membership No. 41898

Sadiq Patel  
Whole Time Director  
DIN 06911684

Bharat Bagri  
Director  
DIN 01379855

Krishna Mehta  
Company Secretary

Place: Mumbai  
Date: 30<sup>th</sup> July 2020

**Note 1: Significant Accounting Policies****1. Summary of significant accounting policies****1.1. Basis of preparation**

The financial statements have been prepared to comply in all material respects with the Indian Accounting Standard ('IND AS') notified under section 133 of the Companies Act, 2013 read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs, except additional disclosures required by the Companies Act 2013 (as these financial statements are not statutory financial statements, full compliance with the above Act is not required).

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

The financial statements are based on the classification provisions contained in IND AS 1, 'Presentation of Financial Statements' and Division II of schedule III of the Companies Act 2013. Further, for the purpose of clarity, various items are aggregated in statement of Profit and Loss and Balance Sheet. Nonetheless, these items are disaggregated separately in the notes to the financial statements, wherever applicable or required.

**1.2. Basis of measurement**

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

**Fair value measurement**

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

The Company is required to classify the fair valuation method of the financial / non-financial assets and liabilities, either measured or disclosed at fair value in the financial statements, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurement). Accordingly, the Company uses valuation techniques that are appropriate in the circumstances, and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

The adoption of IND AS is carried out in accordance with IND AS 101 on April 1, 2015 being the transition date. IND AS 101 requires that all IND AS standards that are issued and effective for the year ending March 31, 2020, be applied retrospectively and consistently for all the periods presented. However, in preparing these financial statements, the Company has availed of certain exemptions and exceptions in accordance with IND AS 101, as explained below. The resulting difference between the carrying value of the assets and liabilities in the financial statements as at the transition date under IND AS and previous GAAP have been recognized directly in equity at the transition date.

Exemptions / exceptions from full retrospective application

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

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

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

The Company presents assets and liabilities in the Balance Sheet based on current / non-current classification.

Deferred tax assets and liabilities, and all assets and liabilities which are not current (as discussed in the below paragraphs) are classified as non-current assets and liabilities.

An asset is classified as current when it is expected to be realized or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the

reporting period, or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

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

#### 1.5. Property, plant and equipment ('PPE')

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

#### 1.6. Impairment of non-financial assets Property, plant and equipment

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

#### 1.7. Financial instruments

##### a. Recognition, classification and presentation

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

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

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

The Company has classified all the non-derivative financial liabilities in the other financial liabilities category.

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

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

###### I. Initial measurement

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

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

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

- **Financial assets measured at amortised cost**

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

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

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

###### **Impairment**

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

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

**III. Subsequent measurement - financial liabilities**

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

**c. Measurement –derivative financial instruments**

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

**d. De-recognition**

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

**1.8. Taxes**

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

**a. Current tax**

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

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

**b. Deferred tax**

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

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

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

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

**1.9. Cash and cash equivalents**

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

**1.10. Share capital / Share premium**

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

**1.11. Employee benefits**

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

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

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

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

**b. Contingencies**

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

**1.13. Revenue recognition**

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

**1.14. Borrowing costs**

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

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

The Company presents the Basic and Diluted EPS data.

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

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

**1.16. Segment Reporting**

The Company operates only in one business and no geographical segment. Therefore, segment information as per IND AS-108, 'Segment Reporting', has not been disclosed.

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

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

IND AS 102 'Share based payments'

In March 2019, MCA issued amendments to IND AS 102 pertaining to measurement of cash-settled share based payments, classification of share-based payments settled net of tax withholdings and accounting for modification of a share based payment from cash-settled to equity-settled method.

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

Particulars	2019-20	2018-19
Audit Fees (incl. Service Tax/ GST)	0.24	0.24
Certification Fees (incl. Service Tax/ GST)	0.07	0.07
Total	0.31	0.31

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

Particulars	As at 31.03.2020	As at 31.03.2019	As at 31.03.2018
<b>Balances with Banks in</b>			
-Rupees Current Accounts	54,118	50,826	32,406
-Foreign Currency Current Accounts	-	-	-
Cash on Hand	-	-	-
<b>Total</b>	<b>54,118</b>	<b>50,826</b>	<b>32,406</b>

## Note 3: Other current assets

Particulars	As at 31.03.2020	As at 31.03.2019	As at 31.03.2018
<b>Unsecured, Considered Good</b>			
Deposit with BSE Limited	49,560	-	-
TDS Receivable	-	150,000	-
<b>Total</b>	<b>49,560</b>	<b>150,000</b>	<b>-</b>

## Note 4: Equity Share Capital

Particulars	As at 31.03.2020	As at 31.03.2019	As at 31.03.2018
<b>Authorized Share Capital</b>			
10,00,000 Equity Shares of Rs. 10/- each	1,00,00,000	1,00,00,000	1,00,00,000
<b>Issued, Subscribed and Fully Paid Up</b>			
245,000 Equity Shares of Rs. 10/- each	24,50,000	24,50,000	24,50,000

The Company has only one class of equity shares of par value of Rs.10/-. The holder of these Equity shares is entitled to one vote per share

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

Particulars	As at 31.03.2020		As at 31.03.2019		As at 31.03.2018	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares</b>						
At the beginning of the year	245,000	24,50,000	245,000	24,50,000	245,000	24,50,000
Issued during the year	-	-	-	-	-	-
Outstanding at the end of the year	245,000	24,50,000	245,000	24,50,000	245,000	24,50,000

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

Particulars	As at 31.03.2020		As at 31.03.2019		As at 31.03.2018	
	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding
Mr. Pradeep Kumar Sethy	1,75,230	71.52%	1,75,230	71.52%	1,75,230	71.52%
Krishna Devi Bagri	29,985	12.24%	29,985	12.24%	29,985	12.24%

## c. Other Information

EQUITY SHARE CAPITAL	Balance as at 1 <sup>st</sup> April, 2017	Changes in equity share capital during the year	Balance as at 1 <sup>st</sup> April, 2018	Changes in equity share capital during the year	Balance as at 1 <sup>st</sup> April, 2019	Changes in equity share capital during the year	Balance as at 31 <sup>st</sup> March, 2020
Paid up Capital	24,50,000	-	24,50,000	-	24,50,000	-	24,50,000

## Note 5: Other Equity

OTHER EQUITY :	Reserves and Surplus				
Particulars	Securities Premium Reserve	Capital Reserve	Retained Earnings	Other Comprehensive Income	Total
Balance as at April 1, 2018	-	-	985,093	-	985,093
Profit/ Loss for the year	-	-	-	-	-
Interim Dividend Paid	-	-	-	-	-
Dividend Tax Paid on Interim Dividend	-	-	-	-	-

Yash Trading and Finance Limited– Annual Report 2020

<u>Other Comprehensive Income :</u>	-	-	-	-	-
Re measurements of net defined benefit plans	-	-	-	-	-
Balance as at 31 <sup>st</sup> March, 2019	-	-	985,093	-	985,093
Profit/ Loss for the year					
Interim Dividend Paid	-	-	-	-	-
Dividend Tax Paid on Interim Dividend	-	-	-	-	-
Provision for final Dividend payable	-	-	-	-	-
Provision for Dividend Tax Paid on final Dividend payable	-	-	-	-	-
On issue during the year / Capital Reduction	-	-	-	-	-
<u>Other Comprehensive Income :</u>	-	-	-	-	-
Remeasurements of net defined benefit plans	-	-	-	-	-
Balance as at 31 <sup>st</sup> March, 2020	-	-	985,093	-	985,093

Particulars	As at 31.03.2020	As at 31.03.2019	As at 31.03.2018
<u>Securities Premium</u>			
Balance at the beginning and end of the period	-	-	-
<u>Other Reserves</u>			
Balance at the beginning and end of the period	985,093	985,093	985,093
<u>Surplus / (deficit) in the statement of profit and loss</u>			
Balance at the beginning of the period	(6,247,710)	(37,52,407)	(30,94,901)
Add: Profit / (loss) for the year	(811,227)	(2,495,303)	(657,506)
Less:			
Interim Dividend Paid	-	-	-
Dividend Tax Paid on Interim Dividend	-	-	-
Provision for final Dividend payable	-	-	-
Capital Reduction	-	-	-
Depreciation	-	-	-
Provision for Dividend Tax Paid on final Dividend payable	-	-	-
Balance at the end of the period	(7,058,937)	(6,247,710)	(37,52,407)
Closing Balance	(6,073,844)	(5,262,617)	(27,67,314)

Nature and Purpose of Reserves:

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

Note 6: Current Borrowings

Particulars	As at 31.03.2020	As at 31.03.2019	As at 31.03.2018
Unsecured Loan from Director Bharat Bagri	3,627,922	2,054,900	246,120
Total	3,627,922	2,054,900	246,120

Note 7: Other Current Liabilities

Particulars	As at 31.03.2020	As at 31.03.2019	As at 31.03.2018
Bharat Bagri (expenses payable)	-	934,943	-
Director Sitting Fees	68,000	-	72,000
Audit Fees Payable	23,600	23,600	23,600
TDS Payable	8,000	-	8,000
Total	99,600	958,543	103,600

## Note 8: Employee Benefits Expenses

Particulars	For the Year Ended 31.03.2020	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
Salaries and Wages	180,000	1,80,000	1,80,000
Staff Welfare Expense	-	-	-
Total	180,000	1,80,000	1,80,000

## Note 9: Other Expenses

Particulars	For the Year Ended 31.03.2020	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
BSE Expenses	354,000	2,065,000*	2,87,500
Professional & Legal Expenses	23,600	23,300	23,600
Other Expenses	253,627	227,003	1,66,406
Total	631,227	2,315,303	477,506

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

## Note 10: Earning Per Share

Particulars	For the Year Ended 31.03.2020	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
Net Profit/(Loss) as per Statement of Profit & Loss (A)	(811,227)	(2,495,303)	(657,506)
Weighted average number of Equity Share used in computing basic/diluted earning per share (B)	245,000	245,000	245,000
Earning Per Share (Rs.) Basic/Diluted (A/B)	(3.31)	(10.18)	(2.68)

There is no Potential Equity Shares

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

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

Devanand Chaturvedi  
Partner  
Membership No. 41898

Sadiq Patel  
Whole Time Director  
DIN 06911684

Bharat Bagri  
Director  
DIN 01379855

Krishna Mehta  
Company Secretary

Place: Mumbai

Date: 30<sup>th</sup> July 2020

### NOTICE

NOTICE is hereby given that the **35<sup>th</sup> Annual General Meeting of Yash Trading and Finance Limited** will be held on **Tuesday, 29<sup>th</sup> September, 2020 at 09:00 A.M.** (IST), through video conferencing (“VC”) or other audio-visual means (“OAVM”), to transact the following businesses:

#### Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Bharat C. Bagri (holding DIN 01379855), who retire by rotation and being eligible offers himself for re-appointment.
3. To fix the remuneration of M/s. Chaturvedi Sohan & Co., Chartered Accountants, Statutory Auditors of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 142 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the members of the Company at the 32<sup>nd</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017 in respect of the appointment of M/s. Chaturvedi Sohan & Co., Chartered Accountants (Firm Registration No. 118424W) till the conclusion of the 37<sup>th</sup> Annual General Meeting, the Board of Directors be and is hereby authorized to fix the remuneration of Statutory Auditors for the period commencing from the year 2020-21, until the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company.”

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

Krishna Mehta  
(Company Secretary)

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

Mumbai, August 14, 2020

#### Notes:

1. A proxy is allowed to be appointed under section 105 of the Companies Act, 2013 to attend and to vote at general meeting on behalf of a Member who is not able to attend personally. However, in compliance with the MCA Circulars and SEBI Circular, there is no requirement of appointment of proxy for this 35<sup>th</sup> AGM, since for the AGM under this framework physical attendance of the Members in any case has been dispensed with.  
Hence, instructions related to proxy and proxy form are not provided in this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, the representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM held through VC or OAVM.
2. In view of the situation arising due to COVID-19 global pandemic, social distancing is a norm to be followed, Ministry of Corporate Affairs (“MCA”) vide its Circular No. 20/2020 dated May 5, 2020 w.r.t. Clarification on holding of Annual General Meeting (“AGM”) through video conferencing (“VC”) or other audio visual means (“OAVM”) read with Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 w.r.t. Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic (“SEBI Circular”), permitted the holding of the AGM through video conferencing (“VC”) or other audio visual means (OAVM) and dispensed personal presence of the Members at the common venue during AGM. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI Circular, the AGM of the Company shall thus be held through VC/OAVM. Hence, the Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the 35<sup>th</sup> AGM shall be the Registered Office of the Company.
3. In case of Joint holders attending the AGM, only such joint holder whose name appears first in order of names will be entitled to vote. Corporate Members are requested to send a duly certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the AGM.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from **Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive) for the purpose of AGM.**

5. Brief profile and other required information in respect of the Director(s) proposed to be appointed/re-appointed, in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) is enclosed with this Notice. Requisite declarations have been received from the Directors seeking appointment/ reappointment.
6. Members holding shares in physical form are requested to approach for updating or change in their bank details, correspondence including change of address, mandates etc. to the Registrar and Transfer Agents of the Company (“RTA”) viz. M/s. Purva Sharegistry (India) Private Limited, Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel East, Mumbai-400011 or Email at – [support@purvashare.com](mailto:support@purvashare.com) and Members holding shares in dematerialized form should approach their respective Depository Participants for the same.
7. Members may avail nomination facility as provided under Section 72 of the Companies Act, 2013. Members holding shares in physical form are advised to make nomination in respect of their shareholding with the Company or RTA and those holding shares in Dematerialized form are advised to make nomination through their depository participant.
8. The Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents. Further, effective April 1, 2019 requests for effecting transfer of securities shall not be processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
9. SEBI has also mandated that for registration of transfer of securities, the transferor(s) or transferee(s) shall furnish a copy of their PAN Card to the Company for registration of transfer of securities.
10. Pursuant to MCA Circulars and SEBI Circular(s), we hereby confirm that the Company shall be providing the facility of attending the AGM through VC or OAVM along with the e-voting facility during the AGM.
11. In view of the prevailing COVID-19 situation, owing to difficulties involved in dispatching of physical copies of Annual Report for FY 2019-20 & Notice of 35<sup>th</sup> AGM, and pursuant to MCA Circulars and SEBI Circular(s), the Annual Report for FY 2019-20 alongwith the Notice of the 35<sup>th</sup> AGM is being sent to the Members of the Company only by email. Further, the Members holding shares in physical form or other Members who have not registered their email address with the Company can get the same registered by approaching the Registrar and Transfer Agents of the Company (RTA) viz. M/s. Purva Sharegistry (India) Private Limited, Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel East, Mumbai-400011 or Email at – [support@purvashare.com](mailto:support@purvashare.com) mentioning Name & address of the Members alongwith a self-attested copy of the PAN card and self-attested copy of any document i.e. Driving License, Election Identity card, Passport for address proof. Members holding shares in demat form are requested to update their email address with their Depository.
12. In line with the MCA Circulars and SEBI Circular(s), the Notice of the Thirty Fifth (35<sup>th</sup>) AGM and the Annual Report for the financial year 2019-20 will also be available on the Company’s website [http://www.yashtradingfinance.com/annual\\_reports.php](http://www.yashtradingfinance.com/annual_reports.php) for download. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evoting.nsdl.com/>
13. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013, hence, attendance slip is not provided here.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members at the AGM.
15. Members are requested to write to [yashtradingandfinancelimited@gmail.com](mailto:yashtradingandfinancelimited@gmail.com) for inspection of all the relevant documents referred to in the accompanying Notice up to the date of the AGM.
16. Since the AGM shall be held through VC or OAVM, hence the requirement of providing the Route Map and Landmark for the venue of the AGM in the notice does not apply to this AGM.
17. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

**18. Voting through electronic means:**

In terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and MCA Circulars, the Company is pleased to provide the e-voting facility to its Members holding shares in physical or dematerialized form, as on the **cut-off date**, being **Tuesday, September 22, 2020** to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using Remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

**The Remote e-voting commences on Saturday, September 26, 2020 10:00 a.m. (IST) and ends on Monday, September 28, 2020 5:00 p.m. (IST).** During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The Board of Directors has appointed Ms. Sonam Jain, Practicing Company Secretary (CP No. 12402), as a Scrutinizer to scrutinize the e-voting at AGM and Remote e-voting process in a fair and transparent manner. The Results on above resolutions shall be declared not later than 48 hours from the conclusion of AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.

The Results of voting as declared along with the Scrutinizer’s Report(s) will be published on the website of the Company at <http://www.yashtradingfinance.com/scrutinizer-report.php> and on the website of NSDL <https://www.evoting.nsdl.com/>. The results shall be simultaneously communicated to BSE Limited.

The details of the process and manner for remote e-voting are as under:

**Part A: Instructions for login:**

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	User ID
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your User ID is 12*****.
c) For Members holding shares in physical Form	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then User ID is 101456001***

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

**Part B: Instructions to cast your vote:**

After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles and you will be able to see “EVEN” of all the companies in which you are holding shares and whose voting cycle is in active status.

1. Select “EVEN” of Yash Trading and Finance Limited.
2. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
3. Upon confirmation, the message “Vote cast successfully” will be displayed.
4. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
5. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Part C: General Instructions:**

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cssonamjain3@gmail.com](mailto:cssonamjain3@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll Free No.: 1800-222- 990 or write to Ms. Sarita Mote–Assistant Manager at [SaritaM@nsdl.co.in](mailto:SaritaM@nsdl.co.in)/[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ + 91 22 2499 4890/National Securities Depository Limited, Trade World, ‘A’ Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

**Part D: Instructions for voting by the Members at Meeting attended through VC/OAVM:**

1. Only those Members, who will be present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the Meeting.
2. Members who have voted through Remote e-voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.
3. The Members may connect with Ms. Sarita Mote – Assistant Manager - NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for any grievances/concerns relating to e-voting during the Meeting.

**Part E: Instructions for registration of Email address:**

The Members whose email addresses are not registered with the Company are requested to do so by following the process given below:

- In case shares are held in physical mode, please provide Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to [yashtradingandfinancelimited@gmail.com](mailto:yashtradingandfinancelimited@gmail.com)
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) to [yashtradingandfinancelimited@gmail.com](mailto:yashtradingandfinancelimited@gmail.com)
- Post successful registration of the email address, the Member would get soft copy of the Notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Meeting. In case of any queries, Member may write to [yashtradingandfinancelimited@gmail.com](mailto:yashtradingandfinancelimited@gmail.com)

**Instructions for Members for attending the Meeting through VC/OAVM:**

1. Member will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-voting system. Members may attend the Meeting and view the live webcast at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Facility of joining the Meeting through VC/OAVM shall open 30 minutes before the time scheduled for the Meeting and will be available for Members on first-come-first-served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Speaker Registration/Questions for the Meeting:  
Members, who would like to express their views/have questions are requested to send registrations along with the questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [yashtradingandfinancelimited@gmail.com](mailto:yashtradingandfinancelimited@gmail.com). The Company reserves the right to restrict the number of questions/speakers depending on the availability of time for the Meeting.

Annexure to AGM Notice dated 14<sup>th</sup> August, 2020**Details of Director seeking appointment / re-appointment at the 35<sup>th</sup> Annual General Meeting of the Company:  
[Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]**

<b>Name</b>	<b>Bharat C. Bagri (DIN: 01379855)</b>
<b>Date of Birth</b>	20-Nov-1949
<b>Qualification</b>	M.Com
<b>Brief Profile</b>	Bharat C. Bagri is M.Com and has over four decades of experience in the Capital Markets. He has been on the board of BSE Limited (formerly Stock Exchange, Mumbai) as a Director in 1988-89 and served for many years in the BSE Arbitration Committee and BSE Broker Consultative Committee. He is the trustee of Bikaner Seva Sangh, Mumbai and Maheshwari Pragati Mandal, Mumbai.
<b>Expertise in specific functional areas</b>	Financial Services
<b>Relationships between directors inter-se</b>	Nil
<b>Shares held in the Company</b>	Nil
<b>Directorship in the other Company</b>	BCB Brokerage Private Limited (U67120MH2000PTC129742) BCB Cap-Mkt Private Limited (U65990MH2014PTC260168) BCB Commodities Private Limited (U65999MH2015PTC261823) BCB Stock Brokers Private Limited (U67100DN2014PTC000466) PT Land Developers Private Limited (U70100MH2017PTC292829) UB Shelter Land Holdings Private Limited (U70109GJ2016PTC092782) BCB Tech Solutions Private Limited (U72900MH2020PTC339792)
<b>Chairman / Member of the Committee of other Companies on which he/she is a Director</b>	Nil

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

Krishna Mehta  
(Company Secretary)  
Registered Office: Bagri Niwas, 53/55, N.M. Path, Mumbai – 400 002.

Place: Mumbai  
Date: 14<sup>th</sup> August, 2020