

**YASH TRADING AND FINANCE LIMITED**

CIN: L51900MH1985PLC036794

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

**NOTICE**

**NOTICE** is hereby given that the **34<sup>th</sup> Annual General Meeting** of **Yash Trading and Finance Limited** will be held at **1207/A, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001** on **Monday, 30<sup>th</sup> September, 2019 at 11:00 a.m.** to transact the following business:

**Ordinary Business**

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

**Special Business**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Sd/-  
Krisha Mehta  
(Company Secretary)

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

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

**Notes:**

1. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed. The relevant details of Directors seeking appointment/reappointment under item No. 3 to 5 above pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“**THE MEETING**”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A **PROXY NEED NOT BE A MEMBER.**
3. As per the provisions of section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10 per cent of the total share capital of the Company carrying voting rights. A member holding more than 10 per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The instrument appointing proxy/proxies in order to be effective, must be lodged at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
5. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a duly certified board resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting together with Specimen signature
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. Members/proxies/authorized representatives should bring duly filled Attendance slip enclosed herewith to attend the meeting mentioning therein details of their DP ID and Client ID/Folio No.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of Contracts or Arrangements in which the Directors are interested, maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
11. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least seven days before the date of the Meeting, so that the information required may be made available at the Meeting.
12. The Register of Members and Share Transfer Books will remain closed from **Tuesday, 24<sup>th</sup> September, 2019 to Monday, 30<sup>th</sup> September, 2019 (both days inclusive)**, for the purpose of AGM.
13. Members holding shares in physical form are requested to notify/send the following to the Company’s Registrar and Transfer Agents to facilitate better service:
  - Any change in their address.
  - Particulars of their bank accounts in case the same have not been sent earlier, for dividend payment through ECS mode and
  - Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of the names for consolidation of such holdings into one account.
14. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialise the Equity Shares of the Company, promptly

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15. Non-resident Indian members are requested to inform the RTA, M/s. Purva Sharegistry (India) Private Limited, Mumbai immediately about:
  - Change in their residential status on return to India for permanent settlement
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. As per Section 72 of Companies Act, 2013, members are entitled to make nomination in respect of shares held by them in physical form. Nomination form (Form No. SH-13) can be downloaded from the website of the Company at [www.yashtradingfinance.com](http://www.yashtradingfinance.com) and requested to submit form to the Registrar and Share Transfer Agents of the Company. Members can also delete or change an earlier Nomination by executing Form No.SH-14 (available on the website of the Company).
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
18. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at [yashtradingandfinancelimited@gmail.com](mailto:yashtradingandfinancelimited@gmail.com)
19. The Annual Report for 2018-19 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for the physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report are being sent by the permitted mode.
20. Members may also note that the notice of the 34<sup>th</sup> AGM and the Annual Report for 2018-19 will be available on the Company’s website [www.yashtradingfinance.com](http://www.yashtradingfinance.com)
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
22. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”), the Company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
23. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
24. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
25. The remote e-voting period commences on **Friday, 27<sup>th</sup> September, 2019 at 10:00 Hrs and will end on Sunday, 29<sup>th</sup> September, 2019 at 17:00 Hrs.** During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** (record date) of **Monday, 23<sup>rd</sup> September, 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
26. The process and manner for remote e-voting are as under:
 

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b. For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c. For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 111648 then user ID is 111648001***

- v. 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 was

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- 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'
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
  - vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box
  - viii. Now, you will have to click on "Login" button
  - ix. After you click on the "Login" button, Home page of e-Voting will open

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

- x. 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
- xi. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status
- xii. Select "EVEN" of "Yash Trading and Finance Limited" to cast your vote. **EVEN (Remote e-voting Event Number) is 111648**
- xiii. Now you are ready for e-Voting as the Voting page opens
- xiv. 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
- xv. Upon confirmation, the message "Vote cast successfully" will be displayed
- xvi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
- xvii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

### **27. General Guidelines for shareholders**

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [Cssonamjain3@gmail.com](mailto:Cssonamjain3@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - ii. 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
  - iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
27. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  28. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Monday, 23<sup>rd</sup> September, 2019**.
  29. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **Monday, 23<sup>rd</sup> September, 2019**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [support@purvashare.com](mailto:support@purvashare.com)
  30. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  31. Ms. Sonam Jain, Practicing Company Secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. She has communicated her willingness and will be available for the purpose.
  32. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  33. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers' Report shall be placed on the Company's website [www.yashtradingfinance.com](http://www.yashtradingfinance.com) and on the website of NSDL within two days the passing of the resolutions at the 34<sup>th</sup> AGM of the Company on 30<sup>th</sup> September, 2019 and communicated to the BSE Ltd. within the prescribed period.
  34. The route map showing directions to reach the venue of the 34<sup>th</sup> AGM is annexed.

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**Explanatory statement**

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

**Item No.3 and 4:**

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

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

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

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

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

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

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

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

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

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

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

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

**Item No.5:**

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

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

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

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

**Remuneration:**

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

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

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

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

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

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

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

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

Sd/-  
Krisha Mehta  
(Company Secretary)

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

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

**YASH TRADING AND FINANCE LIMITED**

CIN: L51900MH1985PLC036794

**Registered Off:** Bagri Niwas, 53/55, N.M. Path, Mumbai – 400 002**Corporate Off:** 1207A P J Towers, Dalal Street, Fort, Mumbai – 400001**Annexure to AGM Notice dated 9<sup>th</sup> August, 2019****Details of Director seeking appointment / re-appointment at the 34<sup>th</sup> Annual General Meeting of the Company:  
[Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]**

Name	<b>Bharat C. Bagri (DIN: 01379855)</b>	<b>Jyoti Budhia (DIN: 00332044)</b>	<b>Ajay Sharma (DIN: 06960753)</b>	<b>Sadiq Patel (DIN: 06911684)</b>
<b>Date of Birth</b>	20-11-1949	24-02-1965	13-07-1977	11-11-1977
<b>Qualification</b>	M.Com	M.Com	B.Com	H.S.C.
<b>Brief Profile</b>	Bharat C. Bagri is M.Com and has over four decades of experience in the Capital Markets. He has been on the board of BSE Limited (formerly Stock Exchange, Mumbai) as a director in 1988-89 and served for many years in the BSE Arbitration Committee and BSE Broker Consultative Committee. He is the trustee of Bikaner Seva Sangh, Mumbai and Maheshwari Pragati Mandal, Mumbai.	Ms. Jyoti Bhudia DIN 00332044 has nearly 30 years of experience in the areas of Trading & Investments in Various Financial Products of Equity Derivatives, Options Greeks, Commodities, Currencies, Portfolio Management, Advisory, Risk Management & Training segment	Mr. Ajay Sharma DIN 06960753 is a Commerce Graduate, currently a self-employed professional working as a Financial Advisor. He also has over a decade of experience in the Stainless Steel industry.	Mr. Sadiq Patel is currently employed in the Financial Service industry with experience of over a decade. He is associated with the Company since 2014 and is involved in day to day working of the Company.
<b>Expertise in specific functional areas</b>	Financial Services	Financial Services	Financial Services	Financial Services
<b>Relationships between directors inter-se</b>	Nil	Nil	Nil	Nil
<b>Shares held in the Company</b>	Nil	Nil	Nil	Nil
<b>Directorship in the other Company</b>	BCB Brokerage Private Limited (U67120MH2000PTC129742) BCB Cap-Mkt Private Ltd (U65990MH2014PTC260168) BCB Commodities Private Limited (U65999MH2015PTC261823) BCB Stock Brokers Private Limited (U67100DN2014PTC000466) PT Land Developers Private Limited (U70100MH2017PTC292829) UB Shelter Land Holdings Private Limited (U70109GJ2016PTC092782)	Lykis Limited (CIN: L74999WB1984PLC 038064)	Nil	Nil
<b>Chairman / Member of the Committee of other Companies on which he/she is a Director</b>	Nil	Lykis Limited (CIN: L74999WB1984PLC 038064) - Member of Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee	Nil	Nil

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

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

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