

NOTICE

NOTICE is hereby given that the **35th Annual General Meeting of Yash Trading and Finance Limited** will be held on **Tuesday, 29th 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 31st 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 32nd Annual General Meeting held on 29th September, 2017 in respect of the appointment of M/s. Chaturvedi Sohan & Co., Chartered Accountants (Firm Registration No. 118424W) till the conclusion of the 37th 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 37th 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 35th 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 35th 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 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 35th AGM, and pursuant to MCA Circulars and SEBI Circular(s), the Annual Report for FY 2019-20 alongwith the Notice of the 35th 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 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 (35th) 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 for download. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at 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 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
 - b. If you are holding shares in physical mode, click on **“Physical User Reset Password?”** option available on www.evoting.nsdl.com
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on Toll Free No.: 1800-222- 990 or write to Ms. Sarita Mote–Assistant Manager at SaritaM@nsdl.co.in/evoting@nsdl.co.in/ + 91 22 2499 4890/National Securities Depository Limited, Trade World, ‘A’ Wing, 4th 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 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
- 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
- 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

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

Name	Bharat C. Bagri (DIN: 01379855)
Date of Birth	20-Nov-1949
Qualification	M.Com
Brief Profile	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.
Expertise in specific functional areas	Financial Services
Relationships between directors inter-se	Nil
Shares held in the Company	Nil
Directorship in the other Company	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)
Chairman / Member of the Committee of other Companies on which he/she is a Director	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: 14th August, 2020