

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

NOTICE

Notice is hereby given that the **Extra-Ordinary General Meeting (No.1 of FY 2024-25)** of the Members of **Yash Trading and Finance Limited** (CIN L51900MH1985PLC036794) will be held on **Saturday, 25th January, 2025** at **03:30 PM** (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following Special businesses;

SPECIAL BUSINESS(ES):

ITEM NO. 1: PREFERENTIAL ISSUE AND ALLOTMENT OF 27,55,000 EQUITY SHARES OF FACE VALUE OF RS. 10 /- EACH TO NON-PROMOTER(S) OF THE COMPANY.

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

“RESOLVED THAT pursuant to provisions of Sections 23(1)(b), 39 & 42, and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of Chapter-V of the Preferential Issue as contained in the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018 as amended (The “SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee), approval of the members of the Company through this Extra Ordinary General Meeting be and is hereby accorded to the Board to create, issue, offer and allot up to 27,55,000 (Twenty seven Lakhs Fifty Five Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten) per Equity Share of the Company to Non-Promoters at an issue price of Rs. 10/- (Rupees Ten Only) each, aggregating to Rs. 2,75,50,000/- (Rupees Two Crore Seventy Five Lakhs Fifty Thousand only), as per the price determined in accordance with Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, on a preferential basis to

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

in one or multiple tranches and on such terms and conditions and in such manner, as the Board may think fit and proper and in its absolute discretion.”

“**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 161 the “Relevant Date” for the purpose of calculating the floor price for the issue of 27,55,000 (Twenty seven Lakhs Fifty Five Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) per Equity Share would be 26th December, 2024 which would be the date falling 30 days prior to date of EGM and the floor price as calculated as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is of Rs. 10/- (Rupees Ten only).”

“**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 27,55,000 (Twenty-seven Lakhs Fifty-Five Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten only) per Equity Share be issued and allotted to Non-Promoters at an issue price of Rs. 10/- (Rupees Ten Only) each (“Equity Shares”), fully paid up, for cash, under the said Regulation to the person belongs to Non-Promoter group in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and details of the same are as given under:

Sr. No.	Name	Category	Proposed no of Equity Shares	Issue Price Rs 10/-(Rs. Ten) per equity share of Face value of Rs.10/- each	Total Amount (Rs.)
1	Manas Ranjan Palo	Non-Promoter	2,50,000	10/-	25,00,000
2	Ramesh Chandra Mishra	Non-Promoter	2,50,000	10/-	25,00,000
3	Devendra Shukla	Non-Promoter	2,20,000	10/-	22,00,000
4	Sumita Mishra	Non-Promoter	2,50,000	10/-	25,00,000
5	Nitin Oza	Non-Promoter	2,50,000	10/-	25,00,000
6	Manas Dash	Non-Promoter	2,20,000	10/-	22,00,000
7	Bharat Mardia	Non-Promoter	2,50,000	10/-	25,00,000
8	Satyajit Mishra	Non-Promoter	2,50,000	10/-	25,00,000
9	Chirag Sachapara	Non-Promoter	2,00,000	10/-	20,00,000
10	Hardip Panseriya	Non-Promoter	1,95,000	10/-	19,50,000
11	Khushal Talaviya	Non-Promoter	1,40,000	10/-	14,00,000
12	Hardik Dobariya	Non-Promoter	1,40,000	10/-	14,00,000
13	Nirav Dahyabhai Vekariya	Non-Promoter	1,40,000	10/-	14,00,000
	Total		27,55,000		2,75,50,000

Regd. Office: 103, B Wing, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai 400072

Email: yashtradingandfinancelimited@gmail.com Tel No: 022-22722448

Website: www.yashtradingfinance.com

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

“RESOLVED FURTHER THAT subject to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary modify or alter the terms and conditions including size of the issue as it may deem expedient.”

“RESOLVED FURTHER THAT the members be and is hereby approved and take on record Pricing certificate / valuation report Certificate taken from Bhavesh Rathod, IBBI Registered Valuer having Registration No. IBBI/RV/06/2019/10708 as per Regulation 165 & 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and as per the valuation report dated 24th December, 2024 of Registered Valuer the issue price will be of Rs. 10/- per equity shares having face value of Rs. 10/- each.”

“RESOLVED FURTHER THAT in case the preferential issue is of Equity Shares, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) 100% of the subscription amount of the equity shares shall be paid on or before the date of allotment;
- b) The equity shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration;
- c) The equity shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- d) The equity shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within the time prescribed under the applicable laws;
- e) The equity shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f) The pre-preferential allotment holding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018; and

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

- g) The Equity Shares on allotment shall be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be and is hereby recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form to be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares.”

“RESOLVED FURTHER THAT till the utilisation of the funds as per the object of this issue the Board be and is hereby authorised and they may utilise/deploy the un-utilised funds with any NBFC/Bank or with any Body Corporate at an interest not less than the limit prescribed under Companies Act, 2013”

“RESOLVED FURTHER THAT in terms of the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the “Relevant Date” shall be 26th December, 2024 being the date 30 (thirty) days prior to the date of this Extra-ordinary General Meeting.”

“RESOLVED FURTHER THAT subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, the Board or the Committee constituted thereunder, if any, be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investors, as may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the FIPB, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents/ returns with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

ITEM NO. 2: TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS 3,00,00,000/- (RUPEES THREE CRORE ONLY) CONSISTING OF 30,00,000 (THIRTY LAKHS) EQUITY SHARES OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EQUITY SHARES OF FACE VALUE OF RS.10/- UNDER SECTION 61 OF THE COMPANIES ACT, 2013.

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

“**RESOLVED THAT** in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 1,00,00,000/- (Rupees One Crore only) consists of 10,00,000 (Ten Lakhs) equity shares of Rs 10/- each to Rs. 3,00,00,000/- (Rupees Three Crore Only) consisting of 30,00,000 (Thirty Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten only) equity shares of face value of Rs. 10/- and consequently, the existing Clause V of the Memorandum of

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

Association of the Company be and is hereby altered and substituted by the following as new Clause V:

V. *The Authorized Share Capital of the Company is Rs. 3,00,00,000 (Rupees Three Crore only) divided into 30,00,000 (Thirty Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential and qualified rights, privileges, or conditions as may be determined by or in accordance with the articles of the Company for the time being and or very modify or abrogate any such manner as may be permitted by the legislative provisions or by the Articles of Association of the Company for the time being in force.

“RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other Officer of the Company.”

ITEM NO. 3: TO CONSIDER AND APPROVE THE INCREASE IN BORROWING LIMIT AND CREATION OF SECURITY ON THE ASSETS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/ entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs.50,00,00,000/- (Rupees Fifty Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT pursuant to Section 180(1) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 50,00,00,000/- (Rupees Fifty Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

ITEM NO. 4: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board subject to the approval of members of the company through this general meeting under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs. 50 Crores (Rupees Fifty Crores only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

“RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement appoint any professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the Registrar of Companies.”

ITEM NO. 5: TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GIVE GUARANTEE IN EXCESS OF THE LIMITS PRESCRIBED UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary and subject to the compliance of applicable laws, the consent of the members be and is hereby accorded to the Board of Directors and the Audit Committee from time to time to:

- (a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 50 Crores (Rupees Fifty Crore);
- (b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 50 Crores (Rupees Fifty Crore);

“RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made from time to time and to execute all deeds documents and other writings and to do all such acts deeds matters and things as may be necessary and expedient for implementing and giving effect to this resolution.

“RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement appoint ant professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the Registrar of Companies, Ahmedabad, Gujarat.”

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

By or on behalf of Yash Trading and Finance Limited

DINESH MUNDHRA

Director

DIN: 00389283

Dated this December 24, 2024 at Mumbai.

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item Nos. 1 to 5 forms part of this Notice.
2. The Ministry of Corporate Affairs ('MCA') has vide its circular dated 05th May, 2022 read with circulars dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021 and 8th December, 2021 (collectively referred to as "MCA Circulars") in relation to 'Clarification on passing ordinary and special resolution by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' (collectively referred to as 'MCA 441 Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – COVID-19 pandemic' ('SEBI Circular') permitted the holding of the EGM through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars & SEBI Circular, the EGM of the Company is being held through VC/OAVM on Saturday, 25/01/2025 at 3:30 P.M. The deemed venue for the EGM will be at the registered office of the Company at 103, B Wing, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai 400072.
3. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of EGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (LODR) Regulations, 2018 the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on Wednesday, 22nd January, 2025 at 9.00 a.m. and ends on Friday, 24th January, 2025 at 5.00 p.m. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Saturday, 18th January, 2025.

Regd. Office: 103, B Wing, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East,
Mumbai 400072

Email: yashtradingandfinancelimited@gmail.com Tel No: 022-22722448

Website: www.yashtradingfinance.com

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

6. Any person who is not a member post cut-off date should treat this notice for information purposes only.
7. 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 EGM.
8. Ms. Sonam Jain (Practicing Company Secretary) (Membership No.: F9871 & COP No.: 12402), vide Board Resolution dated 24th December, 2024 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
9. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
10. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and the explanatory statement will also be available on the Company's website www.yashtradingfinance.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of depositories. The Company will also be publishing an advertisement in newspaper containing the details about the EGM i.e. the conduct of EGM through VC/ OAVM, date and time of EGM, availability of notice of EGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
12. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

14. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of EGM by the members based on the request being sent on www.yashtradingfinance.com
15. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
16. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
18. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
19. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.
20. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
21. Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Regd. Office: 103, B Wing, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East,
Mumbai 400072

Email: yashtradingandfinancelimited@gmail.com Tel No: 022-22722448

Website: www.yashtradingfinance.com

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

- (i) The voting period begins on Wednesday, 22nd January, 2025 at 9.00 a.m. and ends on Friday, 24th January, 2025 at 5.00 p.m. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Saturday, 18th January, 2025 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
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YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Regd. Office: 103, B Wing, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai 400072

Email: yashtradingandfinancelimited@gmail.com Tel No: 022-22722448

Website: www.yashtradingfinance.com

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

- (ix) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; yashtradingandfinancelimited@gmail.com, if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.

Regd. Office: 103, B Wing, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East,
Mumbai 400072

Email: yashtradingandfinancelimited@gmail.com Tel No: 022-22722448

Website: www.yashtradingfinance.com

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at yashtradingandfinancelimited@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at yashtradingandfinancelimited@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

By or on behalf of Yash Trading and Finance Limited

DINESH MUNDHRA

Director

DIN: 00389283

Dated this December 24, 2024 at Mumbai.

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) AND CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (“SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018”), AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS.

As required by Section 102 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos.1 to 5 (Special Businesses) of the accompanying Notice dated Tuesday, 24th December, 2024.

ITEM NO. 1: PREFERENTIAL ISSUE AND ALLOTMENT OF 27,55,000 EQUITY SHARES OF FACE VALUE OF RS. 10 /- EACH TO NON-PROMOTER(S) OF THE COMPANY.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, are set out below:

- A.** The Company based on the declaration of the proposed subscribers belongs to Non-Promoter Group (public category investors) and the available documents confirm that none of the proposed allottees:
1. has sold or transferred any equity shares of the company during the 90 trading days preceding the relevant date and are also not shareholder of the company;
 2. the promoter(s) or the promoter group has not previously subscribed to any shares/warrants of the company and has failed to exercise the shares/warrants and are not participating in this issue; and
 3. the promoters or directors of the company is/ are not a fugitive economic offender.

Further the Issuer Company confirms that:

4. the company as per the provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Bombay Stock Exchange.
5. the company has obtained the Permanent Account Numbers of the proposed allottees, except those allottees which may be exempt from specifying their Permanent Account number before an application seeking in-principle approval is made by the issuer to the stock exchange(s) where its equity shares are listed.

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

6. all proposed equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment.
7. all equity shares held by the proposed allottees in the Company are in dematerialized form.
8. The Proposed resolution to be considered by the shareholders/ members at their forthcoming meeting is a special resolution and the company will make an application seeking in-principle approval to the stock exchange(s), on the same day when the notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
9. The Management of the Company lies with the Independent Board qualified professional Board as the promoter Mr. Pradeep Kumar Sethy not involved into any day to day activities of the company and also not a member of the Board in the past 12-years. Even after this presential offer of equity shares there will be no change of Management of the Company or promoter of the Company.

B. Relevant Date:

The Relevant Date for the purpose of determining the pricing of shares in accordance with under regulation 161 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is **26th December 2024**, being the date that is 30 days prior to the date of the ensuing Extra - Ordinary General Meeting (25th January 2025).

a) Objects of the Preferential Issue:

The Company Yash Trading and Finance Limited is into the business of To carry on the business of dealers, general order suppliers, contractors, importers, exporters, merchants, stockists, buyers, sellers, growers, agents, brokers, commission agents, and dealer, in cotton, jute, tea, coffee, rubber, oil, grains, pulses, seeds, vegetable products, cotton goods, jute goods, textiles, garments, yarn, synthetic goods, fibrous materials, mill stores, coal, chemicals, fertilisers, building materials office appliances. domestic appliances furniture's decorative items, gift items, steel utensils, plastic goods, rubber items, pulp, paper, engineering goods, electrical items, electronics items, and cast-iron items. To carry on the business of financing industrial enterprises, trade and business, to advance, deposit or lend money, and properties to or with any company, body corporate, firm, person or association on such terms as may seem expedient, to discount, buy, sell and deal in bills. notes warrants, coupons, import entitlements and other negotiable or transferrable securities or documents, to guarantee or become liable for the payment of money or for the performance of obligations and generally to transact guarantees and/or Trust business. Provided the Company shall not carry 1on Banking business as defined by Banking Regulations Act, 1949 and subject to the provisions of the Companies Act and directives of Reserve Bank of India.

The main object of this issue: Business expansion, capital expenditure, working capital, Bank Guarantee, Corporate Guarantee, repay of any kind of Loans and General Corporate purposes needs funds. Further object is as stated below:

Regd. Office: 103, B Wing, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East,
Mumbai 400072

Email: yashtradingandfinancelimited@gmail.com Tel No: 022-22722448

Website: www.yashtradingfinance.com

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

1. To enlarge its core businesses and to meet with that requirement mainly needs short term requirements, working capital, repay of any kind of Loans, tax obligations and/or general corporate purposes;
2. Invest in technology, human resources and other infrastructure to support the Businesses of the Company;
3. Purchase of machineries, raw materials, computers and for customized software developments including Air conditioners, safety equipment's & other machineries;
4. To pay off the outstanding dues including Loan and Advances of Directors, NBFC and other Loans.
5. To Invest in the securities market and give Loans, ICDs and advances of all description;
6. For settlement of any demand/dues, working capital, Bank Guarantee, performance guarantee;
7. To return of Loan and advances to the lenders;
8. Invest in Subsidiaries existing, if any and to be acquired in due course;
9. Acquisition of Companies to enlarge the Businesses of the Company; and
10. This proposed allotment will help the company to improve its debt –equity ratio. By this allotment, the wealth of the Shareholders and other stake holders will increase.

Accordingly, in terms of the companies Act, 2013 read with the SEBI Act, 1992 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, consent of the members is being sought for the raising of funds aggregating up to Rs. 2,75,50,000/- (Rupees Two Crore Seventy-Five Lakhs Fifty Thousand Only) by way of issue and allotment of 27,55,000 (Twenty-Seven Lakhs Fifty-Five Thousand) equity shares of face value of Rs. 10/- each at an issue price of Rs. 10/- to the proposed allottees belongs to the Non-Promoter and Public.

b) Maximum Number of Specified Securities to be issued:

The Company propose to issue maximum 27,55,000 (Twenty-seven Lakh Fifty-Five Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) per Equity Share to Non-Promoters at an issue price of Rs. 10/- (Rupees Ten Only) each, aggregating to Rs. 2,75,50,000/- (Rupees Two Crore Seventy

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

Five Lakhs Fifty Thousand only), as fully paid-up shares as per Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018.

This issue can be made in one or more tranches, on preferential basis to the allottees as mentioned in the resolution within 15-days from the date approval of the resolution by the shareholders or any statutory permissions of in-principle approval from BSE whichever is later.

The price can be modified as per Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018, if required. Presently the issue price for the issue of 27,55,000 (Twenty-seven Lakhs Fifty-Five Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten) per Equity Share to Non-Promoters at an issue price of Rs. 10/- (Rupees Ten Only) each, aggregating to Rs. 2,75,50,000/- (Rupees Two Crore Seventy-Five Lakhs Fifty Thousand only), and shares to be issued on a preferential basis.

c) Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

The Promoters are not subscribing in this preferential issue of Company. Consequent to the proposed Preferential issue (Post-Preferential), there will be no change in control of the Company or in the management. Post allotment the Promoters holding will be 5.84% approx. None of the proposed Allottees connected with the Promoters of the Company or KMP the Company.

d) Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre – Holding (Shareholding before Preferential Issue)		Post – Holding (Shareholding after Preferential Issue)	
		No. of Shares	%	No. of Shares	%
(A)	PROMOTERS				
1.1	(a) Individuals/Hindu undivided Family	175,230	71.52%	175,230	5.84
1.2	(b) Body Corporates	0	0	0	0
	TOTAL = (A)	175,230	71.52%	175,230	5.84
(B)	PUBLIC				

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

2.1	Banks	0	0	0	0
2.2	Individuals	66,981	27.35	28,21,981	94.07
2.3	HUF	2214	0.90	2214	0.07
2.4	Clearing Members	575	0.23	575	0.02
2.5	Trust	0	0	0	0
2.6	NRI	0	0	0	0
2.7	FUND	0	0	0	0
2.8	Body Corporates	0	0	0	0
2.9	Any Others	0	0	0	0
	TOTAL = (B)	69,770	28.48	28,24,770	94.16
	TOTAL (A)+ (B)= (C)	2,45,000	100%	30,00,000	100%

e) Time frame within which the preferential issue shall be completed:

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, 2018, the allotment of equity shares, shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

f) Identity of the natural persons who are the ultimate beneficial owners (UBO) of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee: Not applicable as all allottees are individuals.

Sr. No.	Name of the Allottees	Ultimate Beneficial Owners (UBO)	Pan / Passport No. (in case of Foreign Nation) of Ultimate Beneficial Owners
	Not applicable		

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

g) Percentage of the post-preferential issue capital that may be held by the Proposed Allottee(s) and change in control, if any, in the Company consequent to the Preferential issue:

There will be no change of status of any proposed allottees. They will remain in the public category. The existing Promoter will continue to be the promoter of the Company. Percentage of the post-preferential issue that may be held by the Proposed Allottee is as stated below and there is no change in control in the Company consequent to the Preferential issue;

SR. NO.	NAME	Category	Proposed no. Equity Shares	Total Amount (Rs.) (considering Issue Price of Rs. 10/- (Rs. Ten Only) per share having Face value of Rs.10/- each)	Pre-holding (% of Holding)	Post-holding % (% of Holding) considering full conversion
1	Manas Ranjan Palo	Non-Promoter	250000	2500000	NIL	8.33
2	Ramesh Chandra Mishra	Non-Promoter	250000	2500000	NIL	8.33
3	Devendra Shukla	Non-Promoter	220000	2200000	NIL	7.33
4	Sumita Mishra	Non-Promoter	250000	2500000	NIL	8.33
5	Nitin Oza	Non-Promoter	250000	2500000	NIL	8.33
6	Manas Dash	Non-Promoter	220000	2200000	NIL	7.33
7	Bharat Mardia	Non-Promoter	250000	2500000	NIL	8.33
8	Satyajit Mishra	Non-Promoter	250000	2500000	NIL	8.33
9	Chirag Sachapara	Non-Promoter	200000	2000000	NIL	6.67
10	Hardip Panseriya	Non-Promoter	195000	1950000	NIL	6.50
11	Khushal Talaviya	Non-Promoter	140000	1400000	NIL	4.67

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

12	Hardik Dobariya	Non-Promoter	140000	1400000	NIL	4.67
13	Nirav Dahyabhai Vekariya	Non-Promoter	140000	1400000	NIL	4.67
		Total	27,55,000	2,75,50,000		

h) Undertaking as to the issuer shall re-compute the price:

The Valuation is Rs. 10/- per equity share of face value of Rs. 10/- each is as per regulation 165/166A of the ICDR Regulation, 2018. Presently the shares of the company fall into the infrequently traded category. The price of the shares to be issued wherever required shall be re-computed/adjusted in accordance with the above said regulation.

Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018: Applicable.

Regulation 166A (1): Other conditions for pricing:

Any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price: **Applicable**

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164/165, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso. – **Not Applicable**

However, the post % of the allotment considering the fully allotted shares capital, many allottees are subscribing more than 5% and as a group/PACs their diluted shareholding post allotment is exceeding 5% of the enhanced capital. Hence, valuation report from an independent registered valuer is required and the Company has taken valuation report under regulation 166A of SEBI (ICDR) regulations, 2018 from Bhavesh M Rathod, IBBI Registered Valuer having IBBI Registration No.: IBBI/RV/06/2019/10708 dated December 24, 2024 and accordingly issue price is Rs 10/- per Equity

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

Shares of face value of Rs. 10/- each and same is available on the website of the company at www.yashtradingfinance.com in and also available at the registered office of the company.

We hereby confirm and certify that the valuation Report prepare as per Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 should be treated as valuation Report prepared under Regulation 166A (1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

Few subscribers are subscribing more than 5% of the enhanced capital of the company (considering full subscription of the proposed 27,55,000 into equity shares of face value of Rs 10/- each).

i) Undertaking as to the amount payable on account of the re-computation of price:

The Company hereby undertakes that:

If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above equity shares, shall continue to be locked in till the time such amount is paid by the Proposed Allottees; and

j) We hereby undertake / confirm that Neither the Company, nor its directors nor Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

k) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Sr. No.	Name	Current status of allottees before preferential issue	proposed status of the allottee(s) post the preferential issues
1	Manas Ranjan Palo	Non-Promoter	Non-Promoter
2	Ramesh Chandra Mishra	Non-Promoter	Non-Promoter
3	Devendra Shukla	Non-Promoter	Non-Promoter
4	Sumita Mishra	Non-Promoter	Non-Promoter
5	Nitin Oza	Non-Promoter	Non-Promoter
6	Manas Dash	Non-Promoter	Non-Promoter
7	Bharat Mardia	Non-Promoter	Non-Promoter
8	Satyajit Mishra	Non-Promoter	Non-Promoter
9	Chirag Sachapara	Non-Promoter	Non-Promoter
10	Hardip Panseriya	Non-Promoter	Non-Promoter
11	Khushal Talaviya	Non-Promoter	Non-Promoter

Regd. Office: 103, B Wing, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai 400072

Email: yashtradingandfinancelimited@gmail.com Tel No: 022-22722448

Website: www.yashtradingfinance.com

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

12	Hardik Dobariya	Non-Promoter	Non-Promoter
13	Nirav Dahyabhai Vekariya	Non-Promoter	Non-Promoter
	Total		

l) Practicing Company Secretary's Certificate:

A certificate from Sonam Jain, Company Secretary in Practice dated 24th December 2024 has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, 2018. The certificate can be accessed at www.yashtradingfinance.com and shall be placed before the Extra-ordinary general meeting of the shareholders and the same is also available for inspection of the members during 11 a.m. to 1 p.m. Monday to Friday till the date of the EOGM at the Registered office of the company.

m) Basis or justification for the price (including the premium, if any) has been arrived at:

*As per Regulation 165 & 166A of the SEBI (ICDR) Regulations, 2018 the minimum price at which a preferential issue shall be made is Rs 10/- per Equity Shares having face value of Rs. 10/- each and which is arrived based on the valuation report dated December 24, 2024 issued by the registered valuer named Mr. Bhavesh M Rathod, IBBI Registered Valuer having IBBI Registration No.: IBBI/RV/06/2019/10708 and valuation Report is available on the website of the company at www.yashtradingfinance.com and also available at the registered office of the company.

***As the shares of the company it is infrequently traded due to during last 240 trading days preceding the relevant date the volume/ turnover on recognized Stock exchange (BSE Limited) is less than 10% of the paid-up capital.**

The Company has taken valuation certificate for below mentioned proposed allottee as per regulation 166A of SEBI (ICDR) Regulation, 2018:

Sr. No.	Name of the Proposed Allottee	PAN/Passport in case of NRI OR Foreign national or Fund of ultimate beneficial owner	Category	Pre-Issue holding	Pre-Issue %	No of equity shares proposed to be allotted	Post issue holding	Post issue %
1	Manas Ranjan Palo	AHYPP4435B	Public (Non-Promoter)	0	0	250000	250000	8.33

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

2	Ramesh Chandra Mishra	ACPPM8652F	Public (Non-Promoter)	0	0	250000	250000	8.33
3	Devendra Shukla	BEQPS4942N	Public (Non-Promoter)	0	0	220000	220000	7.33
4	Sumita Mishra	AJSPM7729F	Public (Non-Promoter)	0	0	250000	250000	8.33
5	Nitin Oza	AAAPO0470E	Public (Non-Promoter)	0	0	250000	250000	8.33
6	Manas Dash	AFBPD4871Q	Public (Non-Promoter)	0	0	220000	220000	7.33
7	Bharat Mardia	AAIPM6553E	Public (Non-Promoter)	0	0	250000	250000	8.33
8	Satyajit Mishra	AAUPM3959J	Public (Non-Promoter)	0	0	250000	250000	8.33
9	Chirag Sachapara	EAUPS3366H	Public (Non-Promoter)	0	0	200000	200000	6.67
10	Hardip Panseriya	DKCPP6404C	Public (Non-Promoter)	0	0	195000	195000	6.50
11	Khushal Talaviya	BIBPT6577M	Public (Non-Promoter)	0	0	140000	140000	4.67
12	Hardik Dobariya	GFJPD9695J	Public (Non-Promoter)	0	0	140000	140000	4.67
13	Nirav Dahyabhai Vekariya	AOXPV1070N	Public (Non-Promoter)	0	0	140000	140000	4.67

n) AUTHORISED CAPITAL:

The Present Authorized Capital of the Company Rs. 1,00,00,000/- (Rupees One Crore only) consists of 10,00,000 (Ten Lakh) Equity Shares and the paid -up capital of the Company consist of 2,45,000

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YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

equity shares of face value of Rs 10/- each aggregating Rs. 24,50,000/-. To accommodate the fresh allotment the company proposed to increase its Authorized Capital.

It is proposed to increase the Authorised Share Capital of the Company from Rs. 1,00,00,000/- (Rupees One Crore only) consists of 10,00,000 (Ten Lakh) equity shares of Rs. 10/- each to Rs. 3,00,00,000/- (Rupees Three Crore Only) consisting of 30,00,000 (Thirty Lakh) equity shares of face value of Rs. 10/- (Rupees Ten only) each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company. The Company pursuant to section 61 read with section 61, 64 and 13 will take appropriate approval from the members under the Companies Act, 2013.

o) BOARD RESOLUTION:

The Board of Directors of the Company in their meeting held on December 24, 2024, approved raising of funds aggregating up to Rs. 2,75,50,000/- (Rupees Two Crore Seventy-Five Lakh Fifty Thousand only) by issue of 27,55,000 (Twenty-seven Lakh Fifty-Five Thousand) equity shares of face value of Rs. 10/- each at an issue price of Rs. 10/- per equity share to the above said proposed allottees of the Company (referred to as "the Proposed Allottees"), by way of a preferential issue through private placement offer, that has agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations").

In accordance with Sections 23(1)(b), 39 & 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended from time to time, approval of the Members of the Company *by way of special resolution* is required to issue securities by way of private placement on a preferential basis.

p) The Company confirms the compliance of Regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

- i. all the 27,55,000 (Twenty seven Lakhs Fifty Five Thousand) equity shares to be allotted by way of preferential issue in one or multiple tranches and on receipt of the full subscription amount;
- ii. the Proposed resolution to be passed as a special resolution;
- iii. **None of the proposed allottees have any Pre-holdings.**

Name	Pre-Holding No. of Share
	Not Applicable

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

(Further, the entire pre-preferential holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.)

- iv. The Company further confirms that even after this allotment the Company is in compliance with rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE).
- v. The company has obtained the Permanent Account Number and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts; and
- vi. The Company has obtained a declaration from the proposed allottees that he has not sold any shares during the 90 trading days preceding the relevant date and also not wilful defaulters or their any prohibition to subscribe the shares.

q) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:

The Company has not made any preferential allotment during the current financial year 2024 25.

r) Details of the Proposed Allottees:

The Name, Address, Category and PAN No. of the proposed allottees as under:

SR. NO.	NAME OF ALLOTTEES	PAN	Category	Address
1.	Manas Ranjan Palo	AHYP4435B	Non-Promoter	Flat No. 304, Rucha Apartment, Plot No. D-11, Near Shani Mandir Sector 20-D, Navi Mumbai, Airoli, Thane 400708
2.	Ramesh Chandra Mishra	ACPPM8652F	Non-Promoter	1204 T 6, Sakivihar Road, Powai, Emerald Isle, L And T Gate No

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

				6, Suburban, Mumbai 400072
3.	Devendra Shukla	BEQPS4942N	Non-Promoter	Flat No. 601, B Wing, 6 th Floor, Dharma Vihar, Near Oswal School, Kamatghar, Bhiwandi, Thane 421302
4.	Sumita Mishra	AJSPM7729F	Non-Promoter	1204 T 6, Sakivihar Road, Powai, Emerald Isle, L And T Gate No 6, Suburban, Mumbai 400072
5.	Nitin Oza	AAAPO0470E	Non-Promoter	201, 2nd Floor, Paradise, Apartment, Junction of 7th And 4th Road, Above Apollo Chemist Golibar Sant Mumbai 400055
6.	Manas Dash	AFBPD4871Q	Non-Promoter	Padma Mangal, Plot No. 3029, Ravitalkies Road, Bhubaneshwar 751002
7.	Bharat Mardia	AAIPM6553E	Non-Promoter	No. 5, Damodaran Street, Kellys, Chennai 600010
8.	Satyajit Mishra	AAUPM3959J	Non-Promoter	304, Raj Atlantis, Near S.V. Patel School, Kanakiya Layout, Beverly Park, Mira Road (E) Thane 401107
9.	Chirag Sachapara	EAUPS3366H	Non-Promoter	House No. 10, Sarita Vihar Society -1, Opp. Renuka Bhavan, Punagam to Bombay Market Road, Near Surbhi Vihar S Surat 395010

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YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

10.	Hardip Panseriya	DKCPP6404C	Non-Promoter	143, Lakshman Nagar Society, Pungam, Chorasi, Surat – 395010
11.	Khushal Talaviya	BIBPT6577M	Non-Promoter	573, Ayodhyapuram Society-1, Near Green Vally Residency, Valak, Valak Patiya, Surat 396006
12.	Hardik Dobariya	GFJPD9695J	Non-Promoter	A-3, Yoginagar Society-1 Yogichowk Surat, Gujarat, India, 395006
13.	Nirav Dahyabhai Vekariya	AOXPV1070N	Non-Promoter	Aditya Near Gaytri Nagar Plot No.26-B, Krishna Park, Mahuva(M) Bhavnagar,364290

s) Change in Control:

The issue of the Equity shares will not result/ change in the Management or control of the Company. As per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") the increase of the holding in any individual allottees will not result into any open offer.

t) Lock-in period:

The Equity Shares allotted pursuant to this resolution shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

As Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

The Equity shares of the company allotted on a preferential basis to persons other than the promoters and promoters' group i.e., non-promoters shall be locked-in for six (6) Months from the date of trading approval granted by Stock exchange(s) and to promoter and promoters' group shall be lock- in for the period of 18 Months from the date of trading approval granted for shares/ securities.

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

Further, the entire pre-preferential allotment holding of the Proposed Allottees shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations: Not Applicable

As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.: **Not Applicable**

As per regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Company and the subscribers to the equity shares have jointly and severally undertake that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees or forfeited as per Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

u) The Proposed time within which the allotment shall be completed:

As required under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Company shall complete the allotment of Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and Allotment of equity shares which would require any approval(s) from any regulatory authority including Stock Exchange, Competition Commission of India or the Central Government within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other concerned authorities as the case may be.

None of the Directors/KMP other than Promoter are concerned or interested financially or otherwise in the resolutions.

The Board of Directors recommends the resolution as set out at Item No. 1 for approval of the members as a Special resolution.

ITEM NO. 2: TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS 3,00,00,000/- (RUPEES THREE CRORE ONLY) CONSISTING OF 30,00,000 (THIRTY LAKHS) EQUITY SHARES OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EQUITY SHARES OF FACE VALUE OF RS.10/- UNDER SECTION 61 OF THE COMPANIES ACT, 2013.

The Present Authorized Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore only) consists of 10,00,000 (Ten Lakhs) and the paid -up capital of the Company consist of 2,45,000 equity shares of face value of Rs 10/- each aggregating Rs. 24,50,000/-. To accommodate the fresh issue of the capital by way of preferential issue, the company needs to increase its authorized capital.

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 1,00,00,000/- (Rupees One Crore only) consists of 10,00,000 (Ten Lakhs) equity shares of Rs. 10/- each to Rs. 3,00,00,000/- (Rupees Three Crore only) consisting of 30,00,000 (Thirty Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten only) equity shares of face value of Rs. 10/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company. The Company pursuant to section 61 read with section 61, 64 and 13 will take appropriate approval from the members under companies Act, 2013.

Consequently, **Clause V** of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting as an ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends the resolution as set out at Item No. 2 for approval of the members as an Ordinary resolution.

ITEM NO. 3: TO CONSIDER AND APPROVE THE INCREASE IN BORROWING LIMIT AND CREATION OF SECURITY ON THE ASSETS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013.

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

Considering the current business plan and growing fund requirement for expansion of Business, the company may cross anytime limit of borrowing as specified under Section 180 (1) (c) of the Companies Act, 2013. So, to comply provision of Section 180 (1) (c) of the Act, company need to obtain approval of members by way of special Resolution.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid-up capital and free reserve i.e. Up to Rs. 50 Crores.

Further, as per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

whole of any of such undertakings, unless approval of the Shareholders is obtained by way of a Special Resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company.

Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 4: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013.

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company would be unable to extend financial assistance by way of loan, guarantee or security to other entities in the group or any other companies/Body Corporates.

In the light of provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Company or any group up to an aggregate sum of Rs. 50 Crores (Rupees Fifty Crores Only).

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors recommends the resolution as set out at Item No. 4 for approval of the members as Special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 5: TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

As a part of its business strategy, the company may be required to invest the funds of the Company or provide loan security and/or guarantee in furtherance of its business objectives or to carry out its business operations as per defined policies and guidelines.

The said investment/ Loan/ securities and/or guarantee taken together may at any time exceed the limits defined under Section 186 of the Companies Act, 2013. In terms of the provisions of section 186 of the Companies Act, 2013, authority to the Board of Directors of the Company to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s) / guarantee(s) / security(ies) already given and investments already made by the Company to other body corporate(s) or person(s) or bank(s) or other financial institution(s) in the ordinary course of business exceeding the prescribed limits i.e.

- i) sixty per cent of the aggregate of the paid-up share capital its free reserves and securities premium account of the Company or
- ii) hundred per cent of its free reserves and securities premium account of the Company whichever is more needs prior approval of shareholders of the Company by means of a special resolution.

Accordingly, present resolution is proposed for approval of the members to authorize the board of directors of the Company to:

(a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 50 Crores; and

(b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 50 Crores; which exceeds the prescribed ceiling under Section 186 of the Companies Act 2013.

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

The Board of Directors recommends the resolution as set out at Item No. 5 for approval of the members as Special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

By or on behalf of Yash Trading and Finance Limited

SD/-

DINESH MUNDHRA

Director

DIN: 00389283

Dated this December 24, 2024 at Mumbai.