

**17th ANNUAL REPORT
2009-2010**



Yash Management & Satellite Limited



Yash Management & Satellite Ltd.

REGISTERED OFFICE

Office No. 303, Morya Landmak I
Opp. Infiniti Mall, Off New Link Road,
Andheri (West), Mumbai-400 053

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Yash Management & Satellite Ltd.

Notice

Notice is hereby given that the SEVENTEENTH Annual General Meeting of the members of “YASH MANAGEMENT & SATELLITE LTD.” will be held at Kailash Parbat, 7A/8A, A Wing, Crystal Plaza, New Link Road, Andheri (West), Mumbai- 400 053 on Monday 20th September, 2010 at 10.00 A.M. to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2010, and the Audited Profit & Loss Account for the year ended on that date and the Auditors' and Directors' Reports thereon.
2. To appoint a director in place of Shri. Anurag Gupta who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and for this purpose to consider and if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:

“**RESOLVED** THAT pursuant to section 224 of the Companies Act, 1956, M/s Bansal, Bansal & Co., Chartered Accountants be and are hereby re-appointed as Auditors of the Company to hold office till conclusion of the next Annual General Meeting at remuneration to be decided by the Board of Directors in consultation with them.”

NOTES:

1. *A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting.*
2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. **Re-appointment of Director:**
Shri. Anurag Gupta who retires by rotation and being eligible, offers himself for re-appointment. The information required to be provided under the Listing Agreement in respect of Director being re-appointed is given herein below.
Shri Anurag Gupta is a Fellow Chartered Accountant; he has significant experience in business planning & strategy, financial planning & management, Equity research & investment analysis, Loan syndication etc. He has excellent relations with corporate houses.
Directorship in Other Companies: Yash Telefilms Ltd., Yash Nanotech Ltd and Saujanya Trading Pvt. Ltd.
4. As a measure to save the cost, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of annual report to the meeting.



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5. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries at least seven days before the date of the meeting of the Company so that the information required may be made available at the meeting.
6. Members are requested to bring their Attendance slip sent herewith duly filled for attending the meeting.
7. Members are requested to notify immediately any change in their address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the company or to its Share Transfer Agents M/s Sharex (India) Pvt. Ltd. 17/B Dena Bank Building, Horniman Circle, Fort, Mumbai –400 001 in respect of their holdings in physical form.
8. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
9. The register of members and the share transfer books will remain closed from Wednesday 15th September 2010 to Monday 20th September, 2010 (Both days inclusive) in terms of the provisions of Section 154 of the Companies Act, 1956.

REGD OFFICE:

Office No. 303, Morya Landmark I
Opp. Infiniti Mall, Off New Link Road,
Andheri (West), Mumbai-400 053

By Order of the Board of Directors

Anurag Gupta
Managing Director

Dated: 18th August 2010



Yash Management & Satellite Ltd.

REPORT OF THE DIRECTORS' AND MANAGEMENT DISCUSSION ANALYSIS

To
The Members,

Your Directors have pleasure in presenting the SEVENTEENTH Annual Report of the Company together with the Audited Accounts for the Financial Year ended 31st March 2010

FINANCIAL RESULTS

Financial results of the company during the year vis-à-vis previous year are as follows: -

(Rs. In Lacs)

	Year Ended 31.03.2010	Year Ended 31.03.2009
Total Income	1427.13	962.71
Profit / (Loss) before Depreciation and Tax	13.90	(57.85)
Less: Depreciation	5.93	5.69
Profit / (Loss) before Tax	7.97	(63.54)
Less: Provision for Income Tax & FBT	Nil	0.75
Profit/(Loss) after Tax	7.97	(64.29)
Balance brought forward from previous year	(133.92)	(69.63)
Balance Carried to Balance Sheet	(125.95)	(133.92)

DIVIDEND

In view of insufficient profit, the directors do not recommend any dividend for the year ended 31st March, 2010.

PERFORMANCE

Fiscal 2010 has been a year of renewal of confidence and optimism in the Indian Economy, as it has rebounded strongly from the impact of the global financial crisis and demonstrated its inherent strength and growth potential. India's resilience has been admirable as it demonstrated that a domestic consumption driven economy is more immune to the vagaries of global uncertainties.

Looking at the performance for the year, the profit after tax has increased to Rs. 7.97 lacs in 2010 against Loss of Rs.64.29 lacs in the last year.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. INDUSTRY STRUCTURE & DEVELOPMENT

The Indian Financial Industry has weathered the credit crisis better than in most economies. It has benefited from the prudence of its policy makers. Reforms and continuous strengthening of the regulatory environment has greatly improved the efficiency and transparency in the Capital Markets. The financial services industry has been stable with strong prospects.

During the year under review the overall economy registered a GDP growth rate of 7.2% as per the Economic Survey tabled by the Government. The index of industrial production increased by 10.1% in this year compared to 2.4% in the previous year.

B. OPPORTUNITIES & THREATS

Your company is mainly engaged in the business of Finance and Investment in Capital Market. Business opportunities for Finance Companies are enormous as the new areas and segments are being explored. There is a large scope of small size Finance & Investment Companies like ours, for



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certain segment of customers, which remain unserved by Banks and large size Investment & Finance Companies.

The major threat being faced by Investment & Finance Companies are from aggressive marketing of Banks and low rated of financing being offered by them.

C. RISKS AND CONCERNS

In the normal course of business, the Company is exposed to external risks such as overall demand fluctuations in the market segment in which it operates, reduction in relative market share for its products /services due to the impact of competition as well as internal risks such as variations in operational efficiency and cost structure. The Company is taking appropriate steps to guard itself against these identified risks.

D. OUTLOOK

In view of the revival of the economy as well as in the finance & investment business activities the company is taking various initiative to improve the sales and its products & services and expects to improve the performance in the current financial year

E. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Company has a proper and adequate system of internal controls to ensure that all activities are monitored and controlled against any unauthorized use or disposition of assets, and that the transactions are authorized, recorded and reported correctly.

The audit committee of the Board of Directors reviews the adequacy of internal controls.

F. HUMAN RESOURCES

The Company's human resource continues to be the valuable asset of the company. The team has remained as committed as ever and produced results that are considered significant.

G. CAUTIONARY NOTE

Certain statements in the "Management Discussion and Analysis" section may be forward looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Directors' envisage in terms of future performance and outlook.

CORPORATE GOVERNANCE

As a Listed Company, necessary measures are taken to comply with the Listing Agreements with the Stock Exchanges. A report on the Corporate Governance together with a certificate of compliance from the Auditors, forms part of this report.

PUBLIC DEPOSITS

The company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and/or rules framed there under.

DIRECTOR'S

In accordance with the provision of the Companies Act, 1956, Shri Anurag Gupta, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.



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DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- That in the preparation of annual accounts for the financial year ended 31st March, 2010, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit of the company for the year under review;
- That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That the directors have prepared the accounts for the financial year ended 31st March 2010 on a 'going concern' basis.

STATUTORY AUDITORS

M/s Bansal , Bansal & Co., Chartered Accountants, Auditors of the company, retires from the office of the Auditors at the ensuing Annual General Meeting and being eligible have given a certificate in accordance with the provisions of section 224 (1-B) of the Companies Act, 1956. The Board recommends the re-appointment of M/s Bansal, Bansal & Co., Chartered Accountants as the Auditors.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of activities are being carried on by the Company, Rules 2A and 2B of the Companies (Disclosure of Particulars in the report of Board of Directors) rules, 1988, concerning conservation of energy and research and development and technology absorption respectively are not applicable to the Company.

The Company has no foreign exchange earning and outgo during the financial year ended 31st March 2010.

PARTICULARS OF EMPLOYEES

There is no employee covered pursuant to Section 217(2A) of the companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 as amended.

ACKNOWLEDGEMENT

The Directors takes this opportunity to thanks all its colleagues at Yash Management & Satellite Ltd. for their professionalism and dedication to the task at hand. The board also wishes to place on record its appreciation for valuable support given by the Bankers, Clients and Shareholders.

For and on behalf of the Board of Directors

Mumbai, 18th August 2010

Anurag Gupta
Managing Director



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REPORT ON CORPORATE GOVERNANCE

A. PHILOSOPHY ON CORPORATE GOVERNANCE CODE

The Board of Directors and Management lay greater emphasis on adopting and practicing Principles of good corporate Governance with a view to achieve business excellence by enhancing long term shareholders value and interest of all its stake holders through sound, business decisions, prudent financial management and high standard of Business ethics.

B. BOARD OF DIRECTORS

a) Composition:-

The Board of the Company consists of optimum combination of Executive, Non Executive-Independent Director, which is in conformity with the requirement of Clause 49 of the Listing Agreement with Stock Exchanges.

The Company has four directors with an Executive Chairman. The number of Independent Non-Executive Directors (NED's) is more than 50% of the total number of Directors. As table 1 shows the company is in compliance with the guidelines.

b) Non Executive Directors Compensation:-

The Company currently does not pay any compensation and sitting fees to Non Executive Directors.

c) Board Procedures:-

The Board met 5 (five) times during the year 2009 - 2010, on 20th April 2009, 28th July 2009, 29th August 2009, 29th October 2009, and 20th January 2010. The gap between any two meetings has been less than four months.

d) Attendance Record of Directors:-

Table 1:- Composition of the Board and attendance record of Directors for 2009-10.

Name of Director	Category	Meetings Attended	Whether attended Last AGM
Anurag Gupta	Managing Director, Executive	5	Yes
Vishnu Garg	Non Executive, Independent	5	Yes
R. Gurumurthy	Non Executive, Independent	5	Yes
Satish Gupta	Non Executive, Independent	5	Yes

e) Information Supplied to the Board:-

In advance of each meeting, the Board is presented with relevant information on various matters related to the working of the company to discharge its responsibility effectively and take informed decision. Where it is not practicable to attach or send the relevant information, the same are tabled at the meeting or / and the presentations are made by the concerned manager to the Board.

The information as specified in Annexure 1A to Clause 49 of the Listing Agreement is regularly made available to the Board, whenever applicable, for discussion and consideration.



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f) Directorships and Membership of Board Committee

Table 2 gives the number of Directorship and committee position held by the directors of the company.

Table 2:- Directorships / Committee Position as on 31st March 2010.

Name of Director	Directorship in other Public Limited Companies*	Committee Position	
		As Chairman	As Member
Anurag Gupta	2	Nil	Nil
Vishnu Garg	1	Nil	Nil
R. Gurumurthy	Nil	Nil	Nil
Satish Gupta	1	Nil	Nil

Notes: Private limited Companies, foreign companies and companies under section 25 of the Companies Act 1956 are excluded above purposes. Only Audit committee and shareholders grievances committee are consider for the purpose of committee positions as per Listing Agreement.

None of the Directors was a member in more than 10 committees, nor a chairman in more than 5 committee across all committees in which he was a Director.

g) Review of Legal Compliance Reports:-

During the year, the Board periodically reviewed compliance report with respect to the various laws applicable to the company, as prepared and placed before it by the management.

h) Code of Conduct:-

The Company has laid down a code of conduct for all the directors and senior management of the company. All the Directors and senior management personnel have affirmed compliance with the code for 2009-10. A declaration signed by the managing director is given below:-

“I hereby confirmed that –

The Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct and Ethics for Directors and Senior Management in respect of the Financial year 2009-10”

Anurag Gupta
Managing Director

C. AUDIT COMMITTEE

a) Constitution and Composition

The Audit committee is constituted in accordance with various requirements under the Companies Act, 1956 and Clause 49 of the Listing Agreement. The present Audit Committee consists of the following Directors,

Mr. Vishnu Garg	- Chairman, Independent, Non Executive
Mr. R. Gurumurthy	- Member, Independent, Non Executive
Mr. Satish Gupta	- Member, Independent, Non Executive

All members of the Audit Committee are Independent, Non Executive Directors and are financially literate.