

**19th ANNUAL REPORT
2011-2012**



Yash Management & Satellite Limited



Yash Management & Satellite Ltd.

BOARD OF DIRECTORS	Shri. Anurag Gupta Shri Vishnu Garg Shri. Satish Gupta Shri. R Gurumurthy
COMPANY SECRETARY	Mr. Prasad Todankar
AUDITORS	M/s. Bansal Bansal & Co. Chartered Accountants
REGISTRAR & SHARE TRANSFER AGENT	Sharex Dynamic India Pvt. Ltd. Unit No. 1, Luthra Industrial premises, 1 st floor, M Vasanti Marg, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai 400072. Tel No.: 22641376/22702485 Fax: 22641349
REGISTERED OFFICE	Office No. 303, Morya Landmark-I Opp Infiniti Mall, New Link Road, Andheri (West), Mumbai- 400 053 Tel No. : 67425443 Fax: 67425440

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Notice

Notice is hereby given that the nineteenth 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 6th August, 2012 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 2012, and the Audited Statement of 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 Mr. Vishnu Garg 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 Mumbai having registration number as 100986W 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.”

SPECIAL BUSINESS

4. RE-APPOINTMENT OF MANAGING DIRECTOR & FIXATION OF THEIR REMUNERATION

To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary resolution

“**RESOLVED THAT** Pursuant to the provisions of Section 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions if any of the Companies Act, 1956, Consent of the members be and is hereby accorded to the re-appointment of Mr. Anurag Gupta as a Managing Director designated as Chairman and Managing director of the Company with effect from 25th July, 2012 to 24th July, 2017 for a period of 5 years, on the following terms:

- i. **Salary:** Rs. 40,000/- per month
- ii. **Perquisites:**

The Managing Director will be entitled for the following perquisites subject to a ceiling of 125% of Annual Salary

 - a. Housing: Furnished accommodation/ house rent allowance.
 - b. Medical reimbursement: As per the rules of the Company
 - c. Leave Travel Concession: For self and family once in a year as per the rules of Company.
 - d. Car: Provision for Company car with driver.
 - e. Club Fees: Fees of Clubs subjects to a maximum of two clubs, this will not includes admission and life membership fees.



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- f. Medical and Accident Insurance: Hospitalization and Domiciliary Hospitalization Benefit Policy for self and family and personal Accident Insurance for self.

For the purpose of calculating the ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated on actual cost.

iii. **Other Benefits:**

In addition to the above perquisites, the director shall also be entitled for the following benefits. These benefits will not be included in the computation of ceiling on perquisites

- a. Gratuity: As per the rules of the Company.
- b. Leave: As per the rules of the company.
- c. Leave Encashment: Leave accumulated but not availed during the tenure will be allowed to encash at the end of the tenure.
- d. Telephone: Re-imbursement of Mobile, telephone and Internet expenses at residence on submission of bills.
- e. Managing Director will be entitled to reimbursement of all actual expenses, including traveling, entertainment and other out of pocket expenses incurred in the course of the Company's business.

iv. **Minimum Remuneration**

Where in any year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay the aforesaid remuneration by way of salary, perquisites and benefits to the Director in accordance with the provisions of Schedule XIII of the Companies Act, 1956 and approval of the Central Government, if and to the extent necessary. The Director shall so long as he continues to hold the office as Managing Director of the Company shall not liable to retire by rotation.

RESOLVED FURTHER THAT the break up of the remuneration, consisting of salary, allowances, perquisites etc. shall be decided by the Board of Directors in accordance to the provisions of Schedule XIII of the Companies Act, 1956, as amended or re-enacted from time to time, and that the Board of Directors of the Company is also authorized to alter the remuneration within the limits laid down in the aforementioned Schedule XIII."

RESOLVED FURTHER THAT above mentioned remuneration shall be payable as minimum remuneration even in the event of loss or inadequacy of profits in any financial year of the company.

RESOLVED FURTHER THAT the Board of directors of the company on the recommendation of the Remuneration Committee is hereby authorised to revise the said remuneration, on the completion of each financial year as deemed expedient or necessary but that increase in remuneration per annum is not more than 25% of the remuneration prevalent in the financial year immediately preceding the year for which the remuneration is being fixed and is subject to the limits set out under section 198 and 309 of the Companies Act, 1956 read with Schedule XIII thereof."



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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty or doubts that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of Special Business set above to be transacted at the meeting is annexed hereto and forms part of this notice.
3. 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.

4. **Re-appointment of Director:**

Shri. Vishnu Garg 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. Vishnu Garg is a science graduate and fellow chartered accountant having more than 20 years of experience. He has a good background in finance, working for number of companies in diverse areas. Undertaking numerous professional assignments in finance, management and accountancy. These multipurpose talents have facilitated him to draw a path to big achievement

Directorship in other companies:

- i. MVK Consultants Pvt. Ltd.
- ii. Indrajeet Sales Pvt Ltd.
- iii. Tigerstone Trading Pvt. Ltd.
- iv. Image Dealcom Pvt. Ltd.
- v. Yash Nanotech Ltd.

5. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to send the same to the Office of the registrar and Transfer Agent of the Company.
6. 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 require may be made available at the meeting.
7. Members are requested to bring their Attendance slip sent herewith duly filled for attending the meeting.
8. 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



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Transfer Agents M/s Sharex Dynamic (India) Pvt. Ltd. Unit No. 1, Luthra Industrial premises, 1st floor, M Vasanti Marg, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai- 400 072 in respect of their holdings in physical form.

9. 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.
10. The register of members and the share transfer books will remain closed from Wednesday 1st August 2012 to Monday, 6th August, 2012 (Both days inclusive) in terms of the provisions of Section 154 of the Companies Act, 1956.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 4

The Board of directors at its meeting held on 15th May, 2012 reappointed Mr. Anurag Gupta as a Managing Director designated as Chairman and Managing director of the Company subject to the approval of shareholders for a further period of 5 years effective from 25th July 2012 to 24th July 2017. The terms of remuneration were recommended by the remuneration committee at its meeting held on 15th May 2012.

Mr. Anurag Gupta is a fellow Chartered Accountant and having a significant experience in business planning and strategy, business promotion, overall management planning & execution, capital market, expertise in financial services and high technology areas etc. Mr. Anurag Gupta is completely devoted to the company for its development & progress in his past tenure.

The terms and conditions concerning the remuneration of Mr. Anurag Gupta, Chairman & Managing Director in accompanying notice may be treated as an abstract pursuant to Section 302 of the Companies Act, 1956

Your director recommended the resolution as set out above in the notice for your approval. None of the directors of the company is in any way deemed to be concerned or interested in the aforesaid resolution with the exception of Mr. Anurag Gupta.

REGD OFFICE:

Office No. 303, Morya Landmak 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: 30th June 2012



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REPORT OF THE DIRECTORS' AND MANAGEMENT DISCUSSION ANALYSIS

To
The Members,

Your Directors are presenting the NINETEENTH Annual Report of the Company together with the Audited Accounts for the Financial Year ended 31st March 2012.

FINANCIAL RESULTS

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

(Rs. In Lacs)

	Year Ended 31.03.2012	Year Ended 31.03.2011
Total Income	863.67	1323.69
Profit before Depreciation and Tax	8.82	1.32
Less: Depreciation	5.37	5.79
Profit / (Loss) before Tax	3.45	(4.47)
Less: Provision for Income Tax	-	-
Profit/(Loss) after Tax	3.45	(4.47)
Balance brought forward from previous year	(130.42)	(125.95)
Balance Carried to Balance Sheet	(126.97)	(130.42)

DIVIDEND

In view of brought forward losses and to strengthen the position of the company, the directors do not recommend dividend for the year ended 31st March, 2012.

PERFORMANCE

The performance of the Indian Economy has been affected due to the impact of the variety of factors including recession in many developed countries, continuing high rates of inflation and high borrowing costs of corporate. This has resulted in lower than expected performance of many corporates.

The company's main focus was in the newly devised business areas of indigenous and international trade, but unable to achieve desired target business due to adverse external international factors. The company is taking initiatives to consolidate and improve its performance subject to favorable market conditions. The performance of the company in last quarter of the financial year is quite satisfactory which sign for the improvement of the performance of the company in future.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. INDUSTRY STRUCTURE & DEVELOPMENT

It was a challenging year for the Indian economy with lingering concerns over global growth prospects and financial stability weighing on external demand and International funding. Further, local headwinds such as Inflation, rising interest rates and policy impediments have only exacerbate the impact of a shaky global environment on domestic growth. Aggressive monetary tightening curtailed leveraged spending pulling private consumption growth lower from 8.1% for the financial year ended March 31, 2011 to 6.5% for the financial year ended March 31, 2012, while policy hurdles such as land acquisition problems and environmental clearances dampened investment momentum dragging investment growth lower to 5.8% from 11.1% a year ago. The intensification of the debt crisis in Europe as well as a moderation in emerging markets across the globe pulled down export growth sharply in the second half of the financial year to 6% from close



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to 25% in first half of the financial year 2012, weakening a vital support to the GDP growth in the financial year 2012.

Agricultural growth too slowed down over the past year but this was largely because of an unfavorable base while the monsoon season was more than adequate in the financial year 2012 and food grain production was strong an adverse base pulled down agricultural growth in financial year 2012 to a lower but robust rate of 3.0% against a remarkably strong reading of 7.0% in financial year 2011

B. OPPORTUNITIES & THREATS

Inspite of global slow down and inflation, the fundamentals of Indian economy at macro level are strong, supported by large domestic demand and strong regulated banking systems. Commitment of the government to speed up reforms with timely measure will stimulate the healthy growth of capital market. The government expenditure on infrastructure and financial sector will boost the economy.

The expected higher economic growth and expanded liberalization has given tremendous opportunities to the financial sector. Your company is constantly looking at the future with optimism and its strategy is being focused on profitable growth by diversifying its business. Future plan of the company is expanding its business activities into new areas as envisaged broadly in the immediately preceding year and making its best efforts to utilize the available opportunities to emerge as fully integrated company

C. RISKS AND CONCERNS

Company's business and its growth are depend on the GDP growth and inflation data of the country. Any slowdown in the GDP and higher inflation may have negative impact on the business of the company. The company's business may also effect by the general economic trends, including the development in the financial market in which the company has business activity. Short terms returns may vary significantly.

D. OUTLOOK

The economy inhibits the concern over the impact of inflation and weakening of global economy. The Company believes that the present economic scenario offers immense opportunities for it to grow in scale and reach coupled with value creation. The company is confident that with its business model it shall be able to take advantage of the significant growth opportunities in the coming years.

E. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Considering the size and nature of activities, the company has adequate internal control system covering both accounting and administrative control. In addition the internal audit is carried out periodically. The management ensuring an effective internal control system so that the financial statements and reports give a true and fair view.

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.



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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 Vishnu Garg, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

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, 2012, 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 2012 on a ‘going concern’ basis.

STATUTORY AUDITORS

M/s Bansal Bansal & Co., Chartered Accountants Statutory Auditors of the company, having Firm registration no. 100986W 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 Statutory Auditors.



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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.

FOREIGN EXCHANGE EARNING AND OUTGO

During the year ended 31st March 2012 the company has incurred Foreign Exchange outgo of Rs. 1,47,58,985/-. Foreign exchange earning Rs. Nil

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

Anurag Gupta
Managing Director

Mumbai, 30th June 2012