

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of Yash Trading and Finance Limited will be held on 30th September, 2011 at 3.00 P.M at the registered office of the Company at Bagri Niwas, 53/55 Nath Madhav Path, Mumbai 400 002 to transact the following business:

Ordinary business:

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended 31st March 2011, Balance Sheet as on that date together with the Auditors' Report and the Director's report thereon.
2. To appoint a director in place of Mr. Bharat C. Bagri, who retires by rotation and is eligible, for re-appointment.

Special Business

3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. K.J Shah & Associates, Chartered Accountants be and is hereby appointed as Statutory Auditors of the Company, in place of retiring Auditor M/s. Mohanlal Jain & Co., Chartered Accountants to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors.”

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

Sd/-

Bharat Bagri

Director

Date : September 1, 2011

Place : Mumbai

Registered office

Bagri Niwas, 53/55, N.M. Path

Mumbai - 400 002

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (The Meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty – eight 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. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting
4. Members seeking any further information about the accounts are requested to write to the Company at least ten days before the date of the Annual General Meeting so as to enable the management to keep the information ready at the meeting.

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956.

ITEM No. 3

Due to other pre-occupation of M/s. Mohanlal Jain & Co., Chartered Accountants of the Company, has shown unwillingness to re-appoint as Statutory Auditor of the Company from the conclusion of this AGM to Conclusion of the next AGM. Hence, M/s. K.J Shah & Associates, Chartered Accountants is being appointed as the Auditor of the Company in place of the retiring Auditor.

YASH TRADING AND FINANCE LIMITED - GROUP ENTITIES

Yash Trading and Finance Limited is part of the BCB Group of Companies. The promoters of the BCB Group are Shri Bharat Chandratandas Bagri, Shri Uttam Bharat Bagri and their family members. The other major companies in the group are BCB Brokerage Private Limited and BCB Finance Limited

BCB Brokerage Private Limited

BCB Brokerage Private Limited is the member of the Bombay Stock Exchange Limited (BSE), United Stock Exchange of India Limited (USE) and the National Stock Exchange of India Limited (NSE). It is also the Depository Participant (DP) of Central Depository Services (India) Limited (CDSL).

The Founder of the organization was Late Shri Chandaratndas Bagri. After acquiring the membership of BSE on the 13th of January 1958, the organization has never looked back and continues in it pursuit to serve its clients

Important landmarks

1958 – BSE Membership by Late Shri Chandratandas Bagri (M/S CRD Bagri and Sons)

1982 – BSE Membership transferred in the name of Mr. Bharat C Bagri (M/S Bharat Bagri)

1999 – Depository Participant of CDSL

2000 – Trading cum Clearing membership of BSE Derivatives Segment

2001 – Corporatisation into BCB Brokerage Private Limited

2008 – Membership of BSE Currency Segment

2008 – Membership of NSE Capital Markets and Futures and Options Segment

2010 – Membership of United Stock Exchange of India Limited

BCB Finance Limited

Incorporated in 2005, BCB Finance Limited (previously BCB Finance Private Limited) is registered as a Non Banking Finance Company (NBFC) with the Reserve Bank of India (RBI)

The BCB Group strives for value maximisation for all its stakeholders at all times

DIRECTORS' REPORT**To the members of YASH TRADING AND FINANCE LIMITED**

Your directors have pleasure in presenting the Company's Twenty Sixth Annual Report and Annual Accounts for the year ended 31st March, 2011.

FINANCIAL RESULTS:

Particulars	(in Rs.)	
	For the Year Ended March 31,	
	2011	2010
Income from Operations	1,377,763.00	33,034.52
Total Expenditure	203,414.15	790,580.52
Profit / (Loss) Before Tax	1,804,780.85	(135,522.00)
Less: Provision For Taxation	545,000.00	0.00
Profit / (Loss) After Tax	1,259,780.85	(135,522.00)
Add: Balance brought forward from last year	3,579,239.37	3,714,761.37
Balance Transferred To Balance Sheet	4,839,020.22	3,579,239.37

REVIEW OF OPERATIONS

During the year under consideration your Company has made a profit of Rs. 12.60 lacs compared to a loss of Rs. 1.35 lacs in the previous year. Your Company intends to do good business and attain growth and stability.

DIVIDEND

For accumulation of reserves for future growth of the Company, no dividend is recommended by the Board for the year.

DIRECTORS

In terms of the provisions of Sections 255 and 256 of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Bharat Bagri, liable to retire by rotation at ensuing Annual General Meeting, and being eligible has offered himself for re- appointment.

During the Financial year Mr. Vimal J. Chandak has been appointed as Director on additional 20th July, 2010 and resigned on 06th January, 2011 due to his pre occupation. In addition to that Mrs. Sarla Bagri was appointed as additional Director on 26th May, 2010 and Mr. Uttam B. Bagri resigned on the same date from the directorship of the Company. Your Board places on record their sincere appreciation of the valuable guidance and support received from Mr. Vimal J. Chandak and Mr. Uttam Bagri.

None of the Directors of the Company is disqualified under Section 274(1)(g) of the Companies Act, 1956.

FIXED DEPOSITS

During the year under review, the Company has not accepted any deposit under Section 58A of the Companies Act, 1956, read with Companies (Acceptance of Deposits) Rules, 1975.

AUDITORS & THEIR REPORTS a

M/s. Mohanlal Jain & Co, Chartered Accountants, the present Auditors, have shown their unwillingness to continue as the Statutory Auditors of the Company. Therefore, the management has proposed M/s. K.J. Shah & Associates, Chartered Accountant to appoint as Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting until the next Annual General Meeting.

There is no any observation reservation made in the outgoing Auditors report.

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

The Company has no activity relating to conservation of energy or technology absorption. There has not been any earnings or outgoing in foreign exchange during the year

LISTING FEE

The Equity shares of the Company are listed with Bombay Stock Exchange (BSE) Limited and the Company has paid annual listing fee for the financial year 2011-2012.

PARTICULARS AS REQUIRED U/s 217(2A) OF THE COMPANIES ACT, 1956

The Company has no employees that have been paid remuneration during the year under sections 217 (2a) of the Companies Act, 1956 as amended.

SECRETARIAL COMPLIANCE CERTIFICATE

Pursuant to Section 383A of the Companies Act, 1956, a Compliance Certificate received from M/s. Kothari H & Associates, Practising Company Secretaries, regarding status on compliance of the provisions of the Companies Act, 1956 by the Company has been annexed along with this report.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217 (2aa) of the Companies Act, 1956 as amended your Directors state;

1. That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departure;
2. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are 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 ended on 31st March, 2011 and of the Profit or Loss of the Company for that period;
3. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of companies act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and of the irregularities;
4. That the directors have prepared the Annual Accounts on a going concern basis.

CHANGE IN SHAREHOLDING/ MANAGEMENT

Since 1997, the promoter shareholding group of the company consisted of Shri Bharat Bagri, Shri Uttam Bagri, their family members and their group company i.e. BCB Brokerage Private Limited. As on 1st April 2010, the promoters held 1,83,000 shares of the Company representing 74.69% of the issued, subscribed and paid-up Capital of the company. In July 2011, the promoters entered into a Share Purchase Agreement with Shri Pradeep Kumar Sethy and accordingly 1,71,500 shares of the company have been purchased by Shri Pradeep Kumar Sethy from the promoters through an on market deal on the BSE. A Public Announcement under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 has been made and the matter is under process. The Board of Directors has decided to not issue any comments and recommendations on the proposed open offer.

ACKNOWLEDGEMENT

The directors wish to express their gratitude to all the shareholders, bankers, clients and employees for the confidence reposed on them and look forward to their continued co-operation and support.

For and on behalf of the board of directors
For YASH TRADING AND FINANCE LIMITED

Sd/-
Bharat Bagri
Chairman

Place: Mumbai
Date : September 1, 2011