

YASH TRADING AND FINANCE LIMITED

(CIN-L51900MH1985PLC036794)

38TH ANNUAL REPORT FOR THE YEAR ENDED ON 31ST MARCH, 2023

COMPANY INFORMATION

BOARD OF DIRECTORS

Sadiq Dawood Patel (DIN-06911684), Whole Time Director
Dinesh Mundhra (DIN-00389283), Director
Jyoti Budhia (DIN-00332044), Independent Director
Ajay Sharma (DIN-06960753), Independent Director

KEY MANAGERIAL PERSONNEL

Sadiq Patel, Whole Time Director & Chief Financial Officer
Krisha Mukesh Mehta, Company Secretary & Compliance Officer
(Resigned w.e.f. 07-Oct-2022)
Kavita Akshay Chhajjar, Company Secretary & Compliance Officer
(Appointed w.e.f. 01-Apr-2023)

CONTACT

Registered Office - Bagri Niwas, 53/55, N.M. Path, Mumbai – 400 002.
Corporate Office – 1207-A, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001.
Tel. No.: 91-22-2272 0000
E-mail: yashtradingandfinancelimited@gmail.com
Website: www.yashtradingfinance.com

REGISTRAR AND SHARE TRANSFER AGENTS

Purva Shareregistry (India) Private Limited
9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (East), Mumbai – 400 011.
Tel. Nos.: +91 22 4961 4132 / +91 22 3199 8810
E-mail: support@purvashare.com Website: www.purvashare.com

BANKERS

Bank of India, Stock Exchange Branch, Fort, Mumbai 400 001.
RBL Bank Limited, Fort Branch, Mumbai 400 001.

STATUTORY AUDITORS

M/s. Bhatner & Co.,
Chartered Accountants
307, Tulsiani Chambers, Nariman Point, Mumbai – 400 021.

INTERNAL AUDITORS

M/s. MAKK & Co. (Formerly known as M/s. R Jaitlia & Co.), Chartered Accountants
408, Manish Chambers, Sonawala Road, Opp. Hotel Karan Palace,
Goregoan (East), Mumbai – 400 063.

SECRETARIAL AUDITORS

Sonam Jain, Practicing Company Secretary, Mumbai

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DIRECTORS' REPORT

To the Members,

Your Company's Directors are pleased to present the **38th Annual Report** of the Company, along with Audited Accounts, for the Financial Year ended **31st March, 2023**.

Financial Performance

A summary of the Company's financial performance during the financial year:

Particulars	(Rs. in lac)	
	FY 2022-23	FY 2021-22
Total revenue including other income	-	-
Total Expenditure	18.27	8.48
Profit / (Loss) before tax	(18.27)	(8.48)
Tax Expenses	-	-
Profit / (Loss) after tax	(18.27)	(8.48)
EPS		
-Basic	(7.46)	(3.46)
-Diluted	(7.46)	(3.46)

Disclosure on state of the Company's affairs

During the year under review, there was no business activity carried on by the Company.

Promoters/ Management of the Company

Mr. Pradeep Kumar Sethy became the promoter of the Company w.e.f. FY 2011-12 post completion of the open offer process under the SEBI Takeover Code, 1997.

Post the same, there was a Governmental inquiry against the Artha Tatwa Group of our promoter Mr. Pradeep Kumar Sethy leading to inter alia the arrest of Mr. Pradeep Kumar Sethy. BSE Limited thereafter suspended the trading of the securities of the Company from BSE Limited vide BSE's notice number 20131205-19 dated 5th December, 2013 due to failure to comply with various provisions of the Listing Agreement.

On August 5, 2014, the minority public shareholders of the Company held an Extra Ordinary General Meeting of the Company under Section 100 of the Companies Act, 2013 where new directors were appointed as Directors to ensure compliance with laws.

The Company has received communication ref. no. F. No. ECIR/04/BBSZO/2014 dated 12th January, 2015 from the Directorate of Enforcement, Foreign Exchange Management Act and Prevention of Money Laundering Act, Bhubaneswar Sub-Zonal Office, contents reproduced as under:

Re: Artha Tatwa Group of Companies – Pradeep Kumar Sethy – reg.

- 1. This office has initiated an investigation against the captioned group under the provisions of Prevention of Money Laundering Act 2002*
- 2. In this connection it appears that Pradeep Kumar Sethy has acquired 49% shares of Yash Trading and Finance Limited Regd office at Bagri Niwas, 53/55 N M Path, Mumbai 400 002 (Corporate Office at 1209 P J Towers, Dalal Street, Fort, Mumbai 400 001)*
- 3. It is requested that the said Shares should not be transferred, leased or mortgaged without the prior permission of the undersigned*

Your faithfully

Sd/-

D.V.S. Kishore,

Assistant Director

It is understood that current promoter Mr. Pradeep Kumar Sethy is in jail and is not in touch with the current management.

Dividend

Your Directors do not recommend any dividend for the year under review due to losses incurred by the Company.

Changes in the nature of business of the Company

During the year, there was no business activity was carried out by the Company hence, there was no change in the nature of business activity of the Company

Transfer to Reserve

The Company has transferred Rs. Nil to Reserves for the financial year ended 31st March, 2023.

Share Capital

Authorised Share capital of the Company is Rs. 1,00,00,000/- divided into 10,00,000 Equity shares of Rs. 10/- each. Paid up Share capital of the Company for the year ended 31st March, 2023 is Rs. 24,50,000/- divided into 2,45,000 Equity shares of Rs. 10/- each.

There has been no change in the capital of the Company during the year under review.

Material changes and Commitments

There are no material changes and or commitments affecting the financial position of the Company, between the end of the financial year, i.e. 31st March, 2023 and the date of the report.

Extract of Annual Return

The Annual Return of the Company in the prescribed Form MGT-7, is being made available on the website of the Company at <http://www.yashtradingfinance.com/index.php>

Pursuant to the Companies (Management and Administration) Amendment Rules, 2021 requirement to attach extract of Annual Return in form MGT-9 is omitted and thus not made available.

Particulars of loans, guarantees and investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

Internal control financial systems and their adequacy

Pursuant to Section 138 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. MAKK & Co. (Formerly known as M/s. R. Jaitlia & Co.), Chartered Accountants as Internal Auditors to conduct Internal Audit of records and documents of the Company for the financial year 2022-23. The Internal Auditors of the Company checks and verifies these internal control and monitors them in accordance with policy adopted by the Company. Even through this non-production period the Company continues to ensure proper and adequate financial systems and procedures commensurate with its size and nature of its business.

Energy Conservation Measures, Technology Absorption and R&D Efforts and Foreign Exchange Earnings and Outgo

In view of the nature of activities carried on by the Company, the requirements for disclosure in respect of Conservation of Energy, Technology Absorption, in terms of the Companies (Accounts) Rules, 2014 are not applicable to the Company. However the Company takes all possible efforts towards energy conservation. The requirement for disclosure with regard to technology absorption does not apply to the Company as the activities in which the Company operates does not require any technology.

During the period under review the Company has earned Foreign Exchange of ‘Nil’ and incurred the Foreign Exchange outgo of ‘Nil’.

Risk Management

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy provides for constitution of a Risk Committee, which will work towards creating a Risk Register, identifying internal and external risks and implementing risk mitigation steps. The Committee will, on a quarterly basis, provide status updates to the Board of Directors of the Company.

Related Party Transactions

During the year there was no Related Party Transactions that were entered into during the financial year were on arm’s length and were in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013. There were no materially significant Related Party Transactions made by the Company during the year that would have required shareholders’ approval. Loans taken from past director Mr. Bharat Bagri when he was director has been fully repaid in this year. However, this is not a related party transaction since at the time of return of loan he was not director.

As the paid up equity share capital of the Company is less than Rs. 10 Crore and net worth is less than Rs. 25 Crore, as on the last day of the previous financial year, regulations of SEBI (LODR), 2015, specifically dealing with Related Party Transactions are not applicable.

Auditors, Audit Report etc.

i. Statutory Auditor

M/s. Bhatler & Co., Chartered Accountants (ICAI Firm Registration No.: 131092W), were appointed as the Statutory Auditors at the 37th Annual General Meeting of the Company held on September 30, 2022 for a period of five years i.e. from financial year 2022-23 to financial year 2026-27, to hold office till the conclusion of the 42nd Annual General Meeting of the Company.

In terms of Section 40 of the Companies (Amendment) Act, 2017 notified on May 7, 2018, the requirement for ratification of appointment of Statutory Auditors by Members at every Annual General Meeting has been omitted and accordingly, Members’ approval is not required for ratification of their appointment annually.

The Auditors’ Report for the financial year 2022-23 does not contain any adverse remarks, qualifications or reservations or disclaimers, which require explanations/comments by the Board.

The observations made in the Auditors report read together with the relevant notes thereon, are self-explanatory and hence do not call for any comments under Section 134 of the Companies Act, 2013.

ii. Internal Auditor

Pursuant to Section 138 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. MAKK & Co. (Formerly Known as M/s. R. Jaitlia & Co.), Chartered Accountants as Internal Auditors on 13th May, 2022 to conduct Internal Audit of records and documents of the Company for the financial year 2022-23.

iii. Secretarial Auditor

Ms. Sonam Jain, Practising Company Secretary (Membership No. 31862 and Certificate of Practice No. 12402) is the Secretarial Auditor of the Company for the financial year 2022-23.

The Secretarial Audit Report confirms that the Company has generally complied with the provisions of the Act, Rules, Regulations and Guidelines etc.

The Secretarial Audit Report is included as **Annexure-I** and forms an integral part of this report.

Corporate Governance

Since the Company does not have paid up equity share capital exceeding Rs.10 Crore and Net Worth exceeding Rs.25 Crore, compliance with Regulations 17 to 27, Regulation 46(2)(b) to 46(2)(i) and para C, D and E of Schedule V, are not applicable to the Company.

Directors and Key Managerial Personnel (KMP)

As the paid up equity share capital of the Company is less than Rs. 10 Crore and net worth is less than Rs. 25 Crore, as on the last day of the previous financial year, regulations of SEBI (LODR), 2015, specifically dealing with constitution of Board & committees thereof, KMP, corporate governance requirements etc, are not applicable

Board of the Company is duly constituted in compliance with Section 149 of the Companies Act, 2013 read with rules made thereunder. All the Directors of the Company are resident of India.

i. Independent Director(s):

In compliance with Chapter XI - Appointment and Qualifications of Directors and Chapter XIII - Appointment and Remuneration of Managerial Personnel read with rules made thereunder and Schedule IV - Code for Independent Directors, Company have appointed Ms. Jyoti Budhia (DIN: 00332044) and Mr. Ajay Sharma (DIN: 06960753) as Independent Directors to hold office for a term of 5 consecutive years not liable to retire by rotation, on the Board of your Company. The current term of Ms. Jyoti Budhia (DIN: 00332044) and Mr. Ajay Sharma (DIN: 06960753) as Independent Directors of the Company will be ending on 25th September, 2024.

Company is in receipt of “Declaration of Independence” for the financial year 2022-23, as prescribed under 149(7), stating that the Independent Directors meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013.

Independent Directors of the Company have successfully cleared the ‘Online Proficiency Self-Assessment’ as required under Ministry of Corporate Affairs vide its notification dated 22nd October, 2019 has issued the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019.

ii. Woman Director(s):

In compliance with Section 149 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, Ms. Jyoti Budhia (DIN: 00332044) is appointed as woman director on the Board of the Company.

iii. Executive/Non-Executive Directors:

Mr. Sadiq Patel (DIN: 06911684) is reappointed as Whole time Director in compliance with section 202, 203, 196 and 197 of the Companies Act, 2013 read with rules made thereunder for a term of 5 years ending 29th September, 2025.

Mr. Dinesh Mundhra (DIN: 00389283) is a Non-Executive Director on the Board of the Company. In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Dinesh Mundhra retires from the Board by rotation, and being eligible, offers himself for re-appointment.

Pursuant to section 152(6) of the Companies Act, 2013 2/3rd of total number of directors of public company are liable to retire by rotation.

Board of your Company, as on the date of this report, composes of:

Name	Designation
Sadiq Patel	Whole Time Director
Dinesh Mundhra	Non-Executive Director
Jyoti Budhia	Independent Director
Ajay Sharma	Independent Director

Apart from the above, there are no changes in the composition of Board of Directors during the financial year 2022-23.

iv. Key Managerial Personnel (KMP):

In compliance with Section 204 of the Companies Act, 2013 read with rules made thereunder and Regulation 6 of SEBI (LODR), 2015, Mr. Sadiq Patel is appointed as Whole Time Director and Ms. Kavita Akshay Chhajer as Company Secretary and Compliance officer, of the Company w.e.f 01st April, 2023 in place of Ms. Krisha Mehta, Company Secretary and Compliance officer of the Company who has resigned from the Company w.e.f. 07th October, 2022.

Composition of Audit Committee

Pursuant to change in Board of Directors of the Company, the Audit Committee of your Company composes of the following members:

Name	Designation
Ms. Jyoti Budhia	Chairperson
Mr. Ajay Sharma	Member
Mr. Dinesh Mundhra	Member

Number of meetings of the Board

Four meetings of the Board were held during the year on 13th May, 2022, 29th July, 2022, 21st October, 2022 and 20th January, 2023.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013, Rules framed thereunder read with the Secretarial Standards on Meetings of the Board of Directors.

Directors Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- In the preparation of annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- 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 2022-23 and of the profit of the Company for that period;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a going concern basis;
- The Directors had laid down proper internal financial controls and such internal financial controls are adequate and were operating effectively;
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2022-23.

Remuneration of the Directors/Key Managerial Personnel (KMP)/Employees

The information required under Section 197 (12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year are as follows:

Sr. No.	Name of Director	Designation	Remuneration per annum (Rs.)	Median Remuneration per annum (Rs.)	Ratio (Remuneration of Director to Median Remuneration of Employees)
1.	Mr. Sadiq Patel	Whole Time Director	Nil	Nil	N.A.

Note: In view of losses incurred by the Company during the year, the Whole Time Director has foregone his remuneration for the financial year ended 2022-23.

Percentage increase in Remuneration of Directors and Key Managerial Personnel	2021-22	2022-23	Differential	% increase/ (decrease)
Ms. Krishna Mehta (Company Secretary and Compliance Officer) (*resigned from the company w.e.f 07 th October, 2022)	1,80,000	88,800*	N.A.	N.A.

There is no employee covered under the provisions of Section 197(14) of the Act.

Ms. Kavita Akshay Chhajer, Company Secretary and Compliance Officer is the only permanent employee on the pay roll of the Company, and hence disclosure under Rule 5(viii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) is not applicable for the Company.

It is affirmed that the remuneration is as per the remuneration policy of the Company.

Board evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual

directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In a separate meeting of independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the Board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

Remuneration Policy for the Directors, Key Managerial Personnel and other employees

In terms of the provisions of Section 178(3) of the Act, the Nomination and Remuneration Committee (NRC) is responsible for formulating the criteria for determining qualification, positive attributes and independence of a Director. The NRC is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Board has on the recommendation of the NRC framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The said policy is stated in **Annexure-II** of this report.

Deposits from public

The Company has not accepted any deposits from public within the definition of Section 73 of the Companies Act, 2013 and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Vigil mechanism

The Company has adopted a Vigil Mechanism Policy to provide a mechanism for the Directors and employees to report genuine concerns about any unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The provisions of this policy which is uploaded on the Company's website are in line with the provisions of Section 177 (9) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/Listing Agreement.

Particulars of Employees and Remuneration

There is no top ten employee in the Company in terms of remuneration drawn and employee drawing remuneration of Rs.1,02,00,000 per annum. Hence, the Company is not required to disclose any information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Stock Exchange

The Company is currently listed on BSE Limited under scrip code 512345 and under scrip id YASTF. Your Company has paid Annual listing fee for the financial year 2022-23 to the abovementioned exchange.

Maintenance of Cost Records

During the year under review, maintenance of cost records has not been specified for your Company by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016

During the year under review, your Company has not made application under the Insolvency and Bankruptcy Code, 2016 and no proceeding was pending under the said code.

Difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof

There was no difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions as there was no one time settlement and the valuation done during the year.

Corporate Social Responsibility Initiatives

The criteria prescribed for the applicability of Corporate Social Responsibility u/s 135 of the Companies Act, 2013 is not applicable to your Company.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report for the financial year under review, as per Regulation 34(2)(e) of the SEBI Listing Regulation is presented in a separate section forming part of this Annual Report.

Significant and Material orders passed by the regulators or Courts

No new significant and material orders have been passed by the regulators or courts during the financial year.

Disclosure on constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, if applicable

The disclosure on the constitution of Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to your Company.

Subsidiaries, associates and joint ventures

The Company does not have any Subsidiaries, Associates and Joint ventures.

Acknowledgement

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the Company during the year.

For and on behalf of the Board of Directors
Yash Trading and Finance Limited

Sadiq Patel
Whole time Director
DIN-06911684

Dinesh Mundhra
Director
DIN-00389283

Place: Mumbai / Date: August 5, 2023

Management Discussion and Analysis

Industry Structure and Developments

The Company currently does not have any significant business operations. The management is in the process of exploring various options/ business opportunities for the same and take decisions in due course in the best interest of the Company and all stakeholders of the Company.

Opportunities and Threat

There are various opportunities available to your Company in the Indian markets. However, the Company is currently small in size and is looking for various new opportunities suitable to its size and the manpower available with it.

Segment-wise or Product-wise Performance

Currently, the Company does not have any products/ segments.

Outlook

Your Board of the Company is examining various possible business options available with them.

Risks and Concerns

Your Board of the Company is examining various possible business options available with them.

Internal control System and their adequacy

Company at present has adequate internal control procedures, which is commensurate with the present business volume and its requirements. Internal controls are being monitored, reviewed and upgraded on an ongoing basis and on from time to time depending upon situation.

Financial performance with respect to operational performance

Your Company's Present performance vis-à-vis the financial performance for the previous year as given below in tabular format.

(Rs. In lac)		
Particulars	FY 2022-23	FY 2021-22
Total revenue including other income	-	-
Total Expenditure	18.27	8.48
Profit / (Loss) before tax	(18.27)	(8.48)
Tax Expenses	-	-
Profit / (Loss) after tax	(18.27)	(8.48)

Human resources / Industrial Relations front

The Board is keen to have a fully equipped Human Resource Department, once the business activity is resumed/started in a normal way. During the year under review, since, there were no business activities and manpower utilization was meagre, there was no such department.

Caution: The views expressed in the Management Discussions and Analysis are based on available information, assessments and judgment of the Board. They are subject to alterations. The Company's actual performance may differ due to national or international ramifications, government regulations, policies, Tax Laws, and other unforeseen factors over which the Company may not have any control.

Disclosure of Accounting Treatment:

Detailed disclosure of accounting treatment during the year 2022-23 has been made in Notes to accounts of the financials.

For and on behalf of the Board of Directors

Yash Trading and Finance Limited

Sadiq Patel
Whole time Director
DIN-06911684

Dinesh Mundhra
Director
DIN-00389283

Place: Mumbai
Date: August 5, 2023

Related Party Transactions
FORM No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil

2. Details of material contracts or arrangement or transactions at arm's length basis: Nil

For and on behalf of the Board of Directors
Yash Trading and Finance Limited

Sadiq Patel
Whole time Director
DIN-06911684

Dinesh Mundhra
Director
DIN-00389283

Place: Mumbai
Date: August 5, 2023