

YASH TRADING AND FINANCE LIMITED

(CIN L51900MH1985PLC036794)

NOTICE

Notice is hereby given that the **Extra-Ordinary General Meeting (No.1 of FY 2025-26)** of the Members of **Yash Trading and Finance Limited** (CIN L51900MH1985PLC036794) will be held on **Thursday, 15th May, 2025 at 03:00 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 70,00,000 EQUITY SHARES OF FACE VALUE OF RS. 10 /- EACH AT A PREMIUM OF RS.2/- 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 the provisions of Section Sections 23(1)(b), 39, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment(s), statutory modification(s) 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 the 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 amendment(s), statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the 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 approvals, 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 70,00,000 (Seventy Lakhs) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten only) per Equity Share at an issue price of Rs. 12/- (Rupees Twelve Only) each, aggregating to Rs. 8,40,00,000/- (Rupees Eight Crores Forty Lakhs Only), 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 the non-promoters in one or multiple tranches 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** the members hereby approve and take on record the valuation report issued by Mr. Bhavesh Rathod - IBBI Registered Valuer having Registration No.

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IBBI/RV/06/2019/10708, dated 08/04/2025 as per Regulations 164, 165, 166A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable and the issue price is Rs. 12/- per equity share.”

“**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 70,00,000 (Seventy Lakh) equity shares is April 15, 2025 which is the date falling 30 days prior to date of Extraordinary General Meeting (EGM) and the floor price as calculated in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is of Rs. 12/- (Rupees Twelve Only).”

“**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 70,00,000 (Seventy Lakh) Equity Shares of face value of Rs. 10/- each (“**Equity Shares**”), fully paid up, be issued for cash, at a price of Rs. 12/- per share as recomputed under the said Regulation to the person belonging to the non-promoter group.

“**RESOLVED FURTHER THAT** the members be and are hereby approve the issue and allotment of 70,00,000 (Seventy Lakh) equity shares of face value of Re. 10/- each (“**Equity Shares**”), fully paid up, for cash, at a price of Rs. 10/- per share to the following proposed allottee(s):

Sr. No.	Name	Proposed Shares	At Price (In Rs.) per share	Total Amount (In Rs.)
1.	Vasantkumar Lavjibhai Mangroliya	900000	12.00	1,08,00,000
2.	Madhu Nanji Vekaria	900000	12.00	1,08,00,000
3.	Vinubhai Nanjibhai Vekaria	900000	12.00	1,08,00,000
4.	Manan Pavankumar Trivedi	700000	12.00	84,00,000
5.	Pavankumar Dhirajlal Trivedi	900000	12.00	1,08,00,000
6.	Mahima Saraf	25000	12.00	3,00,000
7.	Annanyaa Deepak Trivedi	50000	12.00	6,00,000
8.	Piyush Arvindbhai Vasa	5000	12.00	60,000
9.	Kamini Shah	5000	12.00	60,000
10.	Jitendra M Busa J/w Nayana J Busa	10000	12.00	1,20,000
11.	Dharmesh Vinodbhai Patel	10000	12.00	1,20,000

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12.	Utkarsh Ajaykumar Patel	10000	12.00	1,20,000
13.	Nishit Doshi	25000	12.00	3,00,000
14.	Vijaykumar Kanubhai Gajjar	310000	12.00	37,20,000
15.	Keshavji Bhurabhai Dobaria	380000	12.00	45,60,000
16.	Divyesh Rambhai Kotadia	275000	12.00	33,00,000
17.	Kakadiya Valjibhai Dharamshibhai	265000	12.00	31,80,000
18.	Bharatbhai Gordhanbhai Khachariya	280000	12.00	33,60,000
19.	Antala Frenibhai R	285000	12.00	34,20,000
20.	Nilesh D Dhuliya	275000	12.00	33,00,000
21.	Sanket Vijay Maheshwari	400000	12.00	48,00,000
22.	Sachapara Gautam Bharatbhai	40000	12.00	4,80,000
23.	Hetal Abhishek Kamdar	50000	12.00	6,00,000

RESOLVED FURTHER THAT in the proposed offer and issue up to 70,00,000 (Seventy Lakh) equity shares of face value of Rs. 10/- each at a subscription price of Rs. 12/- each of the company, 43,00,000 (aggregating to 43.00% of the proposed enhanced capital) equity shares be allotted to Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi, amounting to a change of management of the company and its subscription also be and is hereby approved subject to further compliance of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by the aforesaid allottees, and until the completion of the open offer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and until such time the above said 5 said allottees shall continue to be classified as part of the non-promoter group of the company and after completion of the Open Offer together Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi classified as Promoter of the Company .

RESOLVED FURTHER THAT the member be and is hereby has taken note of the open offer under Regulation 3 (1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the public announcement made for the acquisition of equity shares dated April 09, 2025 given by Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi .

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“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 fully 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 in the case of a preferential issue of Equity Shares, the preferential allotment shall be subject to the following terms and conditions in addition to others as prescribed under applicable laws:

- a. 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares;
- b. The Equity Shares offered, issued and allotted to the Proposed Allottee, shall be issued by the Company for cash consideration;
- c. The Equity Shares shall be allotted in one or more tranches, upon 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 the 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
- g. The Equity Shares will 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 Allottee(s) be recorded for the issuance of an invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4, together with an application form be issued to the Proposed Allottee inviting them to subscribe the Equity Shares.”

“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 the size of the preferential issue to the Investors, as it may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ 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

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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 but not limited to the, 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 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 and advocates to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

“AND 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 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. 10,00,00,000/- (RUPEES TEN CRORE ONLY) CONSISTING OF 1,00,00,000 (ONE CRORE) EQUITY SHARES OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) PER EQUITY SHARE UNDER SECTION 61 OF THE COMPANIES ACT, 2013.

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

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“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. 3,00,00,000/- (Rupees Three Crore only) consists of 30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 10,00,00,000/- (Rupees Ten Crore Only) consisting of 1,00,00,000 (One Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of 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. 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) 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 REGULARISE/APPOINT MRS. AAKANSHA VAID (DIN: 02796417) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Aakansha Vaid (DIN: 02796417), who was appointed as an Additional Director designated as an Independent Director of the Company with effect from December 19, 2024 and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company;

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RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force, Mrs. Aakansha Vaid (DIN: 02796417), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for first term of 5 (Five) consecutive years with effect from December 19, 2024 to December 18, 2029 and that she shall not be liable to retire by rotation; and

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

ITEM NO. 4: TO REGULARISE/APPOINT MR. AMARENDRA MOHAPATRA (DIN: 03609521) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Amarendra Mohapatra (DIN: 03609521), who was appointed as an Additional Director designated as an Independent Director of the Company with effect from December 19, 2024 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force, Mr. Amarendra Mohapatra (DIN: 03609521), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for first term of 5 (Five) consecutive years with effect from December 19, 2024 to December 18, 2029 and that she shall not be liable to retire by rotation; and

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RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

ITEM No. 5: TO REGULARISE/APPOINT MR. VISHVAJITSINH DILIPSINH JADEJA (DIN: 10989282) AS DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) Mr. Vishvajitsinh Dilipsinh Jadeja (DIN: 10989282), who was appointed as an Additional Director of the Company with effect from March 10, 2025 pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who holds office up to the date of next AGM, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, signifying his intention to propose the candidature of Mr. Vishvajitsinh Dilipsinh Jadeja (DIN: 10989282), for the office of Director, be and is hereby appointed as Director of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to take such steps as may be necessary, 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. 6: APPOINTMENT OF MR. VISHVAJITSINH DILIPSINH JADEJA (DIN: 10989282) AS MANAGING DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION.

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

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198 and 203 read with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Vishvajitsinh Dilipsinh Jadeja (DIN: 10989282), as Managing Director of the Company for a period of 3 (Three) years effective from March 10, 2025 till March 09, 2028, on such terms and remuneration as set out in this resolution and explanatory statement annexed to the notice.”;

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“RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to Mr. Vishvajitsinh Dilipsinh Jadeja (DIN: 10989282), during his term of appointment”;

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration Mr. Vishvajitsinh Dilipsinh Jadeja (DIN: 10989282), as Managing Director within the overall limits under the Act and to take such steps as may be necessary, 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. 7: TO REGULARISE/APPOINT MR. AKHIL NAIR (DIN: 07706503) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Akhil Nair (DIN: 07706503), who was appointed as an Additional Director designated as an Independent Director of the Company with effect from 10th March, 2025 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Mr. Akhil Nair (DIN: 07706503), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for first term of 5 (Five) consecutive years with effect from March 10, 2025 to March 09, 2030 and that he shall not be liable to retire by rotation; and

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this

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Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

ITEM NO. 8: TO REGULARISE/APPOINT MR. SHITALBHAI MOHANBHAI PATEL (DIN: 10988728) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Shitalbhai Mohanbhai Patel (DIN: 10988728), who was appointed as an Additional Director designated as an Independent Director of the Company with effect from 10th March, 2025 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Mr. Shitalbhai Mohanbhai Patel (DIN: 10988728), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for first term of 5 (Five) consecutive years with effect from March 10, 2025 to March 09, 2030 and that he shall not be liable to retire by rotation; and

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

By or on behalf of Yash Trading and Finance Limited

Sd/-

Vishvajitsinh Dilipsinh Jadeja

Managing Director

(DIN: 10989282)

Dated this April 09, 2025 at Mumbai.

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NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item Nos. 1 to 8 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 Thursday, 15/05/2025 at 3.00 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 Monday, 12th May, 2025 at 9.00 a.m. and ends on Wednesday, 14th May, 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., Thursday, 08th May, 2025.

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Mumbai 400072

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

Website: www.yashtradingfinance.com

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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 09th April, 2025 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.

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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.

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PURVA E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by Purva.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company

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at www.yashtradingfinance.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited. The EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://evoting.purvashare.com/>.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's [General Circular No. 20/2020](#), dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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

- (i) The voting period begins on Monday, 12th May, 2025 at 9.00 a.m. and ends on Wednesday, 14th May, 2025 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, 08th May, 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**

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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
Individual Shareholders holding securities in Demat mode with CDSL	<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.

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Individual Shareholders holding securities in demat mode with NSDL	<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.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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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

(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)

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	<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.
- (ix) Click on the “**EVENT NO. 99**” for the relevant “**YASH TRADING AND FINANCE LIMITED**” 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.

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- 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.
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**

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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.

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

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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

Sd/-

Vishvajitsinh Dilipsinh Jadeja

Managing Director

(DIN: 10989282)

Dated this April 09, 2025 at Mumbai.

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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”) and SEBI(ICDR) Regulations, 2018 to the extent applicable, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 1 to 8 (Special Businesses) of the accompanying Notice dated 09th April, 2025.

ITEM NO. 1: PREFERENTIAL ISSUE AND ALLOTMENT OF 70,00,000 EQUITY SHARES OF FACE VALUE OF RS. 10 /- EACH AT A PREMIUM OF RS.2/- EACH TO NON-PROMOTER(S) OF THE COMPANY.

The Board of Directors of the Company in their meeting held on 09th April, 2025, approved raising of funds aggregating up to Rs. 8,40,00,000/-(Eight Crores Forty Lakhs Only) by way of issuance of 70,00,000 (Seventy Lakh) equity shares of Rs. 10/- each (“Equity Shares”) at an issue price of Rs. 12/- per Equity Share to the below stated proposed allottees of the Company (referred to as “the Proposed Allottees”), by way of a preferential issue through private placement offer, that they have 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”).

Sr. No.	Name	Proposed Shares	At Price (In Rs.) per share	Total Amount (In Rs.)
1.	Vasantkumar Lavjibhai Mangroliya	900000	12.00	1,08,00,000
2.	Madhu Nanji Vekaria	900000	12.00	1,08,00,000
3.	Vinubhai Nanjibhai Vekaria	900000	12.00	1,08,00,000
4.	Manan Pavankumar Trivedi	700000	12.00	84,00,000
5.	Pavankumar Dhirajlal Trivedi	900000	12.00	1,08,00,000
6.	Mahima Saraf	25000	12.00	3,00,000
7.	Annanyaa Deepak Trivedi	50000	12.00	6,00,000
8.	Piyush Arvindbhai Vasa	5000	12.00	60,000
9.	Kamini Shah	5000	12.00	60,000

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10.	Jitendra M Busa J/W Nayana J Busa	10000	12.00	1,20,000
11.	Dharmesh Vinodbhai Patel	10000	12.00	1,20,000
12.	Utkarsh Ajaykumar Patel	10000	12.00	1,20,000
13.	Nishit Doshi	25000	12.00	3,00,000
14.	Vijaykumar Kanubhai Gajjar	310000	12.00	37,20,000
15.	Keshavji Bhurabhai Dobaria	380000	12.00	45,60,000
16.	Divyesh Rambhai Kotadia	275000	12.00	33,00,000
17.	Kakadiya Valjibhai Dharamshibhai	265000	12.00	31,80,000
18.	Bharatbhai Gordhanbhai Khachariya	280000	12.00	33,60,000
19.	Antala Frenibhai R	285000	12.00	34,20,000
20.	Nilesh D Dhuliya	275000	12.00	33,00,000
21.	Sanket Vijay Maheshwari	400000	12.00	48,00,000
22.	Sachapara Gautam Bharatbhai	40000	12.00	4,80,000
23.	Hetal Abhishek Kamdar	50000	12.00	6,00,000

The company proposed to offer and issue up to 70,00,000 (Seventy Lakh) equity shares of face value of Rs. 10/- each at a subscription price of Rs. 12/- each of the company (aggregating to 70.00% of the proposed enhanced capital).

Out of total 70,00,000 equity shares 43,00,000 (aggregating to 43.00% of the proposed enhanced capital) equity shares to be issued and allotted to the 5 proposed allottees namely Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi and based on their intimation as to collective acquisition of 27,55,000 equity shares through SPA which is amounting to change of management/ control of the company.

The said allottees' subscription is subject to compliance of SEBI (SAST) Regulations, 2011 and till the completion of the open offer given under SEBI (SAST) Regulations, 2011 read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 said allottees continue and classified as part of the non-promoters of the company and successful completion of the open offer they together will be classified as promoter of the Company.

They have no relationship or connection with the existing promoter of the Company.

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Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi intimated to the Board that they acquired 27,55,000 equity shares from the following shareholders. This acquisition of shares will be subject to the lock-in provisions of the SEBI (ICDR) Regulations, 2018.

Sr. No.	Name of the selling shareholder	Name of the Acquirer	No of shares to be transferred
1.	Manas Ranjan Palo	Vasantkumar Lavjibhai Mangroliya	2,50,000
2.	Devendra Shukla	Vasantkumar Lavjibhai Mangroliya	2,20,000
3.	Ramesh Chandra Mishra	Vasantkumar Lavjibhai Mangroliya	2,50,000
4.	Nitin Oza	Madhubhai Nanjibhai Vekaria	2,50,000
5.	Manas Dash	Madhubhai Nanjibhai Vekaria	2,20,000
6.	Sumita Mishra	Madhubhai Nanjibhai Vekaria	2,50,000
7.	Bharat Mardia	Vinubhai Nanjibhai Vekaria	2,50,000
8.	Satyajit Mishra	Vinubhai Nanjibhai Vekaria	2,50,000
9.	Chirag Sachapara	Vinubhai Nanjibhai Vekaria	2,00,000
10.	Hardip Panseriya	Vinubhai Nanjibhai Vekaria	1,95,000
11.	Khushal Talaviya	Manan Pavankumar Trivedi	1,40,000
12.	Hardik Dobariya	Pavankumar Dhirajlal Trivedi	1,40,000
13.	Nirav Dahyabhai Vekariya	Pavankumar Dhirajlal Trivedi	1,40,000

Considering the enhanced capital and above said action of shares, their holdings will be consist of 70,55,000 equity shares 70.55% of the new proposed capital 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 Chapter V including Regulation 163 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, are set out below by way of dissemination of information:

Mainly the company is engaged in 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.

1. Object(s) of the Preferential issue:

To utilize the proceeds of the issue in combination thereof for the purposes of business expansion, modernization, or diversification or to repay debt or for Company's working capital requirements or finance new projects and expand existing business operations or to meet

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miscellaneous expenses and general corporate purposes. Further Object(s) are as stated below:

- a) To enlarge its core businesses and to meet with that requirement mainly needs short term requirements, working capital, BG, repay of any kind of Loans, tax obligations and/or general corporate purposes;
- b) Invest in technology, human resources and other infrastructure to support the Businesses of the Company;
- c) Purchase of machineries, raw materials, computers and for customized software developments including Air conditioners, safety equipment's & other machineries;
- d) Diversification of business directly or indirectly, in future.
- e) To pay off the outstanding dues including Loan and Advances of Directors, NBFC and other Loans, if any.
- f) To Invest in the securities market and give Loans, ICDs and advances of all description;
- g) For settlement of any demand/dues, working capital, Bank Guarantee, performance guarantee;
- h) To return of Loan and advances to the lenders, if any;
- i) Invest in Subsidiaries existing, if any and to be acquired in future in due course;
- j) Acquisition of Companies to enlarge the Businesses of the Company; and

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

2. Maximum number of Specified securities to be issued:

Issuance of up to 70,00,000 (Seventy Lakh) equity shares of Rs. 10/- each ("Equity Shares") at an issue price of Rs. 12/- per Equity Share aggregating Rs. 8,40,00,000/- to non-promoter group.

3. Intent of the Promoters, and Promoter Group, Directors (KMP or senior management) of the issuer to subscribe to the Offer:

- A. The present promoters, directors (KMP) or senior management of the company are not subscribing this Offer.
- B. Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi have

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expressed their desire to carry on the business activities as stated below;

- C. Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi through this preferential allotment of shares acquiring 43.00% of the proposed enhanced equity share capital of the company and accordingly in compliance with Regulation 3(1) & 4 of the SEBI (SAST) Regulations, 2011 they have given an open offer which is presently pending for completion.

4. Shareholding Pattern of the issuer 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	5.84	175,230	1.75
1.2	(b) Body Corporates	0	0	0	0
	TOTAL = (A)	175,230	5.84	175,230	1.75
(B)	PUBLIC				
2.1	Banks	0	0	0	0
2.2	Individuals	28,21,981	94.07	98,21,981	98.22
2.3	HUF	2214	0.07	2214	0.02
2.4	Clearing Members	575	0.02	575	0.01
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

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2.9	Any Others	0	0	0	0
	TOTAL = (B)	28,24,770	94.16	98,24,770	98.25
	TOTAL (A)+ (B)= (C)	30,00,000	100%	1,00,00,000	100%

Share Purchase Agreement ('SPA') has been entered on April 09, 2025 among following stated acquirers and sellers (selling Shareholders) in terms of which, selling shareholders have agreed to sell 27,55,000 Equity Shares. Shares shall be transferred upon completion of all obligations as the Acquirers have triggered the obligation to make Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

Sr. No.	Name of the selling shareholder	Name of the Acquirer	No of shares to be transferred
14.	Manas Ranjan Palo	Vasantkumar Lavjibhai Mangroliya	2,50,000
15.	Devendra Shukla	Vasantkumar Lavjibhai Mangroliya	2,20,000
16.	Ramesh Chandra Mishra	Vasantkumar Lavjibhai Mangroliya	2,50,000
17.	Nitin Oza	Madhubhai Nanjibhai Vekaria	2,50,000
18.	Manas Dash	Madhubhai Nanjibhai Vekaria	2,20,000
19.	Sumita Mishra	Madhubhai Nanjibhai Vekaria	2,50,000
20.	Bharat Mardia	Vinubhai Nanjibhai Vekaria	2,50,000
21.	Satyajit Mishra	Vinubhai Nanjibhai Vekaria	2,50,000
22.	Chirag Sachapara	Vinubhai Nanjibhai Vekaria	2,00,000
23.	Hardip Panseriya	Vinubhai Nanjibhai Vekaria	1,95,000
24.	Khushal Talaviya	Manan Pavankumar Trivedi	1,40,000
25.	Hardik Dobariya	Pavankumar Dhirajlal Trivedi	1,40,000
26.	Nirav Dahyabhai Vekariya	Pavankumar Dhirajlal Trivedi	1,40,000

Note: The Board hereby presents the pre & post shareholding pattern in line with the open offer given by the new acquirers / subscribers as under:

Category	Pre preferential issue		*Post preferential issue and SPA	
	No of Shares	%	No of Shares	%
Promoters and Promoter Group (A)				
PRADEEP KUMAR SETHY	1,75,230	5.84	1,75,230	1.75
Total (A)	1,75,230	5.84	1,75,230	1.75
Promoter Group (A1)*				
Vasantkumar Lavjibhai Mangroliya	0	0.00	16,20,000	16.20

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Madhubhai Nanjibhai Vekaria	0	0.00	16,20,000	16.20
Pavankumar Dhirajlal Trivedi	0	0.00	11,80,000	11.80
Vinubhai Nanjibhai Vekaria	0	0.00	17,95,000	17.95
Manan Pavankumar Trivedi	0	0.00	8,40,000	8.40
Promoter (A+ A1)	0	0.00	72,30,230	72.30
Public (B)				
Others/Public	28,24,770	94.16	27,69,770	27.70
Total (B)	28,24,770	94.16	27,69,770	27.70
Total (A) + (A1) + (B)	30,00,000	100.00	1,00,00,000	100.00
Custodian (C)	0	0	0	0
Grand Total (A)+(A1)+(B)+(C)	30,00,000	100.00	1,00,00,000	100.00

**Considering shares to be allotted under preferential issue (43,00,000 Equity Shares) and acquired / to be acquired by way of SPA (transfer of 27,55,000 Equity Shares) and under recently given open offer they will be classified as promoter(s).*

If we consider that till completion of open offer above stated 5 acquirers will continue as public shareholders then pre and post shareholding pattern will be as under:

Category	Pre preferential issue		Post preferential issue and SPA	
	No of Shares	%	No of Shares	%
Promoters and Promoter Group (A)				
PRADEEP KUMAR SETHY	1,75,230	5.84	1,75,230	1.75
Total (A)	1,75,230	5.84	1,75,230	1.75
Public (B)				
Vasantkumar Lavjibhai Mangroliya	0	0.00	16,20,000	16.20
Madhubhai Nanjibhai Vekaria	0	0.00	16,20,000	16.20
Pavankumar Dhirajlal Trivedi	0	0.00	11,80,000	11.80
Vinubhai Nanjibhai Vekaria	0	0.00	17,95,000	17.95
Manan Pavankumar Trivedi	0	0.00	8,40,000	8.40
Others/Public	28,24,770	94.16	27,69,770	27.70
Total (B)	28,24,770	94.16	98,24,770	98.25
Total (A) + (B)	30,00,000	100.00	1,00,00,000	100.00
Custodian (C)	0	0	0	0
Grand Total (A) + (B) + (C)	30,00,000	100.00	1,00,00,000	100.00

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5. 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).

6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee:

Name of the Allottees	Ultimate Beneficial Owners*	PAN / Passport No. (in case of Foreign Nation) of Ultimate Beneficial Owners
Vasantkumar Lavjibhai Mangroliya **	Vasantkumar Lavjibhai Mangroliya	ABYPM9524E
Madhu Nanji Vekaria**	Madhu Nanji Vekaria	AATPV7121L
Vinubhai Nanjibhai Vekaria**	Vinubhai Nanjibhai Vekaria	AASPV0309H
Manan Pavankumar Trivedi**	Manan Pavankumar Trivedi	AJMPT0720D
Pavankumar Dhirajlal Trivedi**	Pavankumar Dhirajlal Trivedi	AAZPT5642E
Mahima Saraf	Mahima Saraf	ABNPA3317N
Annanyaa Deepak Trivedi	Annanyaa Deepak Trivedi	AMSPT0455A
Piyush Arvindbhai Vasa	Piyush Arvindbhai Vasa	ABNPV6309F
Kamini Shah	Kamini Shah	AVKPS0655C
Jitendra M Busa J/w Nayana J Busa	Jitendra M Busa J/w Nayana J Busa	AAEPB8380N
Dharmesh Vinodbhai Patel	Dharmesh Vinodbhai Patel	AIUPP3544N
Utkarsh Ajaykumar Patel	Utkarsh Ajaykumar Patel	BKYPP5369Q
Nishit Doshi	Nishit Doshi	AQDPD3045E
Vijaykumar Kanubhai Gajjar	Vijaykumar Kanubhai Gajjar	ACCPG0914F
Keshavji Bhurabhai Dobaría	Keshavji Bhurabhai Dobaría	ADFPD6821Q
Divyesh Rambhai Kotadia	Divyesh Rambhai Kotadia	ADSPK1561F
Kakadiya Valjibhai Dharamshibhai	Kakadiya Valjibhai Dharamshibhai	BONPK7416Q
Bharatbhai Gordhanbhai Khachariya	Bharatbhai Gordhanbhai Khachariya	ACGPP7071E
Antala Frenibhai R	Antala Frenibhai R	ALOPA7938C
Nilesh D Dhuliya	Nilesh D Dhuliya	AGBPD2767N
Sanket Vijay Maheshwari	Sanket Vijay Maheshwari	BAFPM8377J
Sachapara Gautam Bharatbhai	Sachapara Gautam Bharatbhai	DUVPS6648C
Hetal Abhishek Kamdar	Hetal Abhishek Kamdar	APOPK3910J

#All proposed allottees are individuals hence there will be no requirement Ultimate Beneficial Owners

**** On completion of the open offer will be classified as Promoter of the Company.**

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7. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in issuer consequent to the preferential issue:

- Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi through this preferential allotment of shares acquiring 43.00% of the proposed enhanced capital of the company and acquired 27,55,000 (27.55 %) equity Shares by way of SPA entered with existing public shareholders.
- Accordingly, Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi in compliance with Regulation 3 (1) & 4 of the SEBI (SAST) Regulations, 2011 have given an open offer which is presently pending for completion before the regulator SEBI. **There will be change in control post completion of the open offer.**

8. Undertaking:

- A. The Company hereby undertakes that the price at which the equity shares are proposed to be allotted is not lower than the minimum price calculated as per applicable the SEBI (ICDR) Regulations, 2018. It would re-compute the price of the equity shares specified above, in terms of the provisions of the SEBI (ICDR) Regulations, 2018, if and where it is required to do so;
- B. The Company hereby undertakes that If the amount payable on account of re-computation of price is not paid within the time stipulated in this SEBI (ICDR) Regulations, 2018, the above equity shares, shall continue to be locked in till the time such amount is paid by the Proposed Allottee;

9. Disclosures:

Neither the issuer Company, nor its directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

10. Current and proposed status of the Proposed Allottee post the preferential issue namely, promoter or non-promoter:

Sr. No.	Details of Proposed Allottee	Pre status of the proposed allottee	Post status of the proposed allottee
1	Vasantkumar Lavjibhai Mangroliya	Public (non-promoter)	Public (non-promoter) But on completion of Open offer, he will be reclassified as Promoter category.
2	Madhu Nanji Vekaria	Public (non-promoter)	Public (non-promoter)

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			But on completion of Open offer, he will be reclassified as Promoter category.
3	Vinubhai Nanjibhai Vekaria	Public (non-promoter)	Public (non-promoter) But on completion of Open offer, he will be reclassified as Promoter category.
4	Manan Pavankumar Trivedi	Public (non-promoter)	Public (non-promoter) But on completion of Open offer, he will be reclassified as Promoter category.
5	Pavankumar Dhirajlal Trivedi	Public (non-promoter)	Public (non-promoter) But on completion of Open offer, he will be reclassified as Promoter category.
6	Mahima Saraf	Public (non-promoter)	Public (non-promoter)
7	Annanyaa Deepak Trivedi	Public (non-promoter)	Public (non-promoter)
8	Piyush Arvindbhai Vasa	Public (non-promoter)	Public (non-promoter)
9	Kamini Shah	Public (non-promoter)	Public (non-promoter)
10	Jitendra M Busa J/W Nayana J Busa	Public (non-promoter)	Public (non-promoter)
11	Dharmesh Vinodbhai Patel	Public (non-promoter)	Public (non-promoter)
12	Utkarsh Ajaykumar Patel	Public (non-promoter)	Public (non-promoter)
13	Nishit Doshi	Public (non-promoter)	Public (non-promoter)
14	Vijaykumar Kanubhai Gajjar	Public (non-promoter)	Public (non-promoter)
15	Keshavji Bhurabhai Dobarua	Public (non-promoter)	Public (non-promoter)
16	Divyesh Rambhai Kotadia	Public (non-promoter)	Public (non-promoter)
17	Kakadiya Valjibhai Dharamshibhai	Public (non-promoter)	Public (non-promoter)
18	Bharatbhai Gordhanbhai Khachariya	Public (non-promoter)	Public (non-promoter)
19	Antala Frenibhai R	Public (non-promoter)	Public (non-promoter)

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20	Nilesh D Dhuliya	Public (non-promoter)	Public (non-promoter)
21	Sanket Vijay Maheshwari	Public (non-promoter)	Public (non-promoter)
22	Sachapara Gautam Bharatbhai	Public (non-promoter)	Public (non-promoter)
23	Hetal Abhishek Kamdar	Public (non-promoter)	Public (non-promoter)

As in this preferential issue of 70,00,000 equity Shares, Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi subscribing total 43,00,000 Equity shares of expanded share capital and they are also acquiring collectively 27,55,000 equity shares through Share Purchase Agreement from existing shareholders, post subscription of shares and acquisition of shares through SPA, and completion of open offer they will be classified as promoter(s) of the company in compliance with Regulation 3(1) & 4 of SEBI (SAST) Regulations, 2011.

11. Relevant Date:

In accordance with under Regulation 161 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Relevant Date for the purpose of determining the pricing of shares is 15-04-2025, being the date that is 30 days prior to the date of the ensuing Extra - Ordinary General Meeting.

12. Pricing:

The issue price of Rs. 12/- Per share of face value of Rs. 10/- each and is in accordance with regulation 164/165/166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the **Relevant Date is April 15, 2025.**

The Valuation as per valuation Report is Rs. 10/- per equity share as per Regulations 164, 165 & 166A of the SEBI (ICDR) Regulations, 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: Applicable

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.

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, as the case may be, or the price determined under

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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.

This preferential issue amount to change in management /control and acquisition of shares of around 43.00%. The Open Offer price given is Rs. 12/- per share of face value of Rs. 10/- each. The issue price of equity shares in the present preferential issue after considering the pricing requirement decided Rs. 12/- per share.

Considering the pricing requirements given under Regulations 164, 165 & 166A(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Articles of Association of the Company and valuation report issued by IBBI registered valuer, we have determined the Fair Value of Equity Shares for subscription and it is Rs. 12/- per equity shares having face value of Rs. 10/- each which is also in compliance with the SEBI (SAST) Regulations, 2011.

13. Capital of the Company:

Present Authorised Capital of the Company	30,00,000 equity shares of face value of Rs. 10/- each aggregating Rs. 3,00,00,000/- . The Company is also increasing its Authorized share capital to Rs. 10,00,00,000/- as stated in resolution no. 2 of this notice.
Present Paid up capital of the Company	30,00,000 equity shares of face value of Rs. 10/- each aggregating Rs. 3,00,00,000/-
Increase of Capital of the Company to absorb the preferential allotment of shares	70,00,000 equity shares of face value of Rs. 10/- each aggregating Rs. 7,00,00,000/-.
Post Preferential Paid up capital of the Company	1,00,00,000 equity shares of face value of Rs. 10/- each aggregating to Rs. 10,00,00,000/-.

The present status of the previous pre-preferential issue is as under:

Details of Issue/Allotment	Date of Allotment	Status of conversion into equity shares	Status of Listing	Status of Trading approval
27,55,000 Equity shares	01/03/2025	NA	Listing Approval received	Trading Approval received

14. Date of Board Resolution:

The Board at their meeting held on 09th April, 2025 recommended the issue of 70,00,000 equity

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shares of face value of Rs 10/- each at an issue price of Rs. 12/- per share as per Chapter V of SEBI (LODR) Regulations, 2015.

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

- a. all the equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- b. the Proposed resolution to be passed as a special resolution;
- c. all equity shares (pre-holdings) held by the below proposed allottees in the issuer are in dematerialized form, if any; Note that none of the proposed allottees are holding any shares prior to this preferential allotment of shares.
- d. 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 and other applicable regulations 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); The Company further submits that post allotment of the shares the public holding in the company is more than 25% of the issued and subscribed capital of the company.
- e. The company has obtained the Permanent Account Number (except those allottees which may be exempt from specifying their Permanent Account Number for transacting in the securities market by the Board) of proposed allottees to the extent applicable and demat number of the proposed allottee and confirmation that shares can be credited to their demat accounts; and
- f. The Company has obtained a declaration from the proposed allottees that it has not sold any shares during the 90 trading days preceding the relevant date and also is not willful a defaulter or there is no any prohibition to subscribe the shares.
- g. The Company will make an application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when the notice to be/ has been issued in respect of the general meeting seeking shareholders' approval by way of special resolution. Presently the company is only listed at BSE.
- h. Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi will subscribe total 43,00,000 equity shares having face value of Rs. 10/- each at Rs. 12/- per share aggregating to 43.00% of post allotment of the shares by way of preferential allotment of shares. Because of this proposed allotment to the said allottees, they have

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given an open offer under Regulation 3(1) & 4 of the SEBI (SAST) Regulations, 2011 which is pending for completion.

Accordingly, in terms of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, consent of the members is being sought for the raising of funds aggregating up to Rs. 8,40,00,000/- (Eight Crores Forty Lakhs Only) by way of issuance of up to 70,00,000 (Seventy Lakhs) equity shares of Rs. 10/- each ("Equity Shares") at an issue price of Rs. 12/- per Equity Share, on a preferential basis to the Proposed Allottees as the Board of Directors of the Company may determine in the manner appropriate.

As members are aware that the company needs fund for objects as stated above, the Board of Directors in their meeting held on 09th April, 2025 decided to come up with a preferential issue for raising the funds by way of issuing Equity shares to the above said proposed allottees (non-promoters).

This proposed allotment will help the company to improve its debt -equity ratio and by this issue of new shares, the wealth of the Shareholders and other stake holders will increase.

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

Regulations 164, 165 & 166A of the SEBI (ICDR) Regulations, 2018 prescribes the minimum price at which a preferential issue shall be made. Accordingly, the company has obtained the valuation report from the registered valuer named Mr. Bhavesh M Rathod - IBBI Registered Valuer having Registration No. IBBI/RV/06/2019/10708 and same are available at the website of the company at www.yashtradingfinance.com and also available at the registered office of the company. Considering the said report board has decided issue price Rs. 12/- per equity share.

***the shares of the company is infrequently traded as 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 also 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 under this preferential issue	Post issue holding	Post issue %
1	Vasantkumar Lavjibhai Mangroliya	ABYPM9524E	Public (Non-Promoter)	0	0	900000	900000	9.00

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2	Madhu Nanji Vekaria	AATPV7121L	Public (Non-Promoter)	0	0	900000	900000	9.00
3	Vinubhai Nanjibhai Vekaria	AASPV0309H	Public (Non-Promoter)	0	0	900000	900000	9.00
4	Manan Pavankumar Trivedi	AJMPT0720D	Public (Non-Promoter)	0	0	700000	700000	7.00
5	Pavankumar Dhirajlal Trivedi	AAZPT5642E	Public (Non-Promoter)	0	0	900000	900000	9.00

16. 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: Not Applicable

The Security-wise details is as follows:

Details of Issue	No of allottees	Price Per Share	Date of Allotment	Status of conversion into equity shares	Status of Listing	Status of Trading
NA	NA	NA	NA	NA	NA	NA

17. Proposed Allottees:

The name, Address, Category and PAN of the proposed allottees are under:

Sr. No.	Name	Category	PAN	Address
1.	Vasantkumar Lavjibhai Mangroliya	Public (Non-Promoter) (Will reclassify after completion of open offer as Promoter)	ABYPM9524E	B 1102 Atlantis Flats C Wings Near Imperial Heights Opp Bigbazar 150 Ft Ring Road Bazar 150 Ft Ring Road Rajkot, 360007
2.	Madhu Nanji Vekaria	Public (Non-Promoter) (Will reclassify after completion of open offer as Promoter)	AATPV7121L	Atlantis Flat B/1103 11th Fr 150 Rd Opp Big Bazar Rajkot, 360005
3.	Vinubhai Nanjibhai Vekaria	Public (Non-Promoter)	AASPV0309H	801 Thakor Dwar App Sant Bhojal Ram Marg

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		(Will reclassify after completion of open offer as Promoter)		Opp Parn Kuti Police Station Rajkot, 360001
4.	Manan Pavankumar Trivedi	Public (Non-Promoter) (Will reclassify after completion of open offer as Promoter)	AJMPT0720D	Samarpan Swati Society Block, No.19B Kalawad Road Satyasai, Hospital Road, RAJKOT 360005
5.	Pavankumar Dhirajlal Trivedi	Public (Non-Promoter) (Will reclassify after completion of open offer as Promoter)	AAZPT5642E	Samarpan Swati Society Block No 19b Satya Sai Hospital Road Kalawad Road Sau Uni Area Rajkot, 360005
6.	Mahima Saraf	Public (Non-Promoter)	ABNPA3317N	C-93 Kalpataru Sparkle Gandhi Nagar Near Mig Club Bandra East Mumbai, 400051
7.	Annanyaa Deepak Trivedi	Public (Non-Promoter)	AMSPT0455A	1201 Neptune Florencia C H S L Valji Ladha Road Mulund West Mumbai 400080
8.	Piyush Arvindbhai Vasa	Public (Non-Promoter)	ABNPV6309F	11 Nav Vithal Bldg, 3rd Floor Ram Nagar, Dombivali E, Thane 422001
9.	Kamini Shah	Public (Non-Promoter)	AVKPS0655C	Flat No 401, New Milan CHSL, 4th Floor Bapubhai Vashi Road, Vile Parle West, Mumbai 400056
10.	Jitendra M Busa J/W Nayana J Busa	Public (Non-Promoter)	AAEPB8380N	304 Patkeshwar Apts Ram Mandir Road Babhai Naka L T Road Borivali West Mumbai-400092
11.	Dharmesh Vinodbhai Patel	Public (Non-Promoter)	AIUPP3544N	C 206 Matru 88 Appt Nr Express Highway Ramol New Maninagar Vastral Ahmedabad, 382418
12.	Utkarsh Ajaykumar Patel	Public (Non-Promoter)	BKYPP5369Q	15 1st Floor Surbhi Appt 15 1st Floor Surbhi Appt Thaltej Ahmedabad, 380054
13.	Nishit Doshi	Public (Non-Promoter)	AQDPD3045E	18/B Scheme No.78 Sector- A, Near Transform Gym Vijay Nagar Indore, 452010

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14.	Vijaykumar Kanubhai Gajjar	Public (Non-Promoter)	ACCPG0914F	Seva Kunj Plot No 53 1 Janta Society Tagor Road Opp Lic Office Rajkot 360001
15.	Keshavji Bhurabhai Dobarua	Public (Non-Promoter)	ADFPD6821Q	Samarpan Blok No 58 1 Ghanshyamnagar East Kalavad Rd Behind Crystal Mall Rajkot, 360001
16.	Divyesh Rambhai Kotadia	Public (Non-Promoter)	ADSPK1561F	Block 201 Kevalam Apartment 3 Marutinagar Airport Road Rajkot, 360001
17.	Kakadiya Valjibhai Dharamshibhai	Public (Non-Promoter)	BONPK7416Q	Om Appt Second Flr Mayur Park 2 Syamvadi Street Bhakti Nagar Circle Nr Geeta Mandir Rajkot, 360002
18.	Bharatbhai Gordhanbhai Khachariya	Public (Non-Promoter)	ACGPP7071E	Shivam Complex Block No Shivam Complex Block No Near H J Doshi Hospital Rajkot, 360004
19.	Antala Frenibhai R	Public (Non-Promoter)	ALOPA7938C	3020 Sanatan 3a Amba Township Pvt Ltd Sector 4 B H Trimandir Sankul Adalaj Gandhinagar, 382421
20.	Nilesh D Dhuliya	Public (Non-Promoter)	AGBPD2767N	Radhakrushan Ng.Str.No.1 Bhd Geb Opp Shrinathji Gondal Rajkot 360311
21.	Sanket Vijay Maheshwari	Public (Non-Promoter)	BAFPM8377J	Sanjay Apartment Flat No A72 Near Circuit House Sardar Bagh Rajkot 360001
22.	Sachapara Gautam Bharatbhai	Public (Non-Promoter)	DUVPS6648C	Shivngr Budhel Bhavnagar 364002
23.	Hetal Abhishek Kamdar	Public (Non-Promoter)	APOPK3910J	Abhishek A-901,Shalibhadra Appt,Kailas Nagar,Majura Abhishek A-901,Shalibhadra Appt,Kailas Nagar,Majura Gate Sagrampura Putli Surat 395002

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18. Pre-Holdings of proposed allottee: Not Applicable

As on date the following allottee have pre-holdings:

Sr. No.	Name	No. of shares	%	Pre-holding Lock In release date
1	Vasantkumar Lavjibhai Mangroliya	0	0	NA
2	Madhu Nanji Vekaria	0	0	NA
3	Vinubhai Nanjibhai Vekaria	0	0	NA
4	Manan Pavankumar Trivedi	0	0	NA
5	Pavankumar Dhirajlal Trivedi	0	0	NA
6	Mahima Saraf	0	0	NA
7	Annanyaa Deepak Trivedi	0	0	NA
8	Piyush Arvindbhai Vasa	0	0	NA
9	Kamini Shah	0	0	NA
10	Jitendra M Busa J/W Nayana J Busa	0	0	NA
11	Dharmesh Vinodbhai Patel	0	0	NA
12	Utkarsh Ajaykumar Patel	0	0	NA
13	Nishit Doshi	0	0	NA
14	Vijaykumar Kanubhai Gajjar	0	0	NA
15	Keshavji Bhurabhai Dobarra	0	0	NA
16	Divyesh Rambhai Kotadia	0	0	NA
17	Kakadiya Valjibhai Dharamshibhai	0	0	NA
18	Bharatbhai Gordhanbhai Khachariya	0	0	NA
19	Antala Frenibhai R	0	0	NA
20	Nilesh D Dhuliya	0	0	NA
21	Sanket Vijay Maheshwari	0	0	NA
22	Sachapara Gautam Bharatbhai	0	0	NA
23	Hetal Abhishek Kamdar	0	0	NA

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.: **NA**

19. The percentage of the post-preferential issue that may be held by the Proposed Allottee and change in control, if any, in the Company consequent to the Preferential issue:

Sr. No.	Name of the proposed allottee	Category	Pre-Issue holding	%	No of equity shares proposed to be allotted	% of the current allotment	Post issue holding (No. of Equity shares)	% Post issue holding	Change in holding (%)
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1	Vasantkumar Lavjibhai Mangroliya	Public (Non-Promoter)	0	0.00	900000	12.86	900000	9.00	9.00
2	Madhu Nanji Vekaria	Public (Non-Promoter)	0	0.00	900000	12.86	900000	9.00	9.00
3	Vinubhai Nanjibhai Vekaria	Public (Non-Promoter)	0	0.00	900000	12.86	900000	9.00	9.00
4	Manan Pavankumar Trivedi	Public (Non-Promoter)	0	0.00	700000	10.00	700000	7.00	7.00
5	Pavankumar Dhirajlal Trivedi	Public (Non-Promoter)	0	0.00	900000	12.86	900000	9.00	9.00
6	Mahima Saraf	Public (Non-Promoter)	0	0.00	25000	0.36	25000	0.25	0.25
7	Annanyaa Deepak Trivedi	Public (Non-Promoter)	0	0.00	50000	0.71	50000	0.50	0.50
8	Piyush Arvindbhai Vasa	Public (Non-Promoter)	0	0.00	5000	0.07	5000	0.05	0.05
9	Kamini Shah	Public (Non-Promoter)	0	0.00	5000	0.07	5000	0.05	0.05
10	Jitendra M Busa J/W Nayana J Busa	Public (Non-Promoter)	0	0.00	10000	0.14	10000	0.10	0.10
11	Dharmesh Vinodbhai Patel	Public (Non-Promoter)	0	0.00	10000	0.14	10000	0.10	0.10
12	Utkarsh Ajaykumar Patel	Public (Non-Promoter)	0	0.00	10000	0.14	10000	0.10	0.10
13	Nishit Doshi	Public (Non-Promoter)	0	0.00	25000	0.36	25000	0.25	0.25
14	Vijaykumar Kanubhai Gajjar	Public (Non-Promoter)	0	0.00	310000	4.43	310000	3.10	3.10
15	Keshavji Bhurabhai Dobarra	Public (Non-Promoter)	0	0.00	380000	5.43	380000	3.80	3.80

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16	Divyesh Rambhai Kotadia	Public (Non-Promoter)	0	0.00	275000	3.93	275000	2.75	2.75
17	Kakadiya Valjibhai Dharamshibhai	Public (Non-Promoter)	0	0.00	265000	3.79	265000	2.65	2.65
18	Bharatbhai Gordhanbhai Khachariya	Public (Non-Promoter)	0	0.00	280000	4.00	280000	2.80	2.80
19	Antala Frenibhai R	Public (Non-Promoter)	0	0.00	285000	4.07	285000	2.85	2.85
20	Nilesh D Dhuliya	Public (Non-Promoter)	0	0.00	275000	3.93	275000	2.75	2.75
21	Sanket Vijay Maheshwari	Public (Non-Promoter)	0	0.00	400000	5.71	400000	4.00	4.00
22	Sachapara Gautam Bharatbhai	Public (Non-Promoter)	0	0.00	40000	0.57	40000	0.40	0.40
23	Hetal Abhishek Kamdar	Public (Non-Promoter)	0	0.00	50000	0.71	50000	0.50	0.50

This preferential issue of the Equity shares will result into change in the Management or control of the Company on completion of open offer given by Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi.

20. Change in Control:

The issue of the Equity shares will result into change in the Management or control of the Company on completion of open offer given by Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi. As per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") this increase of the holding of individual allottees will result into trigger an open offer, detailed information is as given below:

- Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi through this preferential allotment of shares acquiring 43.00% of the proposed enhanced capital of the company.
- Accordingly, Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi in compliance with Regulation 3(1) & 4 of the SEBI (SAST) Regulations,

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2011 have given an open offer which is presently pending for completion before the regulator SEBI. There will be also change in control post completion of the open offer.

21. Reasoned Recommendation from Committee of Independent Directors of the issuer Company pursuant to Regulation 166A(2) of SEBI (ICDR) Regulations, 2018:

In accordance with the provision of Regulation 166A (2) of SEBI (ICDR) Regulations, 2018, the Meeting of committee of Independent Directors was held on 09th April, 2025, all Independent Directors have made reasoned recommendation after considering all the aspects relating to the preferential issue including Pricing on preferential issue of up to 70,00,000 Equity Shares having face value of Rs. 10/- each at issue Price of Rs. 12/- each which also results change in control of the Company (Issuer) pursuant to Regulation 3 (1) & 4 of SEBI (SAST) Regulations, 2011. The main reasons are:

- I. The company under the leadership of Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi who have vast experience of the present business and new business of solar and renewable energy which company venturing into soon.
- II. Their involvement in the company is in the best interest of the minority shareholders and it will help to start revenue/ business in the company, increase growth of the company and maximise wealth/ value of the company and all stakeholders.

This preferential allotment of shares will entitle Mr. Vasantkumar Lavjibhai Mangroliya, Mr. Madhu Nanji Vekaria, Mr. Vinubhai Nanjibhai Vekaria, Mr. Manan Pavankumar Trivedi and Mr. Pavankumar Dhirajlal Trivedi around 43.00% of the enhanced capital resulting in change of management of the company. It will be coming with an open offer in compliance with Regulation 3 (1) & 4 of the SEBI (SAST) Regulations, 2011.

The Voting Pattern of Committee meeting of Independent Directors is as given below (Only all independent Directors were present in the meeting):

a) PREFERENTIAL ISSUE AND ALLOTMENT OF 70,00,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH TO NON-PROMOTER(S) OF THE COMPANY:

Name of Independent Director	Vote casted in favour of resolution	Vote casted against the resolution
Aakansha Vaid	✓	-
Amarendra Mohapatra	✓	-
Akhil Nair	✓	-
Shitalbhai Mohanbhai Patel	✓	-

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22. 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 SEBI (ICDR) Regulations, 2018.

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.

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: NA

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.:
NA

23. Practicing Company Secretary's Certificate:

A certificate from Ms. Sonam Jain, practicing Company Secretaries 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.

None of the Directors/KMP or their relatives are concerned or interested in the said resolution.

As and when the Board take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as Special Resolution.

In accordance with Sections 23(1)(b), 39, 42 and 62(1)(c) 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.

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ITEM NO. 2: TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 10,00,00,000/- (RUPEES TEN CRORE ONLY) CONSISTING OF 1,00,00,000 (ONE CRORE) EQUITY SHARES OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) PER EQUITY SHARE UNDER SECTION 61 OF THE COMPANIES ACT, 2013.

The Present Authorized Capital of the Company is Rs. 3,00,00,000/- (Rupees Three Crore only) consists of 30,00,000 (Thirty Lakhs) equity shares and the paid -up capital of the Company consists of 30,00,000 (Thirty Lakhs) equity shares of face value of Rs 10/- each aggregating to Rs. 3,00,00,000/- (Rupees Three Crore only). To accommodate the fresh issue of the capital by way of preferential issue, the company needs to increase its authorized capital.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 3,00,00,000/- (Rupees Three Crore only) consists of 30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 10,00,00,000/- (Rupees Ten Crore only) consisting of 1,00,00,000 (One Crore) 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 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 REGULARIZE/APPOINT MRS. AAKANSHA VAID (DIN: 02796417) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as an Independent Directors on the Board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularize appointment of Mrs. Aakansha Vaid (DIN: 02796417) from Additional Independent Director to Independent Director of the Company.

The Company has received from Mrs. Aakansha Vaid (DIN: 02796417):

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- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that she is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming her eligibility for such appointment and
- (iii) a declaration to the effect that she meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office up to the date of ensuing Annual General Meeting.

Since Mrs. Aakansha Vaid (DIN: 02796417) was appointed as an Additional Director on the board with effect from 19th December, 2024 and her term of office will expire on the day of AGM or 3-months, whichever is earlier to the extent applicable. However, she can be regularized as a director with the approval of members of the Company at any general meeting. She has qualified the Independent Director's Examination and fulfils the conditions for their appointment as an Independent Director as specified in the Act and Listing Regulations.

The Nomination and Remuneration Committee has recommended the appointment of Mrs. Aakansha Vaid as an Independent Director for a period of Five years. She is not liable to retire by rotation.

In the opinion of the Board Mrs. Aakansha Vaid fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as an Independent Director and she is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mrs. Aakansha Vaid (DIN: 02796417) as an Independent non- executive Director is now being placed before the Members for their approval.

A copy of the draft letter for the appointment of Mrs. Aakansha Vaid (DIN: 02796417) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 5 p.m. from Monday to Friday till the date of General Meeting of the members.

Mrs. Aakansha Vaid (DIN: 02796417) being appointee is interested in her appointment. Besides this none of the other Directors of the Company/their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the resolutions as set out at Item No. 3 for approval of the members as Special Resolution.

Brief Profile of Mrs. Aakansha Vaid (DIN: 02796417) {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)}

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Description	Details
Name of the Director	Aakansha Vaid
DIN	02796417
Age	37
Qualification	Company Secretary
Date of Appointment	19 th December, 2024
Terms of Proposed appointment	Non-Executive Independent Director, Not liable to retire by rotation
Experience	Mrs. Aakansha Vaid is a Company Secretary by profession. She was a Practicing Company Secretary and having experience of more than 10 years of experience now since last one year she is in employment. She has also done the LLB and other graduation in the field of BBA (Bachelor of Business & Administration).
Other directorship	1. DECCAN BEARINGS LTD 2. INTEGRATED HITECH LIMITED
Other listed Chairmanship /Membership	<u>INTEGRATED HITECH LIMITED:</u> Audit Committee - Member Nomination and Remuneration Committee – Member Stakeholder Relationship Committee – Chairperson Corporate Social Responsibility Committee – Chairperson
Partners in LLP	Nil
Shareholding in the Company	Nil
Shareholdings in any Group Companies	Nil
Any relationship with KMP	N.A.
Any relationship with Promoters	N.A.
Disclosure of relationship between inter-se	N.A.

ITEM NO. 4: TO REGULARISE/APPOINT MR. AMARENDRA MOHAPATRA (DIN: 03609521) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as an Independent Directors on the Board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularize appointment of Mr. Amarendra Mohapatra (DIN: 03609521) from Additional Independent Director to Independent Director of the Company.

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The Company has received from Mr. Amarendra Mohapatra (DIN: 03609521):

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment and
- (iii) a declaration to the effect that he meets the criteria of Independence as provided in subsection (6) of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office up to the date of ensuing Annual General Meeting.

Since Mr. Amarendra Mohapatra (DIN: 03609521) was appointed as an Additional Director on the board with effect from 19th December, 2024 and his term of office will expire on the day of AGM or 3-months, whichever is earlier to the extent applicable. However, he can be regularized as a director with the approval of members of the Company at any general meeting. He has qualified the Independent Director's Examination and fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Amarendra Mohapatra as an Independent Director for a period of Five years. He is not liable to retire by rotation.

In the opinion of the Board Mr. Amarendra Mohapatra fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as an Independent Director and he is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mr. Amarendra Mohapatra (DIN: 03609521) as an Independent non- executive Director is now being placed before the Members for their approval.

A copy of the draft letter for the appointment of Mr. Amarendra Mohapatra (DIN: 03609521) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 5 p.m. from Monday to Friday till the date of General Meeting of the members.

Mr. Amarendra Mohapatra (DIN: 03609521) being appointee is interested in his appointment. Besides this none of the other Directors of the Company/their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

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

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Brief Profile of Mr. Amarendra Mohapatra (DIN: 03609521) {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)}

Description	Details
Name of the Director	Amarendra Mohapatra
DIN	03609521
Age	39
Qualification	Company Secretary
Date of Appointment	19 th December, 2024
Terms of Proposed appointment	Non-Executive Independent Director. Not liable to retire by rotation
Experience	He has a wide experience and expertise in the field of Secretarial and legal Compliance field for over a Decade. Also. being the proprietor of M/s. Amarendra Mohapatra & Associates. He brings his expertise of handling independently all legal and secretarial work, share transfer. works related to investor grievances and proficiency in mergers. takeovers and delegation of tasks
Other directorship	3. SKY INDUSTRIES LIMITED 4. SUMITA MANAGEMENT CONSTANCY PRIVATE LIMITED 5. MACRO DEALCOMM PRIVATE LIMITED 6. RED TWIGS CONSULTANCY PRIVATE LIMITED 7. SK STABEL INDUSTRIES PRIVATE LIMITED
Other listed Chairmanship /Membership	SKY INDUSTRIES LIMITED: Audit Committee - Member Nomination and Remuneration Committee – Member Stakeholder Relationship Committee – Member
Partners in LLP	Nil
Shareholding in the Company	Nil
Shareholdings in any Group Companies	Nil
Any relationship with KMP	N.A.
Any relationship with Promoters	N.A.
Disclosure of relationship between inter-se	N.A.

ITEM NO. 5 & 6: TO REGULARISE/APPOINT MR. VISHVAJITSINH DILIPSINH JADEJA (DIN: 10989282) MANAGING DIRECTOR (I.E., FROM ADDITIONAL DIRECTOR TO DIRECTOR, AND THEN FROM DIRECTOR TO MANAGING DIRECTOR) OF THE COMPANY AND FIXING HIS REMUNERATION:

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment, under Section 161 of the Companies Act, of Mr. Vishvajitsinh

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Dilipsinh Jadeja (DIN: 10989282) in the meeting held on February 25, 2025 with effect from March 10, 2025. The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc. in the business of the Company, decided that she satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended to the board his appointment from additional Director to Director by way of regularization and Approval of his position as the Managing Director of the Company with effect from March 10, 2025 for three years.

The Company had received consent letter from Mr. Vishvajitsinh Dilipsinh Jadeja (DIN: 10989282) to act as a Director/Managing Director of the Company.

In view of Section 160 the Company has already obtained notice in writing, from member under section 160 of the Companies Act, 2013 proposing his candidature.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Vishvajitsinh Dilipsinh Jadeja (DIN: 10989282) are as under:

- a. Tenure of appointment — 3 years w.e.f. March 10, 2025
- b. Salary, perquisites and allowances: The perquisites and allowances shall be evaluated, wherever applicable, as per the Company's Policy and the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
- c. The remuneration:

Sr. No.	Financial Year	Remuneration (In Rs.)
1	FY 2024-25 (w.e.f. 10/03/2025)	Rs. 50,000/- per month
2	FY 2025-26	Rs. 50,000/- per month
3	FY 2026-27 & 2027-28 (until 09/03/2028)	Rs. 50,000/- per month

The break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy.

Gratuity and PF will be as per rules of the Company with liberty to merge previous gratuity (under any other group company) with current employment.

- d. Other benefits as per company policy and Schedule V of the companies Act, 2013. Mediclaim and Domiciliary hospitalization for self, spouse and maximum of two unmarried children, Annual Health Check-up for Self and Spouse, Group Personal Accident and Life Insurance Cover for Self.
- e. Travelling allowances including insurance for business trips as per Company's Policy. The break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy.

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- f. Increment / Variance in remuneration, if deemed fit, including performance linked incentive, subject to recommendation of Nomination and Remuneration Committee and approval of Board of Directors.

The office of the Managing Director may be terminated by either party by giving 3 (three) months' prior notice in writing.

In the absence of or inadequacy of profits in any financial year during the tenure of his appointment, the above remuneration including the perquisites will be paid as minimum remuneration fulfilling criteria of appointment in accordance with Schedule V of the Companies Act, 2013.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

i. General Information

Nature of Industries	Engaged in Business of Trading of Goods
Date or expected date of commencement of commercial production	Not Applicable
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	The company is diversifying its business and expecting good revenue in near future.
Foreign Investments or collaborations, if any.	Not applicable

ii. Information of appointee, Mr. Vishvajitsinh Dilipsinh Jadeja / Brief Profile of Mr. Vishvajitsinh Dilipsinh Jadeja {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)} and Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

Description	Details
Name	Mr. Vishvajitsinh Dilipsinh Jadeja
DIN	10989282
Age	59 years
Qualification	10th pass
Experience / Job Profile /Suitability	Mr. Jadeja is a technical pioneer in the field of electronic and solar EPC contract. He is having a rich experience of 40 years in the field of Electronic and Solar EPC segment. He will be more

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	instrumental in the Company's future Growth prospective.
Terms and Conditions of appointment	Managing Director for a period of 3 years.
Remuneration last drawn from the Company	N.A.
Remuneration proposed	As stated above in point no. C of this statement.
Past Remuneration	N.A.
Justification for choosing the appointees as Independent Director	N.A.
Date of first appointment on the Board of the Company.	March 10, 2025
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	There is no other relationship between Directors.
Shareholding in the Company (as on the date of EGM Notice)	Nil
Directorships of other Board	Nil
Membership/Chairmanship of Committees of Board of Directors of other companies	Nil
Comparative remuneration profile with respect to industries, size of company, profile of the position and Person.	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V Companies Act, and is comparable to the remuneration of Managing Director levels of similar sized trading of goods related companies.
Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.	There is no Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.
Recognition or awards	Nil

iii. Other Information

Description	Details
Reasons of loss or inadequate profits	Loss or inadequate profits due to bad market condition. Hence, Now the company is expecting good revenue in near future.
Steps taken or proposed to be taken for improvement.	The company is trying to reduce all expenses to improve the profitability

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Expected increase in productivity and profits in measurable terms	Considering present demand of business and market condition, it is expected to have good revenue and profit in near future.
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The above may be treated as a written memorandum setting out the terms of appointment of Mr. Vishvajitsinh Dilipsinh Jadeja (DIN: 10989282) under Section 190 of the Act.

Mr. Vishvajitsinh Dilipsinh Jadeja (DIN: 10989282) satisfies all the conditions set out in Part-I of Schedule V of the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of Mr. Vishvajitsinh Dilipsinh Jadeja (DIN: 10989282) are as stated below in point No. ii of "Information required under Section II, Part II of Schedule V of the Companies Act, 2013" pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Vishvajitsinh Dilipsinh Jadeja (DIN: 10989282) are interested in the resolution set out at Item No. 5 & 6 of the Notice.

The relatives of Mr. Vishvajitsinh Dilipsinh Jadeja (DIN: 10989282) may be deemed to be interested in the resolution set out at Item No. 5 & 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except stated above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. It is proposed to seek members' approval for appointment of and remuneration payable to Mr. Vishvajitsinh Dilipsinh Jadeja (DIN: 10989282) as a Managing Director of the Company, under category of Executive Director, in terms of the applicable provisions of the Companies Act, 2013.

The Board of Directors Recommends the Special Resolution set out at Item No. 5 & 6 of the Notice for approval of the members.

ITEM NO. 7: TO REGULARISE/APPOINT MR. AKHIL NAIR (DIN: 07706503) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as an Independent Directors on the Board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularize appointment of Mr. Akhil Nair (DIN: 07706503) from Additional Independent Director to Independent Director of the Company.

The Company has received from Mr. Akhil Nair (DIN: 07706503):

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- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment and
- (iii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office up to the date of ensuing Annual General Meeting.

Since Mr. Akhil Nair (DIN: 07706503) was appointed as an Additional Director on the board with effect from 10th March, 2025 and his term of office will expire on the day of AGM or 3-months, whichever is earlier to the extent applicable. However, he can be regularized as a director with the approval of members of the Company at any general meeting. He has qualified the Independent Director's Examination and fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Akhil Nair as an Independent Director for a period of Five years. He is not liable to retire by rotation.

In the opinion of the Board Mr. Akhil Nair fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as an Independent Director and he is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mr. Akhil Nair (DIN: 07706503) as an Independent non- executive Director is now being placed before the Members for their approval.

A copy of the draft letter for the appointment of Mr. Akhil Nair (DIN: 07706503) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 5 p.m. from Monday to Friday till the date of General Meeting of the members.

Mr. Akhil Nair (DIN: 07706503) being appointee is interested in his appointment. Besides this none of the other Directors of the Company/their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the resolutions as set out at Item No. 7 for approval of the members as Special Resolution.

Brief Profile of Mr. Akhil Nair (DIN: 07706503) {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)};

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Description	Details
Name of the Director	Akhil Nair
DIN	07706503
Age	30
Qualification	CFA
Date of Appointment	10 th March, 2025
Terms of Proposed appointment	Non-Executive Independent Director. Not liable to retire by rotation
Experience	Mr. Akhil Nair, CFA has been working in the banking and finance industry for the past 10 years. He holds the Chartered Financial Analyst designation. His core competence is in strategic partnerships, policies, scaling of business. Mr. Akhil all competencies will be benefited to company in a long term
Other directorship	MARG TECHNO-PROJECTS LIMITED
Other listed Chairmanship /Membership	Nil
Partners in LLP	Nil
Shareholding in the Company	Nil
Shareholdings in any Group Companies	Nil
Any relationship with KMP	N.A.
Any relationship with Promoters	N.A.
Disclosure of relationship between inter-se	N.A.

ITEM NO. 8: TO REGULARISE/APPOINT MR. SHITALBHAI MOHANBHAI PATEL (DIN: 10988728) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as an Independent Directors on the Board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularize appointment of Mr. Shitalbhai Mohanbhai Patel (DIN: 10988728) from Additional Independent Director to Independent Director of the Company.

The Company has received from Mr. Shitalbhai Mohanbhai Patel (DIN: 10988728):

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

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- (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment and
- (iii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office up to the date of ensuing Annual General Meeting.

Since Mr. Shitalbhai Mohanbhai Patel (DIN: 10988728) was appointed as an Additional Director on the board on 10th March, 2025 and his term of office will expire on the day of AGM or 3-months, whichever is earlier to the extent applicable. However, he can be regularized as a director with the approval of members of the Company at any general meeting. He has qualified the Independent Director's Examination and fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Shitalbhai Mohanbhai Patel as an Independent Director for a period of Five years. He is not liable to retire by rotation.

In the opinion of the Board Mr. Shitalbhai Mohanbhai Patel fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as an Independent Director and he is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mr. Shitalbhai Mohanbhai Patel (DIN: 10988728) as an Independent non- executive Director is now being placed before the Members for their approval.

A copy of the draft letter for the appointment of Mr. Shitalbhai Mohanbhai Patel (DIN: 10988728) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 5 p.m. from Monday to Friday till the date of General Meeting of the members.

Mr. Shitalbhai Mohanbhai Patel (DIN: 10988728) being appointee is interested in his appointment. Besides this none of the other Directors of the Company/their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the resolutions as set out at Item No. 8 for approval of the members as Special Resolution.

Brief Profile of Mr. Shitalbhai Mohanbhai Patel (DIN: 10988728) {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)}

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Description	Details
Name of the Director	Shitalbhai Mohanbhai Patel
DIN	10988728
Age	54
Qualification	BSC Agri
Date of Appointment	10 th March, 2025
Terms of Proposed appointment	Non-Executive Independent Director. Not liable to retire by rotation
Experience	Mr. Shital Patel is qualified science graduate in the field of agriculture
Other directorship	Nil
Other listed Chairmanship /Membership	Nil
Partners in LLP	Nil
Shareholding in the Company	Nil
Shareholdings in any Group Companies	N.A.
Any relationship with KMP	N.A.
Any relationship with Promoters	N.A.
Disclosure of relationship between inter-se	N.A.

By or on behalf of Yash Trading and Finance Limited

Sd/-

Vishvajitsinh Dilipsinh Jadeja

Managing Director

(DIN: 10989282)

Dated this April 09, 2025 at Mumbai.