



# YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

Regd. Off.: E-210, CRYSTAL PLAZA, OPP. INFINITY MALL, NEW LINK ROAD, ANDHERI (W), MUMBAI- 400 053  
Tel.: 022-40164455; E-mail ID: [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com); Website: [www.yaminiinvestments.com](http://www.yaminiinvestments.com)

Date: 31<sup>st</sup> August, 2019

To,  
The Bombay Stock Exchange,  
Department of Corporate Services,  
Floor 25, P J Tower, Dalal Street,  
Mumbai- 400 001

Dear Sir/Madam,

Subject: Annual Report - Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Script Code: 511012

The Thirty Six Annual General Meeting ('AGM') of the Company will be Wednesday the 25th September, 2019 at 9:30 A. M. at Vyanjan Banquets, 43, Oshiwara Link Plaza, Next to Oshiwara Police Station, Link Road Extn., Andheri (W), Mumbai- 400 102.

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the Financial Year 2018-19 which is being dispatched/ sent to the members by the permitted mode(s).

The Annual Report for the Financial Year 2018-19 is uploaded on the website of the Company (<https://www.yaminiinvestments.com/>).

Please take the same on your record and acknowledge the receipt of the same.

Thanking You.

Yours Faithfully,  
For Yamini Investments Company Limited

For Yamini Investments Company Limited

Alkesh Patidar Company Secretary  
Company Secretary  
ACS-50704



**YAMINI INVESTMENTS COMPANY LIMITED**  
(CIN- L67120MH1983PLC029133)

A general methodology and  
an introduction to different  
types of investment



**Annual Report**  
**2018-19**

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# 36TH ANNUAL REPORT 2018-19



**COMPANY INFORMATION**

**BOARD OF DIRECTORS**

**MRS. VANDANA AGARWAL**

Whole Time Director

**MS. ARZOO BIMAL PATODIA**

Independent Director (w.e.f. 14/11/2018)

**MR. SATANAND PANDEY**

Independent Director (w.e.f. 14/11/2018)

**MR. GIRISH YADAV**

Independent Director (w.e.f. 10/08/2019)

**COMPANY SECRETARY**

**MR. ALKESH PATIDAR**

**CHIEF FINANCIAL OFFICER**

**MR. SHEKHAR DODRAJKA**

(w.e.f. 10/08/2019)

**BANKERS**

**ICICI BANK LTD.**

Andheri Link Road,  
Mumbai

**AUDITORS**

**M/S SSRV AND ASSOCIATES**

(FRN: 135901W)

Chartered Accountants  
Mumbai

**REGISTERED OFFICE**

**E-210, Cristal Plaza, Opp. Infinity Mall,  
New Link Road, Andheri (W),  
Mumbai-400 053**

Tel: 022-40164455

E-mail: [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com)

Website: [www.yaminiinvestments.com](http://www.yaminiinvestments.com)

**CORPORATE OFFICE**

**Unit No. 205, Aggarwal City Mall,  
2<sup>nd</sup> floor, Road No. 44, Pitampura,  
Delhi – 110034**

**SHARE TRANSFER AGENT**

**M/S SKYLINE FINANCIAL SERVICES PRIVATE  
LIMITED**

D-153 A, 1st Floor,

Okhla Industrial Area,

Phase –I, New Delhi -110 020

Tel: 011-64732681-88; Fax: 011-6812682

Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)

Website: [www.skylinerta.com](http://www.skylinerta.com)

**NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT 36<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS YAMINI INVESTMENTS COMPANY LIMITED WILL BE HELD AT VYANJAN BANQUETS, 43, OSHIWARA LINK PLAZA, NEXT TO OSHIWARA POLICE STATION, LINK ROAD EXTN., ANDHERI (W), MUMBAI- 400 102, ON WEDNESDAY, 25<sup>TH</sup> SEPTEMBER, 2019 AT 09:30 A.M TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS****ITEM NO. 1 ADOPTION OF FINANCIAL STATEMENT:**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon;

**SPECIAL BUSINESS****ITEM NO. 2 TO REGULARIZE THE APPOINTMENT OF MS. ARZOO BIMAL PATODIA (DIN: 07555814) AS AN INDEPENDENT NON- EXECUTIVE DIRECTOR:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made there under, for the time being in force) and Regulation 16(1)(b) of the Listing Regulation and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, Ms. Arzoo Bimal Patodia (DIN: 07555814) who was appointed as an Additional Director (Independent Women Director) of the Company by the Board in its meeting held on 14<sup>th</sup> November, 2018 in terms of Section 161(1) of the Act and whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director to appoint as Independent Women Director for a term of 5 years in this AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e. up to 41<sup>st</sup> Annual General Meeting of the Company will be held in Calendar, Year 2024”. Ms. Arzoo Bimal Patodia (DIN: 07555814) has given a declaration under Section 149(7) of the Companies Act, 2013 that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, in the opinion of the Board also, she fulfils the conditions specified in the Companies Act, 2013 for such an appointment.

None of the other Directors (other than Ms. Arzoo Bimal Patodia (DIN: 07555814) /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.”

**ITEM NO. 3 TO REGULARIZE THE APPOINTMENT OF MR. SATANAND PANDEY (DIN: 08240027) AS AN INDEPENDENT NON- EXECUTIVE DIRECTOR:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made there under, for the time being in force) and Regulation 16(1)(b) of the Listing Regulation and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, Mr. Satanand Pandey (DIN: 08240027) who was appointed as an Additional Director (Independent Director) of the Company by the Board in its meeting held on 14<sup>th</sup> November, 2018 in terms of Section 161(1) of the Act and whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director to appoint as Independent Director for a term of 5 years in this AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e. up to 41<sup>st</sup> Annual General Meeting of the Company will be held in Calendar, Year 2024”. It may be noted Mr. Satanand Pandey (DIN: 08240027) has given a declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, in the opinion of the Board also, he fulfils the conditions specified in the Companies Act, 2013 for such an appointment.



None of the other Directors (other than Mr. Satanand Pandey (DIN: 08240027) /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions."

**ITEM NO. 4 TO REGULARIZE THE APPOINTMENT OF MR. GIRISH VERMA (DIN: 08524681) AS AN INDEPENDENT NON- EXECUTIVE DIRECTOR:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made there under, for the time being in force) and Regulation 16(1)(b) of the Listing Regulation and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, Mr. Girish Verma (DIN: 08524681), who was appointed as an Additional Director (Independent Director) of the Company by the Board in its meeting held on 10<sup>th</sup> August, 2019 in terms of Section 161(1) of the Act and whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director to appoint as Independent Director for a term of 5 years in this AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e. up to 41<sup>st</sup> Annual General Meeting of the Company will be held in Calendar, Year 2024". Mr. Girish Verma (DIN: 08524681) has given a declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, in the opinion of the Board also, he fulfils the conditions specified in the Companies Act, 2013 for such an appointment.

None of the other Directors (other than Mr. Girish Verma (DIN: 08524681)/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions."

**ITEM NO. 5 INCREASE IN THE LIMIT OF BORROWING POWERS OF THE COMPANY:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 30 crores (Rupees Thirty Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 30 crores (Rupees Thirty Crores only).



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**RESOLVED FURTHER THAT** any of the directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

None of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions."

### **ITEM NO. 6 INCREASE IN INVESTMENTS(S), LOANS, GURANTEE AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of 80 Crores (Rupees Eighty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

None of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions."

**Place: Mumbai**

**Date: 10/08/2019**

**By Order of the Board of Directors  
For Yamini Investments Company Limited**

**Sd/-  
Vandana Agarwal  
Whole-time Director  
DIN - 02347593**

**Registered Office:**

**Yamini Investments Company Limited  
E-210, Cristal Plaza, Opp. Infinity Mall,  
New Link Road, Andheri (W), Mumbai-400 053  
(CIN: L67120MH1983PLC029133)  
Tel: 022-40164455  
E-mail: [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com)  
Website: [www.yaminiinvestments.com](http://www.yaminiinvestments.com)**



**NOTES:**

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed
2. A Member Entitled To Attend And Vote At The AGM Is Entitled To Appoint A Proxy To Attend And Vote In The Meeting Instead Of himself / Herself, And The Proxy Need Not Be A Member Of The Company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the Company.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. Pursuant to Reg. 42 of the SEBI (LODR) REGULATIONS, 2015 read with section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books will remain closed from (Friday, 20<sup>th</sup> September, 2019 to Wednesday, 25<sup>th</sup> September, 2019) (Both days inclusive) for the purpose of AGM.
10. Members are requested to notify any correction/change in their name /address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non-availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
11. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
12. With a view to using natural resources responsibly, we request shareholders to update their mail address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2018-19 is being sent through electronic mode only to the members whose email addresses are registered with the Company /Depository Participant(s), unless any member has requested for a physical copy of their report. For members who have not registered their email addresses, physical copies of the Annual Report 2018-19 are being sent by the permitted mode.
13. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Reg. 44 of the SEBI (LODR) REGULATIONS, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities





Depository Limited (NSDL). Apart from e-facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are appended herein below.

Nitesh Chaudhary, Practicing Company Secretary (Membership No: F-10010, Mumbai) has been appointed as the scrutinizer to act as scrutinizer for the purpose of Annual General Meeting (e-voting & Ballot Voting in 36<sup>th</sup> AGM).

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
15. All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the AGM.
16. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
17. As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs. Information required to be furnished under Reg. 36 of the of the SEBI (LODR) REGULATIONS, 2015 for Directors retired by rotation/Appointment of Director /Reappointment/ratifications:

Information and other instructions relating to e-voting (NSDL) are as under:

1. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by National Securities Depository Limited ("NSDL"). The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting"). Instructions for e-voting are given herein below.
2. The facility for voting through electronic voting system or ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
3. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on **Sunday, 22<sup>nd</sup> September, 2019 (9:00 am)** and **ends Tuesday on 24<sup>th</sup> September, 2019 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **18<sup>th</sup> September, 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The process and manner for remote e-voting are as under:



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- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
    - (i) Click on Shareholder –Login
    - (ii) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (iii) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (iv) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (v) Select "EVEN" of "Yamini Investments Company Limited".
    - (vi) Now you are ready for remote e-voting as Cast Vote page opens.
    - (vii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (viii) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (ix) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (x) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [csniteshchaudhary@gmail.com](mailto:csniteshchaudhary@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

A. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

**EVEN (Remote e-voting Event Number) USER ID/PASSWORD/PIN**

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18<sup>th</sup> September, 2019.
- V. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18<sup>th</sup> September, 2019 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com)

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: 1800-222-990.

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM)
- VII. 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 AGM through ballot paper.



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- VIII. Mr. Nitesh Chaudhary, Practicing Company Secretary (Membership No. FCS 10010) has been appointed as the Scrutinizer for the Annual General Meeting E-voting facility providing to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results of AGM voting will be declared along with the report of the Scrutinizer on 26<sup>th</sup> September and shall be placed on the website of the Company [www.yaminiinvestments.com](http://www.yaminiinvestments.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

Place: Mumbai  
Date: 10/08/2018

By Order of the Board of Directors  
For Yamini Investments Company Limited

Sd/-  
Vandana Agarwal  
Whole-time Director  
DIN - 02347593

**Registered Office:**

Yamini Investments Company Limited  
(CIN: L67120MH1983PLC029133)  
E-210, Cristal Plaza, Opp. Infinity Mall,  
New Link Road, Andheri (W),  
Mumbai-400 053  
Tel: 022-40164455  
E-mail: [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com)  
Website: [www.yaminiinvestments.com](http://www.yaminiinvestments.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013, SPECIAL BUSINESS:**

The following explanatory statement sets out in detail all material facts relating to item of Special Business as mentioned in accompanying Notice convening the AGM of the Company

**ITEM NO. 2:**

Ms. Arzoo Bimal Patodia (DIN: 07555814) was appointed as an Additional Director by the Board with effect from 14<sup>th</sup> November, 2018 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Arzoo Bimal Patodia (DIN: 07555814) will hold office up to the date of the ensuing AGM, was appointed as additional Independent Women Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Ms. Arzoo Bimal Patodia (DIN: 07555814) as Independent Women Director under Section 149 of the Companies Act, 2013 and regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of five consecutive i.e. up to the 41<sup>st</sup> Annual General Meeting of the company which will be held in the F.Y. 2024, and she shall not be liable to retire by rotation. In the opinion of the Board Ms. Arzoo Bimal Patodia (DIN: 07555814) fulfils the conditions specified in the Act and rules made there under as also under the Listing Regulation for her appointment as Independent Director of the Company. Further Ms. Arzoo Bimal Patodia (DIN: 07555814) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Director. The Company has received notices in writing from member proposing her candidature for the office of Independent Director of the Company. The Company has also received declaration from the Director that she meets the criteria of Independence as prescribed both under sub section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Arzoo Bimal Patodia (DIN: 07555814) is interested in the above resolution as appointee as set out in item no. 2 of the Notice with regard to her appointment. Copy of the draft letter for appointment of Ms. Arzoo Bimal Patodia (DIN: 07555814) as an Independent Director setting out the terms and conditions is available for inspection by members free of cost at the registered office of the Company at the time specified as above.

The Directors, therefore, recommend the Resolution as set out in item no. 2 for the approval of the Members of the Company. Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

**ITEM NO. 3:**

Mr. Satanand Pandey (DIN: 08240027) was appointed as an Additional Director by the Board with effect from 14<sup>th</sup> November, 2018 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Satanand Pandey (DIN: 08240027) will hold office up to the date of the ensuing AGM, was appointed as additional Independent Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Mr. Satanand Pandey (DIN: 08240027) as Independent Director under Section 149 of the Companies Act, 2013 and regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of five consecutive i.e. up to the 41<sup>st</sup> Annual General Meeting of the company which will be held in the F.Y. 2024, and he shall not be liable to retire by rotation. In the opinion of the Board Mr. Satanand Pandey (DIN: 08240027) fulfils the conditions specified in the Act and rules made there under as also under the Listing Regulation for his appointment as Independent Director of the Company. Further Mr. Satanand Pandey (DIN: 08240027) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Company has received notices in writing from member proposing his candidature for the office of Independent Director of the Company. The Company has also received declaration from the Director that he meets the criteria of Independence as prescribed both under sub section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Mr. Satanand Pandey (DIN: 08240027) is interested in the above resolution as appointee as set out in item no. 3 of the Notice with regard to his appointment. Copy of the draft letter for appointment of Mr. Satanand Pandey (DIN: 08240027) as an Independent Director setting out the terms and conditions is available for inspection by members free of cost at the registered office of the Company at the time specified as above.

The Directors, therefore, recommend the Resolution as set out in item no.3 for the approval of the Members of the Company. Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

**ITEM NO. 4:**

Mr. Girish Verma (DIN: 08524681) was appointed as an Additional Director by the Board with effect from 10<sup>th</sup> August, 2019 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Girish Verma (DIN: 08524681) will hold office up to the date of the ensuing AGM, was appointed as additional Independent Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Mr. Girish Verma (DIN: 08524681) as Independent Director under Section 149 of the Companies Act, 2013 and regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of five consecutive i.e. up to the 41<sup>st</sup> Annual General Meeting of the company which will be held in the F.Y. 2024, and he shall not be liable to retire by rotation. In the opinion of the Board Mr. Girish Verma (DIN: 08524681) fulfils the conditions specified in the Act and rules made there under as also under the Listing Regulation for his appointment as Independent Director of the Company. Further Mr. Girish Verma (DIN: 08524681) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Company has received notices in writing from member proposing his candidature for the office of Independent Director of the Company. The Company has also received declaration from the Director that he meets the criteria of Independence as prescribed both under sub section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Girish Verma (DIN: 08524681) is interested in the above resolution as appointee as set out in item no. 4 of the Notice with regard to his appointment. Copy of the draft letter for appointment of Mr. Girish Verma (DIN: 08524681) as an Independent Director setting out the terms and conditions is available for inspection by members free of cost at the registered office of the Company at the time specified as above.

The Directors, therefore, recommend the Resolution as set out in item no. 4 for the approval of the Members of the Company. Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

**ITEM NO. 5:**

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits to Rs. 30 Crores for the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1) (a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorization is also proposed to be increased to Rs. 30 Crores for the Company.

The Directors, therefore, recommend the Resolution as set out in item no. 05 for the approval of the Members of the Company.



None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

**ITEM NO. 6:**

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, with prior approval of Members by means of a Special Resolution is required to be passed by way of postal ballot.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits, subject to the approval of members the proposed to be increased in the limit up to Rs. 80 Crores (Eighty Crores) for the company. Hence, the Special Resolution at Item No.6 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The company's main business activity is investment activity accordingly the company is an Investment Company hence for the investment limit is not applicable as stated in the Section 186 of the Companies Act, 2013 and rules thereon, but for the best secretarial practice the said resolution is proposed to the shareholders for their approval.

The Directors, therefore, recommend the Resolution as set out in item no. 6 for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

Place: Mumbai  
Date: 10/08/2019

By Order of the Board of Directors  
For Yamini Investments Company Limited

Sd/-  
Vandana Agarwal  
Whole-time Director  
DIN - 02347593

**Registered Office:**

Yamini Investments Company Limited  
E-210, Cristal Plaza, Opp. Infinity Mall,  
New Link Road, Andheri (W),  
Mumbai-400 053  
(CIN: L67120MH1983PLC029133)  
Tel: 022-40164455  
E-mail: [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com)  
Website: [www.yaminiinvestments.com](http://www.yaminiinvestments.com)



## YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

### DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (IN PURSUANCE OF Regulation 36(3) of the Listing Regulation):

SR. NO.	PARTICULARS	DETAILS
1	Name of the Directors and DIN	Ms. Arzoo Bimal Patodia, 07555814
2	Date of Birth	01/03/1995 ,
3	Age	24
4	Qualification	Graduation
5	Date of Appointment	14.11.2018
6	Nature of his expertise in specific functional areas	Marketing
7	List of other Directorships and Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	HAMILTON POLES MANUFACTURING CO LTD
8	Shareholding in the company	Nil

SR. NO.	PARTICULARS	DETAILS
1	Name of the Directors and DIN	Mr. Girish Verma , 08524681
2	Date of Birth	26/01/1983 ,
3	Age	36
4	Qualification	Graduation
5	Date of Appointment	10.08.2019
6	List of other Directorships and Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	No other directorship.
7	Nature of his expertise in specific functional areas	Finance & Investment
8	Shareholding in the company	Nil

SR. NO.	PARTICULARS	DETAILS
1	Name of the Directors and DIN	Mr. Satanand Pandey, 08240027
2	Date of Birth	28/01/1956 ,
3	Age	63
4	Qualification	Graduation
5	Date of Appointment	14.11.2018
6	Nature of his expertise in specific functional areas	Management & Investment
7	List of other Directorships and Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	No other directorship
8	Shareholding in the company	Nil



# YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

## DIRECTORS' REPORT

To,  
The Shareholders,  
Yamini Investments Company Limited

The Directors have pleasure in presenting their 36<sup>th</sup> Director Report & Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2019.

### FINANCIAL RESULTS

The summary of the financial performance of the Company for the year ended 31st March, 2019 as compared to the previous year is as below:

Particulars	Year ended 31.03.2018 (Amount in Rs.)	Year ended 31.03.2019 (Amount in Rs.)
Total Income	4,56,77,029.00	2,20,32,930.00
Total Expenditure	4,38,49,081.00	1,97,40,860.00
Profit/(Loss) before Tax	18,27,948.00	22,97,070.00
Profit/(Loss) After Tax	14,99,459.00	18,69,566.00
Paid up Share Capital	52,57,26,400.00	52,57,26,400.00
Reserve And Surplus	13,96,40,490.00	14,15,10,056.00

### FINANCIAL PERFORMANCE & HIGHLIGHTS

The Company has earned profit after tax of Rs. 18,69,566/- (Rs. Eighteen Lakhs Sixty Nine Thousand Five Hundred Sixty Six Only) during the current financial year as against Rs. 14,99,459/- (Rs. Fourteen Lakhs Ninety Nine Thousand Four Hundred Fifty Nine Only) earned during the previous financial year. Profit before tax is 22,97,070/- (Twenty Two Lakhs Ninety Seven Thousand and Seventy only) as compared to 18,27,948/- (Eighteen Lakhs Twenty Seven Thousand Nine Hundred Forty Eight only) in previous year.

### RESERVES & SURPLUS

There is no amount transferred in general reserve or special reserve from the Current year profit.

### DIVIDEND

To maintain the liquidity of funds, the Board of Directors has decided not to declare any dividend for this financial year 2018-19. The Board assures you to present a much strong financial statements in coming years.

### DEPOSITS

As on 31.03.2019, the company has accepted any deposits within the meaning of Section 73 (1) and 74 of the Companies Act, 2013 read together with the companies (Acceptance of Deposits) Rules, 2014.

### CHANGE IN NATURE OF BUSINESS

There is no change in nature of business of the Company during the year.

### CHANGES IN SHARE CAPITAL

The paid up equity share capital as on 31<sup>st</sup> March, 2019 was Rs. 52,57,26,400/- (Fifty Two Crore Fifty seven Lakhs Twenty Six Thousand four hundred ). There is no change in the capital structure of the company during the year, as no new shares were issued and there is no capital reduction or restructuring done by the Company during the period under consideration.

### CORPORATE GOVERNANCE

As per the directions of SEBI and the Bombay Stock Exchange Ltd., accordingly the company has been adhering to the directions and guidelines as required. The report on the code of corporate governance is annexed separately in this Annual report.

### REPORTS ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS:

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the





## **YAMINI INVESTMENTS COMPANY LTD.**

(CIN: L67120MH1983PLC029133)

Corporate Governance requirements set out by SEBI.

In compliance with Regulation 34 and Schedule V of SEBI (LODR) Regulations 2015, report on the Corporate Governance, along with a certificate from the Statutory Auditors of the Company on compliance with the provisions is annexed and forms part of the Annual Report.

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

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

**a) Conservation of Energy:**

Since the company is not engaged in any industrial, manufacturing activity, issues relating to conservation of energy are not quite relevant to its functioning and has no particulars to report regarding conservation of energy and technology absorption.

**b) Technology Absorption:**

Since the company is not engaged in any manufacturing activity, issues relating to Technology Absorption are not quite relevant to its functioning.

**c) Foreign Exchange Earnings/Outgo:**

Earnings	NIL
Outgo	NIL

### **PARTICULARS OF LOAN, GUARANTEE AND INVESTMENTS UNDER SECTION 186**

During the period under review, the loans, advance and guarantees were provided by the Company under the provisions of Section 186 of Companies Act, 2013 is given in the balance sheet and schedule of Loans and Advances.

### **MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company has occurred between the ends of the financial year of the Company 31<sup>st</sup> March, 2019 till the date of this report.

### **RISK MANAGEMENT POLICY**

The Board of Directors of the Company are of the view that currently no significant risk factors are present which may threaten the existence of the company.

During the year, your Directors have an adequate risk management policy in place capable of addressing those risks. The company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Audit Committee and Board of Directors review these procedures periodically. The company's management systems, organizational structures, processes, standards, code of conduct and behaviour together form a complete and effective Risk Management System (RMS).

### **DIRECTORS**

The Board of the Company during the Financial Year was as follows:

Sr. No.	Name Of Directors	Designation	Date of Appointment
1.	Mrs. Vandana Agarwal	Whole Time Director	24.01.2013
2.	Ms. Arzoo Bimal Patodia*	Additional Independent Director	14.11.2018



## YAMINI INVESTMENTS COMPANY LTD.

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3.	Mr. Satanand Pandey**	Additional Independent Director	14.11.2018
4.	Mr. Ramesh Kumar Kanodia***	Additional Independent Director	14.11.2018
5.	Mr. Surendra Kumar Sharma#	Independent Director	17.01.2015
6.	Mr. Deep Chand Sharma##	Independent Director	17.01.2015
7.	Mr. Mukesh Mittal@	Executive Director	24.01.2013

**The following directors resigned during the F.Y. and after the closure of financial year i.e. 31.03.2019 but before the adoption of Director Report for F.Y. 2018-19:**

\*Ms. Arzoo Bimal Patodia appointed as Additional Independent Director w.e.f. 14<sup>th</sup> November, 2018.

\*\* Mr. Satanand Pandey appointed as Additional Independent Director w.e.f. 14<sup>th</sup> November, 2018.

\*\*\* Mr. Ramesh Kumar Kanodia appointed as Additional Independent Director w.e.f. 14<sup>th</sup> November, 2018.

\*\*\* Mr. Ramesh Kumar Kanodia Resigned from post of Additional Independent Director w.e.f. 01<sup>st</sup> August, 2019.

# Mr. Surendra Kumar Sharma resigned from directorship w.e.f. 14<sup>th</sup> November, 2018.

## Mr. Deep Chand Sharma resigned from directorship w.e.f. 14<sup>th</sup> November, 2018.

@Mr. Mukesh Mittal resigned from directorship w.e.f. 20<sup>th</sup> April, 2019.

The Companies Act, 2013, provides for the appointment of independent directors. Sub-section (10) of Section 149 of the Companies Act, 2013 provides that independent directors shall hold office for a term of up to five consecutive years on the board of a company; and shall be eligible for re-appointment on passing a special resolution by the shareholders of the Company.

Further, according to Sub-section (11) of Section 149, no independent director shall be eligible for appointment for more than two consecutive terms of five years. Sub-section (13) states that the provisions of retirement by rotation as defined in Sub-sections (6) and (7) of Section 152 of the Act shall not apply to such independent directors.

### **BOARD EVALUATION**

Regulation 17 of SEBI (LODR) Regulations, 2015 of mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated

Pursuant to the provisions of section 134(3)(p) of the Companies Act, 2013 the evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the corporate governance report section in this Annual Report. The Board approved the evaluation results as collated by the nomination and remuneration committee.

### **MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:**

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Independent Directors was completed.

The evaluation framework for assessing the performance of directors of your company comprises of contribution at meetings, strategies perspective or inputs regarding the growth and performance of your company among others.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

Details of program for familiarization of Independent directors of the company are accessible on yours company



## **YAMINI INVESTMENTS COMPANY LTD.**

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website at <https://www.yaminiinvestments.com/policies.html>.

### **NUMBER OF MEETINGS OF THE BOARD**

The Board met 7 times during the financial year, the details of which are given in the corporate governance report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

The dates of Board Meetings are as follows:

03/05/2018, 30/05/2018, 10/08/2018, 27/08/2018, 14/11/2018, 11/02/2019 and 28/02/2019.

### **MEETING OF INDEPENDENT DIRECTORS:**

Pursuant of the provision of Section 149 (8) of the Companies Act, 2013 read with Schedule IV and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Independent Directors of the Company held their meeting on 11<sup>th</sup> Feb 2019 reviewed the performance of non-independent directors and the Board as a whole including the Chairperson of the Company, views expressed by the executive directors and non-executive directors at various level, and quantified the quality, quantity and timeliness of flow of information between the Company, management and the Board and expressed satisfaction.

### **CHANGE IN DIRECTORS AND KMP DURING THE YEAR:**

<b>Sr. No.</b>	<b>Name Of Directors</b>	<b>Nature of change</b>	<b>Date of change</b>
1.	Mr. Deepak Gupta	Resignation from the post of Independent Directorship	30.04.2018
2.	Mr. Vikram	Resignation from the post of Independent Directorship	30.04.2018
3.	Mr. Narayanjee Thakur	Resignation from the post of Independent Directorship	30.04.2018
4.	Mr. Deep Chand Sharma	Resignation from the post of Independent Directorship	14.11.2018
5.	Mr. SurendraKumar Sharma	Resignation from the post of Independent Directorship	14.11.2018
6.	Ms. Arzoo Bimal Patodia	Appointed as Additional Director in a non-executive Independent Director capacity	14.11.2018
7.	Mr. Satanand Pandey	Appointed as Additional Director in a non-executive Independent Director capacity	14.11.2018
8.	Mr. Ramesh Kumar Kanodia	Appointed as Additional Director in a non-executive Independent Director capacity	14.11.2018
9.	Mr. Alkesh Mahavir Patidar	Appointed as Compliance Officer cum Company secretary of the Company	10.08.2018
10.	Mr. Nayankumar Gamdha	Resignation from the post of Compliance Officer cum Company secretary of the Company	08.05.2018

### **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The policies of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Act is available on the website on this link: <https://www.yaminiinvestments.com/policies.html>

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Subsection (3) of Section 178 of the Companies Act, 2013, adopted by the Board, are stated in this Board report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.



## **YAMINI INVESTMENTS COMPANY LTD.**

(CIN: L67120MH1983PLC029133)

### **TRAINING OF INDEPENDENT DIRECTORS**

Every new independent director of the Board attended an orientation program. To familiarize the new inductees with the strategy, operations and functions of our Company, the executive directors / senior managerial personnel make presentations to the inductees about the Company's strategy, operations, product and service offerings, markets, software delivery, organization structure, finance, human resources, technology, quality, facilities and risk management.

The Company has organized the following workshops for the benefit of Directors and Independent Directors:

- (a) a program on how to review, verify and study the financial reports;
- (b) a program on Corporate Governance;
- (c) provisions under the Companies Act, 2013; and
- (d) SEBI Insider Trading Regulation, 2015.

Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities as a director.

### **SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

During the year none of Companies became and ceased as Subsidiaries, joint ventures or associate companies of the Company.

### **COMMITTEES OF THE BOARD**

Currently, the Board has four committees: 1. Audit Committee, 2. Nomination and Remuneration Committee, 3. Stake Holders Relationship Committee, 4. Risk Management Committee.

A detailed note on the Board and its committees is provided under the corporate governance report section in this Annual Report.

### **DECLARATION AND DISCLOSURE BY INDEPENDENT DIRECTORS**

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and specified under Regulation 16(1)(b) of the LODR Regulation, 2015 in respect of their position as an "Independent Director" of Company.

Pursuant to the provisions of Section 134 of the Companies Act, 2013 with respect to the declaration given by the Independent Director of the Company under Section 149(6) of the Companies Act, 2013, the Board hereby confirms that all the Independent Directors have given declarations and further confirms that they meet the criteria of Independence as per the provisions of Section 149(6) read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

### **INDEPENDENT DIRECTORS DECLARATIONS**

In the opinion of the Board, the independent directors are, individually, person of integrity and possess relevant expertise and experience.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not a promoter of the Company or its holding, subsidiary or associate company;
2. They are not directors in the company, its holding, subsidiary or associate company.
3. The independent Directors have/had no pecuniary relationship with company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of the relatives of the Independent Directors have or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent. or more of its gross turnover or total income or fifty Lakhs rupees or such higher amount as



## **YAMINI INVESTMENTS COMPANY LTD.**

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may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

5. Independent Director, neither himself nor any of his relatives—
  - holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
  - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
    - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

### **DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(3) (c) OF THE COMPANIES ACT, 2013**

The financial statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis.

GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

There are no material departures from prescribed accounting standards in the adoption of these standards. The directors hereby confirm that:

1. In preparation of the annual accounts for the financial year ended March 31, 2019, the applicable accounting standards have been followed.
2. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
3. The directors have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The directors have prepared the annual accounts on a going concern basis.
5. The directors have laid down internal financial controls, which are adequate and are operating effectively.
6. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

### **AUDITORS**

#### **STATUTORY AUDITORS**

M/s. SSRV & Associates, Chartered Accountants, Firm Registration No. 135901W, Mumbai appointed as Statutory Auditors of the Company for a term of Three Consecutive Years from the conclusion of 35th Annual General Meeting till the conclusion of the 38th Annual General Meeting (AGM) of the Company to be held in the year 2021, subject to ratification by the members at every AGM held after this 35th AGM, to examine and audit the accounts of the Company on such remuneration plus reimbursement of out-of-pocket expense, as may be mutually agreed between the Board of Directors/Audit Committee of the Company and the Statutory Auditors.

#### **AUDITOR'S REPORT**

The Auditors have not made any qualification in their Audit Report related to the financial statement. Their reports on relevant notes on accounts are self-explanatory and do not call for any comments under section 134 of the companies Act, 2013.



## **YAMINI INVESTMENTS COMPANY LTD.**

(CIN: L67120MH1983PLC029133)

### **SECRETARIAL AUDITOR**

Mr. Akhil Agarwal, Practicing Company Secretary as a Secretarial Auditor or was appointed to conduct the Secretarial Audit of the Company for the financial year 2018-19, as required under Section 204 of the Companies Act, 2013 and Rules there under.

The Secretarial Audit report for FY 2018-19 forms part of the Annual Report and part of the Board's report as **Annexure-1**.

### **SECRETARIAL AUDITOR REMARKS**

The Secretarial Auditors Report (MR-3) contains some qualification and adverse remark in F.Y. 2018-19; following are the explanations of the Board:

- i. During the audit of Company it was revealed that Company has received notice from Mumbai ROC in the year 2017-18 for non-compliance in some sections of Companies Act, 2013 and this matter is still pending and not been resolved.

The Board of the company has given explanation on the above note of the Secretarial Auditor report that the Company has submitted its reply to the ROC Mumbai on the show cause notice and company is willing to file the Compounding Application for the same.

### **INTERNAL AUDITOR**

Vikas N Jain & Associates, (Chartered Accountants) performs the duties of internal auditors of the company and his report is reviewed by the Audit Committee from time to time.

### **COST AUDITORS**

Appointment of Cost Auditor is not applicable to the Company. Hence, the company has not appointed any Cost Auditor and cost accounts and records are not required to maintain by the company.

During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds Committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act details of which needs to be mentioned in this Report.

### **PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

### **SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:**

During the year under review, no company became or ceased to be a Subsidiary/Joint Venture/Associate of the Company.

### **POSTAL BALLOT:**

No postal ballot was held during the year 2018-2019.

### **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

No cases were filed during the Financial Year 2018-19 under Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013. In addition of the above the company has constitute "Internal Complaints Committee" as per Section 4 of the Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013.

- A. No of Complaint filed during the Financial Year 2018-19: **NIL**,
- B. No of Complaint disposed during the Financial Year 2018-19: **NIL**,
- C. No of Complaint pending as on end of the Financial Year 2018-19: **NIL**,



### **CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY**

We view responsible conduct as a necessary input for long term business success. We accept responsibility for our business, or employees and society. That is how we define our corporate responsibility. But as per Section 135 of Companies Act, 2013 your company is out of the preview of this responsibility.

### **CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviours of any form and the Board has laid down the directives to counter such acts. The Code has been posted on the Company's website [www.yaminiinvestments.com](http://www.yaminiinvestments.com).

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any, in staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board. The Policy has been posted on the Company's website [www.yaminiinvestments.com](http://www.yaminiinvestments.com).

### **RISK MANAGEMENT AND INTERNAL CONTROLS:**

The Company has the risk management and internal control framework in place commensurate with the size of the Company. However Company is trying to strengthen the same. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

### **PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

### **SIGNIFICANT AND MATERIAL ORDERS**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.



# **YAMINI INVESTMENTS COMPANY LTD.**

(CIN: L67120MH1983PLC029133)

## **EXTRACT OF ANNUAL RETURNS**

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return is annexed as **Annexure -2.**

1. The Paid up capital of the Company is Rs. 52,57,26,400/- consisting of 52,57,26,400 equity shares of face value of Re.1/- each.
2. The Board of Directors of the company consists of 4 Directors (as on the date of the Adoption of Annual Return & Director Report) namely Mrs. Vandana Agarwal Whole- Time Director, Mr. Girish Verma Independent Director, Mr. Satanand Pandey Independent Director, and Ms. Arzoo Bimal Patodia Independent Director of the Company.
3. The secured debt of the company is Nil.
4. The Promoters holding is consists of 9,12,45,500 equity shares of Rs.1/- each amounting to 17.36%. There was no un-paid dividend during the year.

## **CFO CERTIFICATION:**

The Chief Executive Officer and Chief Financial Officer Certification as required under Regulation 17(8) read with Part B of Schedule II of the SEBI(LODR) Regulation, 2015 have been appended to this report in Annexure 4.

## **PARTICULARS OF EMPLOYEES AND RELATED INFORMATION:**

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are as under.

The disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-2019, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-2019 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

## **ACKNOWLEDGEMENTS**

Your Directors would like to acknowledge and place on record their sincere appreciation to all stakeholders - Clients, Financial Institutions, Banks, Central and State Governments, the Company's valued investors and all other business partners for their continued co-operation and excellent support received during the year.

Your Directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its growth.

By Order of the Board  
For **YAMINI INVESTMENTS COMPANY LIMITED**

Place : Mumbai  
Date : 10/08/2019

Sd/-  
**Arzoo Bimal Patodia**  
Director  
DIN:07555814

Sd/-  
**Vandana Agarwal**  
Whole Time Director  
DIN:02347593





“Annexure – 1”

FORM MR -3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Yamini Investments Company Limited  
E-210, Crystal Plaza, Opp. Infinity Mall,  
New Link Road, Andheri (West),  
Mumbai – 400 053

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Yamini Investments Company Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has , during the audit period covering the financial year ended on March 31, 2019 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;- **(Not Applicable to the Company during the Audit Period).**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009-**(as the company has not issued any shares during the financial year under review; the said regulations was not applicable to the Company);**
  - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993- **(as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review, the said regulation are not applicable to the company);**
  - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **(The equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of said regulation are not applicable to the company);**
  - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **(The Company has not bought back or propose to buy-back any of its securities during the year under review, the said regulation are not applicable to the company ;)**
  - g) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- **(as the Company has not issued any shares/options to**



***directors/employees under the said guidelines / regulations during the year under review, the said regulation was not applicable to the company);***

I have also examined compliance with the applicable clauses of the following:-

- Secretarial Standards with respect to Meeting of Board of Director(SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- The Listing Regulations Issued by the SEBI i.e. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Further based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the course and conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 complied with proper Board-processes and compliance mechanism in place to the extent, in the manner as required under the various provisions of Companies Act, 2013, SEBI Act, 1992 and all other laws and applicable provisions there under mentioned above, subject to the following observations;

i) During the audit of Company it was revealed that Company has received notice from Mumbai ROC in the year 2017-18 for non-compliance in some sections of Companies Act, 2013 and this matter is still pending and not been resolved.

***The Board of the company has given explanation on the above note of the Secretarial Auditor report that the Company has submitted its reply to the ROC Mumbai on the show cause notice and company is willing to file the Compounding Application for the same.***

**I further report that**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

I further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines except granting of Loans and scale of operation over purchase and sale of shares, inventory and for expenses incurred.

I further Inform/report that during the year under review, the following events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

I further report that:

- During the audit period, there were no instances of:
  - (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
  - (ii) Redemption/buy-back of securities.
  - (iii) Merger/ amalgamation/ reconstruction etc.
  - (iv) Foreign technical collaborations



## **YAMINI INVESTMENTS COMPANY LTD.**

(CIN: L67120MH1983PLC029133)

**Note:** This report is to be read with our letter of even date which is annexed as “Annexure A” and forms an integral part of this report.

**For Akhil Agarwal**  
**Practicing Company Secretary**  
**CP No.: 16313**

**Sd/-**  
**Akhil Agarwal**  
**Proprietor**  
**ACS No. 35073**

**Place: Kolkata**  
**Date: 25/07/2019**

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**“ANNEXURE A”**

**To,**  
**The Member,**  
**M/s Yamini Investments Company Limited**  
E-210, Crystal Plaza, Opposite Infinity Mall,  
New Link Road, Andheri (W),  
Mumbai- 400053

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Akhil Agarwal**  
**Practicing Company Secretary**  
**CP No.: 16313**

**Sd/-**  
**Akhil Agarwal**  
**Proprietor**  
**ACS No. 35073**

**Place: Kolkata**  
**Date: 25/07/2019**

**“Annexure-2”****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2019

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014****I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L67120MH1983PLC029133
2.	Registration Date	17/01/1983
3.	Name of the Company	Yamini Investments Company Ltd.
4.	Category/Sub-category of the Company	Company Limited by Shares
5.	Address of the Registered office & contact details	E-210, CRYSTAL PLAZA NEW LINK ROAD, ANDHERI (WEST) MUMBAI - 400053
6.	Whether listed company	Yes (Listed on BSE)
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Contact Officer : Mr. Virender Rana Skyline Financial Services Private Limited SEBI Regn. No.: INR000003241 D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020. Tel No.: +91-11- 26812682 Fax No.: +91-11-26812683 Email id.: <a href="mailto:viren@skylinerta.com">viren@skylinerta.com</a> Website : <a href="http://www.skylinerta.com">www.skylinerta.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Investments	66309	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	N.A.	NA	NA	NA	NA

**VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****h) Category-wise Share Holding**



# YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

A) Category-wise Share Holding		Shares Held at beginning of the Year 01/04/2018				Shares Held at the End of the Year 31/03/2019				% Change During The Year
S. No.	Category of Shareholders	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A</b>	<b>Promoters</b>									
<b>1</b>	<b>Indian</b>									
a)	Individual HUF	285500	0	285500	0.05	285500	0	285500	0.05	0.00
b)	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c)	State Government	0	0	0	0.00	0	0	0	0.00	0.00
d)	Bodies Corporate	90960000	0	90960000	17.30	90960000	0	90960000	17.30	0.00
e)	Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total (A)(1)</b>	<b>91245500</b>	<b>0</b>	<b>91245500</b>	<b>17.36</b>	<b>91245500</b>	<b>0</b>	<b>91245500</b>	<b>17.36</b>	<b>0.00</b>
<b>2</b>	<b>Foreign</b>									
a)	NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b)	Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d)	Banks /FI	0	0	0	0.00	0	0	0	0.00	0.00
e)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Shareholding of Promoters(A)</b>	<b>91245500</b>	<b>0</b>	<b>91245500</b>	<b>17.36</b>	<b>91245500</b>	<b>0</b>	<b>91245500</b>	<b>17.36</b>	<b>0.00</b>
<b>B</b>	<b>Public Shareholding</b>									
<b>1</b>	<b>Institutions</b>									
a)	Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b)	Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c)	Central Government	0	0	0	0.00	0	0	0	0.00	0.00
d)	State Government	0	0	0	0.00	0	0	0	0.00	0.00
e)	Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g)	FIs	0	0	0	0.00	0	0	0	0.00	0.00
h)	Foreign Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
i)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
j)	Any Other Foreign	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>2</b>	<b>Non-Institutions</b>									
<b>a)</b>	<b>Bodies Corporate</b>									
1)	Indian	194773101	320000	195093101	37.11	197897037	938000	198835037	37.82	0.71
2)	Overseas	0	0	0	0.00	0	0	0	0.00	0.00
<b>b)</b>	<b>Individuals</b>									
1)	Individual shares holders having nominal share capital up to Rs. 1,00,000	37480856	5576900	43057756	8.19	38945158	5278900	44224058	8.41	0.22



# YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

2)	Individual shares holders having nominal share capital Excess of Rs. 1,00,000	144079391	24182800	168262191	32.01	137964001	23862800	161826801	30.78	-1.23
c)	<b>Others</b>									
a)	HUF	26210723	1684800	27895523	5.31	24467192	1684800	26151992	4.97	-0.34
b)	Non Resident Indian	1000	0	1000	0.00	36500	0	36500	0.01	0.01
c)	Foreign National	0	0	0	0.00	0	0	0	0.00	0.00
d)	Clearing Members	11329	0	11329	0.00	3326512	0	3326512	0.63	0.63
e)	Trust	80000	80000	160000	0.03	0	80000	80000	0.02	-0.01
e)	Foreing Bodies-DR	0	0	0	0.00	0	0	0	0.00	0.00
f)	NBFC Registered With RBI	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total (B)(2)</b>	<b>402636400</b>	<b>31844500</b>	<b>434480900</b>	<b>82.64</b>	<b>402636400</b>	<b>31844500</b>	<b>434480900</b>	<b>82.64</b>	<b>0.00</b>
	<b>Total Public Shareholding (B)</b>	<b>402636400</b>	<b>31844500</b>	<b>434480900</b>	<b>82.64</b>	<b>402636400</b>	<b>31844500</b>	<b>434480900</b>	<b>82.64</b>	<b>0.00</b>
C)	Shares Held By Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
D)	IEPF	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Grand Total</b>	<b>493881900</b>	<b>31844500</b>	<b>525726400</b>	<b>100.00</b>	<b>493881900</b>	<b>31844500</b>	<b>525726400</b>	<b>100.00</b>	<b>0.00</b>

## ii) Shareholding of Promoters-

S N	Shareholder's Name	Shareholding at the beginning of the year 01/04/2018			Shareholding at the end of the year 31/03/2019			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	VANDANA AGARWAL	285500	0.05	N.A	285500	0.05	N.A	0
2	SURBHI INFRAPROJECT PRIVATE LIMITED	72000000	13.7	NA	72000000	13.7	N.A	0
3	MADHUR BUILDCON PRIVATE LIMITED	18960000	3.61	N.A	18960000	3.61	N.A	0

## iii) Change in Promoters' Shareholding (please specify, if there is no change): NA

S. N.	Name of Shareholders	Shareholding at the beginning of the year 01/04/2018		Cumulative Shareholding during the year 31/03/2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1					
	<b>At the beginning of the year</b>	91245500	17.36	91245500	17.36
	<b>At the end of the year</b>	91245500	17.36	91245500	17.36



# YAMINI INVESTMENTS COMPANY LTD.

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## iv). Shareholding Pattern of top ten Shareholders (other than, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of Shareholder	Shareholding As on 01/04/2018		Changes During the year 2018-19		Cumulative Shareholding as on 31/03/2019	% of Total Shares of the Company
		No of Shares Held	% To the Total Shares	Increase /Decrease	Reason		
1	BELL INDUS FIBRECOM PVT LTD	4023700	0.77				
					Balance	4023700	
2	FORTUNATE INFRA DEVELOPERS PRIVATE LIMITED	5948781	1.13	-6000	Sale	5942781	1.13
					Balance	5942781	
3	FRUGAL DEVELOPERS PRIVATE LIMITED	4905305	0.93				
					Balance	4905305	
4	OVERALL LOGISTICS PRIVATE LIMITED	5381910	1.02				
					Balance	5381910	
5	DUXTON HILLS BUILDER PRIVATE LIMITED	5571704	1.06				
					Balance	5571704	
6	JAI AMBE TRADEXIM PRIVATE LIMITED	9215944	1.75				
					Balance	9215944	
7	NATURAL INVESTMENT MANAGEMENT	7835467	1.49				
					Balance	7835467	
8	VEENIT BUILDERS PRIVATE LIMITED	7013115	1.33	384808	Purchase	7397923	1.41
				257150	Purchase	7655073	1.46
					Balance	7655073	
9	MIDLAND FINANCIAL ADVISORY PRIVATE LIMITED	11783909	2.24	743699	Purchase	12527608	2.38
				255623	Purchase	12783231	2.43
					Balance	12783231	
10	MANLIKE CHEMICAL AND PHARMACEUTICAL COMPANY PRIVATE LIMITED	19663545	3.74	147700	Purchase	19811245	3.77
				38822	Purchase	19850067	3.78
				128000	Purchase	19978067	3.80
				189000	Purchase	20167067	3.84
				133010	Purchase	20300077	3.86
				228107	Purchase	20528184	3.90
				5615070	Purchase	26143254	4.97
				-6466666	Sale	19676588	3.74
					Balance	19676588	

## v) Shareholding of Directors and Key Managerial Personnel: -

S. N.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	VANDANA AGARWAL				
	At the beginning of the year	285500	0.05	285500	0.05
	At the end of the year	285500	0.05	285500	0.05

## V) INDEBTEDNESS- NIL

Indebtedness of the Company including interest outstanding/accrued but not due for payment





Particulars of Indebtedness	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of WTD			Total Amount
		VANDANA AGARWAL			
1	Gross salary	300000	-	-	300000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission- as % of profit- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total (A)</b>	<b>300000</b>	-	-	<b>300000</b>
	Ceiling as per the Act	-	-	-	-

**B. REMUNERATION TO OTHER DIRECTORS - NIL**

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (1)</b>	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-

**YAMINI INVESTMENTS COMPANY LTD.**

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Others, please specify	-	-	-	-
Total (2)	-	-	-	-
Total (B)=(1+2)	-	-	-	-
Total Managerial Remuneration	-	-	-	-
Overall Ceiling as per the Act	-	-	-	-

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Salary in Rs.

S. No.	Particulars of Remuneration	Key Managerial Personnel	
		Company Secretary	CFO
1	Gross salary	258200 /-	80,000/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	others, specify...	-	-
5	Others, please specify	-	-
	<b>Total</b>	<b>258200 /-</b>	<b>80,000/-</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

By Order of the Board  
For YAMINI INVESTMENTS COMPANY LIMITED

Place : Mumbai  
Date : 10/08/2019

Sd/-  
Arzoo Bimal Patodia  
Director  
DIN: 07555814

Sd/-  
Vandana Agarwal  
Whole Time Director  
DIN: 02347593

**“Annexure-3”****FORM AOC-2**

1. Details of contracts or arrangements or transactions not at arm’s length basis: **Nil**
2. Details of material contracts or arrangement or transactions at arm’s length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/arrangement/transactions	Duration of the contracts / arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any (Amount in Rs.)
Nil	Nil	Nil	Nil	Nil	Nil

By Order of the Board  
For YAMINI INVESTMENTS COMPANY LIMITED

Place : Mumbai  
Date : 10/08/2019

Sd/-  
Arzoo Bimal Patodia  
Director  
DIN: 07555814

Sd/-  
Vandana Agarwal  
Whole Time Director  
DIN: 02347593



Annexure - 4"

CFO CERTIFICATE

Compliance Certificate under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015

I, Shalini Agarwal, Chief Finance Officer of Yamini Investments Company Ltd to the best of my knowledge and belief certify that:

1. I have reviewed the balance sheet and profit and loss account, and all its schedules and notes to accounts, as well as the cash flow statement.
2. Based on my knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made.
3. Based on my knowledge, information and belief, the financial statements and other financial information included in this report present a true and fair view of the company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.
4. To the best of my knowledge, information and belief, no transactions entered into by the company during the year are fraudulent, illegal or volatile of the Company's Code of Conduct.
5. I am responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
6. I have disclosed, based on my most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps taken or proposed to be to rectify the deficiencies;

I have indicated to the Auditors and the Audit Committee:

- a) Significant changes in the Company's internal control over the financial reporting during the year;
- b) All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
- c) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

**FOR AND ON BEHALF OF THE BOARD,  
YAMINI INVESTMENTS COMPANY LTD**

**Place: Mumbai  
Date: 30/05/2019**

**Sd/-  
Shalini Agarwal  
Chief Financial Officer**

“Annexure –5”**Information Pursuant to Section 197 (12) Read with rule 5 of the companies (Appointment and remuneration of managerial personal) Rule 2014**

1. Ration of remuneration of each Director to the median remuneration of the employees of the company for the year 2018-19

Sr. no	Name and designation of the Director/KMP	Remuneration for FY 18-19 (Amount Rs. In Lakhs)	Ratio to the Median Remuneration
1	Mrs. Vandana Agarwal, Whole- Time Director	3,00,000	3.13
2	Mr. Mukesh Mittal, Director	-	-
3	Mr. Deep Chand Sharma Independent Director	-	-
4	Mr. Surendra Kumar Sharma Independent Director	-	-
5.	Mr. Satanand Pandey Independent Director	-	-
6.	Ms. Arzoo Bimal Patodia Independent Director	-	-
7.	Mr. Ramesh Kumar Kanodia Independent Director	-	-

2. The Percentage increase in remuneration of each director, CFO, CEO, CS or manager if any in

Sr. no	Name and designation of the Director/KMP	Remuneration for FY 17-18 (Amount Rs. In Lakhs)	Remuneration for FY 18-19 (Amount Rs. In Lakhs)	% Change
1	Mrs. Vandana Agarwal Whole- Time Director	-	3,00,000	(100%)
2	Mr. Mukesh Mittal, Director	-	-	-
3	Mr. Deep Chand Sharma Independent Director	-	-	Not Applicable
4	Mr. Surendra Kumar Sharma Independent Director	-	-	Not Applicable
5	Mr. Satanand Pandey Independent Director	-	-	Not Applicable
7	Ms. Arzoo Bimal Patodia Independent Director	-	-	Not Applicable
8.	Mr. Ramesh Kumar Kanodia Independent Director	-	-	Not Applicable
9.	Company Secretary	2,02,000	2,58,200	27.82%
10.	Shalini Agarwal Chief Financial Officer	1,10,000	80,000	(27.27%)

The Number of Permanent employee on the roll of the Company during as on 31st March 2019 is below ten and remuneration is as per the remuneration policy of the company .



## **YAMINI INVESTMENTS COMPANY LTD.**

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### DECLARATION ON CODE OF CONDUCT

To,  
The Members of  
YAMINI INVESTMENTS COMPANY LTD.

In accordance with Regulation 17(8), 26(3) of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges, I hereby confirm that, all the Directors and the Senior Management Personnel including myself have affirmed compliance to their respective Codes of Conduct, as applicable for the Financial Year ended 31<sup>st</sup> March, 2019.

By Order of the Board  
For **YAMINI INVESTMENTS COMPANY LIMITED**

Place : Mumbai  
Date : 10/08/2019

Sd/-  
Vandana Agarwal  
Whole Time Director  
DIN: 02347593

**REPORT ON CORPORATE GOVERNANCE FOR F.Y. 2018-19****Pursuant to Regulations 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Corporate Governance is a term that refers broadly to the rules, processes, or laws by which businesses are operated, regulated, and controlled. The term can refer to internal factors defined by the officers, stockholders or constitution of a corporation, as well as to external forces such as consumer groups, clients, and government regulations. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The objective of Corporate Governance is “Enhancement of long term shareholders value and ensuring the protection of rights of the shareholders” and your company reiterates its commitment to good Corporate Governance.

**1. COMPANY’S PHYLOSOPHY ON CORPORATE GOVERNANCE**

The Board of Directors are focused on the meeting their prime objective of maximization of shareholders wealth. The Listing Agreement entered in to by the Company with the Stock Exchange Contemplates Compliance with the Code of Corporate Governance. The Company conducts its affairs with a blend of the following aspects in their required proportion.

- Prudence
- Transparency
- Accountability
- Impartial treatment for all shareholders
- Operating under the purview of the statute
- Ethical Practices
- Shareholder’s wealth maximization

As a part of the compliances of the Regulation 27(2) of LODR the Company presents hereunder the required disclosures in the form of a Report for information of all the stakeholders.

**2. BOARD OF DIRECTORS****Size and composition of the Board**

As on 31st March 2019, the Company’s Board of Directors comprises 5 Members, 2 of whom are Executive Directors, and 3 are Non-Executive Directors (NEDs). All 3 NEDs are Independent Directors. The Board’s composition is in compliance with the requirements of Regulation 17 of the Listing Regulations.

These Directors bring in a wide range of skills and experience to the Board. The Board provides leadership, strategic guidance, objective and an independent view to the Company’s management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure. The Board periodically evaluates the need for change in its composition and size.

The names and categories of the Directors on the Board, the number of directorships and committee positions held by them in other companies as on 31st March, 2019 are given as below:

The Company has an adequate composition of Board of Directors along with Women Director.

Sr. No.	Name Of Directors	Category of Directorship	No. of other Directorships <sup>(1)</sup>	No. of Committee positions held <sup>(2)</sup>	
				Chairman	Member



## YAMINI INVESTMENTS COMPANY LTD.

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1.	Mrs. Vandana Agarwal	Whole Time Director & Chairman	0	0	0
2.	Mr.Satanand Pandey	Independent Director	0	0	0
3.	Ms. Arzoo Bimal Patodia	Independent Director	1	0	1
4.	Mr. Ramesh Kumar Kanodia	Independent Director	0	1	1
5.	Mr. Satanand Panday	Non-Executive - Independent Director	0	0	0

### Notes:

- There are no inter-se relationships between our Board members.
- <sup>(1)</sup>Excludes directorship Yamini Investments Company Limited, alternate directorship and directorships in private companies, foreign companies and companies under Section 8 of the Companies Act, 2013 (the Act).
- <sup>(2)</sup>Includes memberships/chairmanships of the Audit Committee of Directors and Stakeholders Relationship Committee of Indian public companies (excluding Yamini Investments Company Limited).
- None of the Directors is a member of more than 10 committees or acted as chairperson of more than 5 committees across all the public limited companies in which he/she was a Director.

### Changes in Board Composition

Changes in board composition during FY 18-19 and up to the date of this report are tabled below:

Sr. No.	Name Of Directors	Nature of change	Date of change
1.	Mr. Vikram	Resigned as Director of the Company	30.04.2018
2.	Mr. Deepak Gupta	Resigned as Director of the Company	30.04.2018
3.	Mr. Narayan Jee Thakur	Resigned as Director of the Company	30.04.2018
4.	Mr. Surendra Kumar Sharma	Resigned as Director of the Company	14.11.2018
5.	Ms. Arzoo Bimal Patodia	Appointed as Additional Director in a non-executive capacity	14.11.2018
6.	Mr. Satanand Pandey	Appointed as Additional Director in a non-executive capacity	14.11.2018
7.	Mr. Ramesh kumar kanodia	Appointed as Additional Director in a non-executive capacity	14.11.2018
9.	Mr. Deep Chand Sharma	Resigned as Director of the Company	14.11.2018

### Board meetings

Dates for Board meetings in the ensuing year are decided in advance and circulated to all Directors. The agenda for each meeting, along with detailed notes, is circulated in advance to the Directors. Attendance of Directors at the Meeting of Board of Directors for the Financial Year 2017-18.

Seven Board meetings were held during the year under review and the gap between two meetings did not exceed 120 days. These meetings were held on 03/05/2018, 30/05/2018, 10/08/2018, 27/08/2018, 14/11/2018, 11/02/2019 and 28/02/2019. One separate meeting of Independent Directors was also held on 11<sup>th</sup> Feb 2019.

### Attendance of directors during FY 2018-19

S. N.	Name of Director	Category of Directorship	Attendance at AGM on 25th September, 2018	No. of Board Meetings in the Year During respective tenure of Directors	
				Held	Attended
1	Mr. Mukesh Mittal(1)	Executive Director	Yes	7	7





## YAMINI INVESTMENTS COMPANY LTD.

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2	Mrs. Vandana Agarwal	Whole-Time Director	Yes	7	7
3	Mr. Surendra Kumar Sharma(2)	Independent Director	Yes	4	4
4	Mr. Deep Chand Sharma(3)	Independent Director	No	4	4
5	Mr. Satanand Pandey	Independent Director	NA	2	2
6	Ms. Arzoo Bimal Patodia	Independent Director	NA	2	2
7.	Mr. Ramesh Kumar Kanodia	Independent Director	NA	2	2

(1) Resigned as Director w.e.f. 20th April, 2019.

(2) Resigned as Director w.e.f. 14th November, 2018.

(3) Resigned as Director w.e.f. 14th November, 2018.

### Meeting of Independent Directors

During the year under review, a separate meeting of the Independent Directors was held on 11<sup>th</sup> Feb 2019. At the said meeting, the Independent Directors reviewed the performance of Non- Independent Directors, the Board as a whole and the Chairman, after taking into account the view of Executive Director(s) & Non-Executive Director(s). They also assessed the quality, quantity and timeliness of flow of information between the Company's management to the Board.

### Evaluation of Independent Directors and Boards Performance

The Board evaluated each of Independent Directors participation in the Board and their vast experience, expertise and contribution to the Board and Company. Each and every related party transaction is very well scrutinized and checks were made so that the Company is a beneficiary.

### Separate Meeting of Independent Director

The Company's Independent Directors met on **11th Feb, 2019** without the presence of the Chairman & Whole Time Director and the Senior Management team. The meeting was attended by all the Independent Directors and inter alia discussed:

- The performance of Non-Independent Directors and the Board as a whole;
- The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
- The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### Familiarization Program

The Company has taken up the initiative to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the Company, etc. The detail of such familiarization program has been disclosed on the company's website.

### Details of Director appointed and re-appointed during the year:

The details of Director re-appointed in the ensuing Annual General Meeting has been given in the 'Notice' calling the 36<sup>th</sup> Annual General Meeting of the Company.

### Code of Conduct

The Company has framed and adopted a Code of Conduct, which is applicable to all the directors and members of the senior management in terms of Regulation 17(5)(a) of SEBI (LODR) Regulations, 2015. The said code, lays the



general principles designed to guide all directors and members of the senior management in making ethical decisions.

All Directors and members of the senior management have confirmed their adherence to the provisions of the Act.

### **Skill/ expertise/ competence of the Board of Directors**

The Board comprises qualified members who bring in the required skill, competence and expertise that allow them to make effective contribution to the Board and its Committees.

The table below summarizes the list of core skills/expertise/competencies identified by the Board of Directors desired in the context of the business(es) and sector(s) of the Company for it to function effectively and those actually available with the Board:

<b>Skill area</b>	<b>Description</b>	<b>Number of Directors having particular skills</b>
Financials	Expert knowledge and understanding in Accounts, Finance, Banking, Auditing and Financial Control System	3
Leadership and Strategic Planning	Ability to understand organization, processes, strategic planning and risk management. Experience in developing talent, succession planning and driving change and long term growth.	5
Legal and Governance	Ability to protect shareholders' interests and observe appropriate governance practices. Monitor risk and compliance management system including legal framework.	5
Corporate Governance	Experience in developing good governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values	5

### **3. COMMITTEE OF THE BOARD:**

The Company has four committees viz: 1. Audit Committee, 2. Nomination and Remuneration Committee, 3. Stake Holders Relationship Committee,

The decisions relating to the constitution of committees, appointment of members and fixing of terms of service for committee members are taken by the Board of Directors.

#### **1. AUDIT COMMITTEE:**

The term of reference of this committee cover the matter specified for Audit Committee under Reg. 18 of the SEBI,(LODR) REGULATIONS, 2015 and provisions of Section 177 of the Companies Act, 2013. The current Audit Committee of the Company comprises three Directors, who possess knowledge of the corporate finance &accounts. During the financial year ended 31st March 2019, Four Audit Committee Meetings were held on 30.05.2018, 10.08.2018, 14.11.2018 and 11.02.2019 all members were present at these meetings. The composition of the Audit Committee by Members is as follows: Your Company has constituted Audit Committee under the Chairmanship of Mr. Ramesh Kumar Kanodia has designated as Chairman of the Audit Committee. The present Audit committee consisting of Ms. Arzoo Bimal Patodia as a member, Mr. Satanand Pandey as a member and Mr. Ramesh Kumar Kanodia as the Chairman of the Audit Committee. The constitution of the Audit Committee is as follows:-

<b>NAME OF DIRECTORS</b>	<b>STATUS OF COMMITTEE</b>	<b>NATURE OF DIRECTORSHIP</b>
Mr. Ramesh Kumar Kanodia*	Chairman Up to 10.08.2019	Non-Executive- Independent Director



Ms. Arzoo Bimal Patodia	Member Chairperson w.e.f 10.08.2019	Non-Executive- Independent Director
Mr. Satanand Pandey	Member	Non-Executive- Independent Director
Mr Girish Verma**	Member w.e.f 10.08.2019	Non-Executive- Independent Director

\* Resigned w.e.f 10/08/2019

\*\*Appointment w.e.f. 10/08//2019

## 2. NOMINATION AND REMUNERATION COMMITTEE:

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our Director; sitting fee payable to our Non-Executive Directors; remuneration policy covering policies on remuneration payable to our senior executives.

Your Company has constituted Nomination and Remuneration Committee under the Chairmanship of Mr. Ramesh Kumar Kanodia.

During the financial year ended 31st March 2019, Four Nomination and Remuneration Committee Meetings were held on 03.05.2018, 10.08.2018, 27.08.2018 and 14.11.2018, all members were present at these meetings.

The constitution of the Nomination and Remuneration Committee is as follows:-

NAME OF DIRECTORS	STATUS OF COMMITTEE	NATURE OF DIRECTORSHIP
Mr. Ramesh Kumar Kanodia*	Chairman Up to 10.08.2019	Non-Executive- Independent Director
Ms. Arzoo Bimal Patodia	Member Chairperson w.e.f 10.08.2019	Non-Executive- Independent Director
Mr. Satanand Pandey	Member	Non-Executive- Independent Director
Mr Girish Verma**	Member w.e.f 10.08.2019	Non-Executive- Independent Director

\* Resigned w.e.f 10/08/2019

\*\*Appointment w.e.f. 10/08//2019

## ROLE OF THE COMMITTEE:

The role of Nomination and Remuneration Committee is as follows:

- 1) determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- 2) determining/recommending the criteria for qualifications, positive attributes and independence of Directors;
- 3) identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
- 4) reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc;
- 5) reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- 6) determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- 7) evaluating performance of each Director and performance of the Board as a whole;

**3. STAKE HOLDERS RELATIONSHIP COMMITTEE:**

The Committee deals with various matters relating to the transmission of shares, issue of duplicate share certificates, approving the split and consolidation requests and other matters including Shareholder's Complaints and Grievance.

Your Company has constituted Stake Holders Relationship Committee under the Chairmanship of Mr. Ramesh Kumar Kanodia. During the financial year ended 31st March 2019 Two Stake holders relationship Committee Meetings were held on 30.05.2018 and 11.02.2019 all members were present at these meetings.

The Present Stake Holders Relationship Committee consists as follows:

NAME OF DIRECTORS	STATUS OF COMMITTEE	NATURE OF DIRECTORSHIP
Mr. Ramesh Kumar Kanodia*	Chairman Up to 10.08.2019	Non-Executive- Independent Director
Ms. Arzoo Bimal Patodia	Member Chairperson w.e.f 10.08.2019	Non-Executive- Independent Director
Mr. Satanand Pandey	Member	Non-Executive- Independent Director
Mr Girish Verma**	Member w.e.f 10.08.2019	Non-Executive- Independent Director

\* Resigned w.e.f 10/08/2019

\*\*Appointment w.e.f. 10/08//2019

**4. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis Report forms part of this Annual Report.

**5. GENERAL BODY MEETINGS:**

Details of the Last 3 AGM are given as under:

Year	Date	Time	Venue
2015-2016	30.09.2016	09.00 am	Anmol Banquets, 2nd Floor, Harmony Mall, opp. Royal Enfield Showroom, Link Road, Goregaon (W), Mumbai- 400 104
2016-2017	25.09.2017	09:30 am	Vyanjan Banquets, 43, Oshiwara Link Plaza, next to Oshiwara Police Station, link road extn., Andheri (w), Mumbai- 400 102
2017-2018	25.09.2018	09:30 am	Vyanjan Banquets, 43, Oshiwara Link Plaza, next to Oshiwara Police Station, link road extn., Andheri (w), Mumbai- 400 102

All the resolutions including special resolutions as set out in the respective notices were passed by the shareholders.

**6. DISCLOSURES:****Related Party Transactions:**

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company at large. Website link for details/policy is <https://www.yaminiinvestments.com/>.

**Related Parties:**

Description of relationship	Names of related parties	Transaction
<b>(a) Enterprises under the same management</b>		
(i) Ultimate Holding Company	Nil	Nil
(ii) Holding Company	Nil	Nil
(iii) Subsidiaries	Nil	Nil
(iv) Fellow Subsidiaries (to be given only if there are transactions)	Nil	Nil
<b>(b) Associates and Joint Ventures</b>	Nil	Nil
<b>(c) Key Management Personnel (KMP)</b>	Vandana Agarwal	3,00,000
<b>Whole Time Director</b>		
<b>Chief Financial Officer</b>	Shalini Agarwal	80,000
<b>Company Secretary</b>	Alkesh Patidar Nayan Kumar Gamdha	2,06,500 51,700
<b>(d) Relatives of KMP</b>	Nil	Nil
<b>(e) Company in which KMP / Relatives of KMP can exercise significant influence</b>	Nil	Nil

**Details Of Non-Compliance By The Company, Penalties And Strictures Imposed On The Company By Stock Exchanges Or Sebi, Or Any Statutory Authorities, On Any Matter Related To Capital Markets During Last Three Years: NIL****Listing :**

The Company's Shares are listed during the year on Bombay Stock Exchange; the Company has paid the Listing Fees for F.Y. 2019-2020.

**Compliances by the Company:**

The Company has complied with all the requirements of the Listing Regulation of the Stock Exchanges as well as regulations and guidelines of SEBI, No Penalties have been levied or strictures have been passed, by Stock Exchanges on matters relating to capital markets, in the last three years.

**Code of Conduct for Directors and Senior Management:**

The Board of Directors of the Company has adopted a Code of Conduct for Directors and Senior Management and the same is posted on the website of the Company.

**CFO Certification:**

During the year Mrs. Shalini Agarwal, CFO of the Company have certified to the Board with regard to the compliance made by them in terms of Regulation 17(8) read with Part B of Schedule II of the SEBI(LODR) Regulation, 2015 and the certificate forms part of Annual Report. The Company complies with all the requirements of the Listing Regulations.

**Particulars of Loans, guarantees or investments U/S 186 of Companies Act, 2013:**

The provision of section 186 is not applicable to our Company as the company is carry on its business activities of investments by way of Bonds and shares, equity participation and financial assistance as the ordinary course of the business defined in the Main Object clause of the Memorandum of Association of the Company.

During the period under review, the loans, advance and guarantees were provided by the Company under the provisions of Section 186 of Companies Act, 2013 is given in the balance sheet and schedule of Loans and Advances.

**Vigil Mechanism:**

In terms of section 177(9) of the companies Act, 2013 read with Rule 7 of The companies (Meeting of Board and its Powers) Rules 2014 and Clause 49 of the Listing Agreement your company has established a vigil mechanism for directors and employees to report genuine concerns of the company with adequate safeguards against victimization of persons who use such mechanism. The details of establishment of such mechanism will be disclosed on the company's website [www.yaminiinvestments.com](http://www.yaminiinvestments.com).

**Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:**

The Company is in Compliance with all mandatory requirements of Listing Regulations. In addition Company has also adopted the following Non-mandatory requirements to the extent mentioned below:

Certificate as required under Part C of Schedule V of Listing Regulations, have been received from Mr. Akhil Agarwal Practicing Company Secretaries, that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

**Compliance Certificate from Auditors on Corporate Governance:**

Certificate from Secretarial auditors Mr. Akhil Agarwal Company Secretary in Practice confirming compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report.

**Reconciliation Of Share Capital Audit Report (Formerly Known As Secretarial Audit Report) And Certificate Of Compliance With Regulation 40(9) Of The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015:**

The SEBI vide Circular No. CIR/MRD/DP/30/2010 dated 6th September, 2010 has modified the terminology of Secretarial Audit, as **Reconciliation of Share Capital Audit**. A qualified Practicing Company Secretary has carried out secretarial audit to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and total issued and listed capital. The Reconciliation of Share Capital Audit (formerly known as Secretarial Audit Report) confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of Dematerialized shares held with NSDL and CDSL.

The audit is carried out by **Mr. Akhil Agarwal Company Secretary in Practice confirming compliance** every quarter and report thereon is submitted to the Stock Exchanges along with half yearly Compliance Certificate as per Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and placed before the Board of Directors.



**Compliance of corporate governance requirements specified in regulation 17 to 27 and regulation 46(2)(b) to (i) of listing regulations.**

Your Company confirms compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub- regulation (2) of regulation 46 of the Listing Regulations.

**Disclosures with respect TO Demat Suspense Account/ Unclaimed Suspense Account (Unclaimed Shares): Nil**

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause (b) to (i) of sub-regulation (2) of Regulation 46 The discretionary requirements as stipulated in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been adopted to the extent and in the manner as stated under the appropriate headings in the Report on Corporate Governance.

**7. MEANS OF COMMUNICATION**

**(i) Quarterly and Half-yearly financial results**

The Quarterly, Half yearly and Annual Results of the Company are available on the website of the Company [www.yaminiinvestments.com](http://www.yaminiinvestments.com) The Quarterly Results and Annual Results of the Company are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement and are published in a leading English daily newspaper.

The 'Investors' section on the Company's website keeps the investors updated on material developments in the Company by providing key and timely information such as Financial Results, Annual Reports etc. Members also have the facility of raising queries/making complaints on share related matters through a facility provided on the Company's website.

The Company has a dedicated help desk with email ID: [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com) in the Secretarial Department for providing necessary information to the investors.

**(ii) Official News Releases**

Official news releases are made whenever it is considered necessary. The Financial Results and other Communications of the Company were normally published in 2 papers i.e. English 'Free Press Journal' and Marathi 'Navshakti..

**(iii) The presentation made to institutional investors or to the analysts**

There were no specific presentation made to the investors or analysts during the year

**8. GENERAL SHAREHOLDER INFORMATION:**

**(a) AGM date, time and venue:**

Annual General Meeting scheduled to be held on 25<sup>th</sup> September, 2019 Wednesday, at 9.30 A.M. at Vyanjan Banquets, 43, Oshiwara Link Plaza, Next to Oshiwara Police Station, Link Road Extn., Andheri (W), Mumbai- 400 102.

**\*Copy of Notice of Annual General Meeting along with Annual Report 2018-19 is available on Company website: [www.yaminiinvestments.com](http://www.yaminiinvestments.com)**

**(b) Financial Year:** The Financial Year is from 1<sup>st</sup> April to 31st March.

Tentative Schedule

Unaudited Results for quarter ending June 30, 2019 - 14th August, 2019

Unaudited Results for quarter ending September 30, 2019 - 14th Nov., 2019



# YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

Unaudited Results for quarter ending December 31, 2019 - 14th Feb, 2020  
 Unaudited Results for year ending March 31, 2020 - 30th May, 2020  
 AGM for year ending March 31, 2020 - 30 September, 2020

(c) **Book Closure period:** Share Transfer Register will be closed from 20<sup>th</sup> September, 2019 to 25<sup>th</sup> September, 2019 (Both Days Inclusive).

(d) **Dividend payment date:** Not Applicable

(e) **Stock Exchange where securities are listed:**

**Bombay Stock Exchange Limited (BSE)**  
 Phiroze Jeejeebhoy Towers, Dalal Street,  
 Mumbai – 400 001

(f) **Stock Market Data:**

During the year the trading of the shares of the Company continues shares of the Company is regularly trading in XT Group.

**Stock Code:** 511012

**ISIN:** INE457N01025

Period: Apr 2018 to March 2019

All Prices in ₹

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
										H-L	C-O
Apr-18	5.5	5.5	3.99	4.07	82780	206	367512	82780	100	1.51	1.43
May-18	3.87	4.09	3.05	3.05	324146	801	1192082	324146	100	1.04	0.82
Jun-18	2.96	2.96	2.24	2.24	1042819	712	2435979	1042819	100	0.72	0.72
Jul-18	2.2	2.2	1.57	1.57	5933219	278	10399936	5933219	100	0.63	0.63
Aug-18	1.54	1.54	1.29	1.29	1019392	110	1479255	1019392	100	0.25	0.25
Sep-18	1.29	1.29	1.29	1.29	351174	61	453009	351174	100	0	0
Oct-18	1.27	1.27	0.99	0.99	15458	41	18013	15458	100	0.28	0.28
Nov-18	0.98	0.98	0.88	0.88	55646	107	52244	55646	100	0.1	-0.1
Dec-18	0.87	0.87	0.42	0.46	452163	244	267540	452163	100	0.45	0.41
Jan-19	0.44	0.55	0.33	0.33	1494795	1390	647281	1494795	100	0.22	0.11
Feb-19	0.33	0.34	0.21	0.23	658811	300	160317	658811	100	0.13	-0.1
Mar-19	0.24	0.31	0.19	0.29	7573495	784	2064237	7573495	100	0.12	0.05



**Distribution of Shareholding as on 31st March, 2019**

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
Up To 5,000	709	30.38	755241	0.14
5001 To 10,000	70	3	535686	0.1
10001 To 20,000	92	3.94	1424850	0.27
20001 To 30,000	71	3.04	1809080	0.34
30001 To 40,000	255	10.93	9379532	1.78
40001 To 50,000	52	2.23	2376476	0.45
50001 To 1,00,000	467	20.01	35942503	6.84
1,00,000 and Above	618	26.48	473503032	90.07
<b>Total</b>	<b>2334</b>	<b>100</b>	<b>525726400</b>	<b>100</b>

**Pattern of Shareholding as on 31<sup>st</sup> March, 2019**

Sr. No	Category of Shareholders	No. of shares Held	Percentage of holdings
1.	Promoters	91245500	17.36
2.	Foreign Institutional Investors/ Mutual Funds	Nil	Nil
3.	Bodies Corporate	228430041	43.45
4.	Individual shareholders holding nominal shares Capital up to Rs. 2 Lakhs	79742649	15.17
5.	Individual Shareholders holding nominal Shares Capital in excess of Rs.2 Lakhs	126308210	24.03
6.	Clearing Members	3326512	0.63
7.	Hindu Undivided Family	26151992	4.97
8.	Trusts	80000	0.02
9.	Non Resident Indians	36500	0.01
10.	Foreign National	Nil	Nil
11.	Any other specify	Nil	Nil
	<b>Total</b>	<b>52,57,26,400</b>	<b>100</b>

**Dematerialization of Shares as on 31<sup>st</sup> March, 2019**

The Equity Shares of the Company are compulsorily traded in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Company has arrangement with National Securities Depository Ltd. (NSDL) as well as Central Depository Services (India) Limited (CDSL) for demat facility.



## YAMINI INVESTMENTS COMPANY LTD.

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Particulars	No. of Shares	Percentage(in Share Capital)
Held in dematerialized Form in CDSL	36,08,17,208	68.63%
Held in dematerialized Form in NSDL	13,30,64,692	24.85%
Physical	3,18,44,500	06.06%
<b>Total Number of Shares</b>	<b>52,57,26,400</b>	<b>100.00</b>

### Registered Transfer Agents (RTA):

For share transfers and other communication relating to share certificates, Dividend and change of address:

**M/s Skyline Financial Services Private Limited**  
D-153 A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi -110 020  
Tel: 011-30857575 (10) Lines Fax: 011-30857562, Email: [virenr@skylinerta.com](mailto:virenr@skylinerta.com)

In order to facilitate investor servicing, the Company has designated an e-mail-id: [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com) mainly for registering complaints by investors.

### Share Transfer System:-

Transfer of shares in physical form is processed by the Company's Registrars & Transfer Agents (RTA) generally within fifteen days from the date of receipt, provided the transfer/transmission in physical form after they are processed by the RTA are submitted to the Company for the necessary approval.

The Chairman transfer/transmission requests received in physical form from time to time. Investors may kindly take note that SEBI has mandated that in case of securities market transactions and off market/private transactions involving transfer of shares of a listed company in physical mode, it shall be compulsory for the transferee(s) to furnish a copy of the PAN card to the Company/RTA, together with the transfer documents for registering transfer of such shares.

### Code of Conduct

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management and that the same has been hosted on the Company's website. All the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct, as on 31st March, 2019. The Company's Chairman Declaration to this effect forms a part of this report

### Code for Prevention of Insider Trading

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insiders under the SEBI (Prevention of Insider Trading) Regulation, 2015 and the same is available on the Company's website <https://www.yaminiinvestments.com/>. This policy also includes practices and procedures for fair disclosures of unpublished price-sensitive information, initial and continual disclosures.

### Legal Proceedings:

There is no legal proceeding pending against the Company.

**Address for Correspondence: All correspondences should be addressed to**  
**YAMINI INVESTMENTS COMPANY LIMITED**  
Regd: Off: E-210, Crystal Plaza, Opp. Infinity Mall, New Link Road, Mumbai-400053, Maharashtra  
Telephone No: 022-40164455  
Email: [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com)  
Website: [www.yaminiinvestments.com](http://www.yaminiinvestments.com)



**CERTIFICATE OF CORPORATE GOVERNANCE REPORT**

**Requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**To,**  
**The Members of**  
**YAMINI INVESTMENTS COMPANY LIMITED**  
E-210, Crystal Plaza, Opp. Infinity Mall,  
New Link Road, Andheri (West),  
Mumbai – 400 053

We have examined the compliance of conditions of Corporate Governance by Yamini Investments Company Limited (“the Company”) for the financial year ended **March 31, 2019** as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2019, except as mentioned in Secretarial Audit Report for the year.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Akhil Agarwal**  
**Practicing Company Secretary**  
**CP No.: 16313**

**Sd/-**  
**Akhil Agarwal**  
**Proprietor**  
**ACS No. 35073**

**Place: Kolkata**  
**Date: 10/08/2019**

**DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2) (B) TO (I) OF THE LISTING REGULATIONS:**

Sr. No.	Particulars	Regulation	Compliance status Yes/No/N.A	Compliance observed for the following:
1	Board of Directors	17	Yes	<input checked="" type="checkbox"/> Board Composition <input checked="" type="checkbox"/> Meeting of Board of Directors <input checked="" type="checkbox"/> Review of compliance reports <input checked="" type="checkbox"/> Plans for orderly succession for appointments <input checked="" type="checkbox"/> Code of Conduct <input checked="" type="checkbox"/> Fees / compensation <input checked="" type="checkbox"/> Minimum information to be placed before the Board <input checked="" type="checkbox"/> Compliance Certificate <input checked="" type="checkbox"/> Risk Assessment & Management <input checked="" type="checkbox"/> Performance Evaluation of Independent Directors
2	Audit Committee	18	Yes	<input checked="" type="checkbox"/> Composition <input checked="" type="checkbox"/> Meeting of Audit Committee <input checked="" type="checkbox"/> Role of Audit Committee and review of information by the Committee
3	Nomination and Remuneration Committee	19	Yes	<input checked="" type="checkbox"/> Composition <input checked="" type="checkbox"/> Role of the Committee
4	Stakeholders Relationship Committee	20	Yes	<input checked="" type="checkbox"/> Composition <input checked="" type="checkbox"/> Role of the Committee
5	Risk Management Committee	21	Not Applicable	<input checked="" type="checkbox"/> The Company is not in the list of top 100 listed entities by market capitalization
6	Vigil Mechanism	22	Yes	<input checked="" type="checkbox"/> Formulation of Vigil Mechanism for Directors and employees <input checked="" type="checkbox"/> Direct access to Chairperson of Audit Committee
7	Related Party Transactions	23	Yes	<input checked="" type="checkbox"/> Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions <input checked="" type="checkbox"/> Related Party Transactions of the Company are pursuant to contracts duly approved by the Audit Committee, Board of Directors and Shareholders of the Company
8	Corporate Governance requirements with respect to subsidiary of Listed Entity	24	Not Applicable	<input checked="" type="checkbox"/> The Company does not have any subsidiary
9	Obligations with respect to Independent Directors	25	Yes	<input checked="" type="checkbox"/> Maximum Directorship and Tenure <input checked="" type="checkbox"/> Meeting of Independent Directors <input checked="" type="checkbox"/> Familiarization of Independent Directors
10	Obligations with respect to Directors and Senior Management	26	Yes	<input checked="" type="checkbox"/> Memberships / Chairmanships in Committees <input checked="" type="checkbox"/> Affirmation with compliance to Code of Business Conduct and Ethics from Directors and Management Personnel <input checked="" type="checkbox"/> Disclosure of shareholding by Non-executive Directors <input checked="" type="checkbox"/> Disclosures by Senior Management about potential conflicts of interest
11	Other Corporate Governance requirements	27	Yes	<input checked="" type="checkbox"/> Compliance with discretionary requirements <input checked="" type="checkbox"/> Filing of quarterly compliance report on Corporate Governance.



12	Website	46(2)(b) to (i)	Yes	<input checked="" type="checkbox"/> Terms and conditions of appointment of Independent Directors <input checked="" type="checkbox"/> Composition of various Committees of Board of Directors <input checked="" type="checkbox"/> Code of Business Conduct and Ethics for Directors and Management Personnel <input checked="" type="checkbox"/> Details of establishment of Vigil Mechanism/ Whistle Blower Policy <input checked="" type="checkbox"/> Policy on dealing with Related Party Transactions <input checked="" type="checkbox"/> Details of familiarization programs imparted to Independent Directors.
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**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Industry Structure And Developments:**

India's Gross Domestic Product (GDP) growth moderated to 6.8% in 2018-19, from 7.2% in the previous financial year. Nevertheless, India still continues to be one of the fastest growing major economies in the world. Economic momentum was robust in the first half of the year, though showed some signs of moderation in the second half.

The Indian Economy During the year 2018-19, the Indian economy continued its journey towards restoring macro-economic stability. Despite the global sluggishness, economic growth continued to be robust as inflation remained stable, while key macro parameters such as Fiscal Deficit and Current Account Deficit The IMF revised India's growth forecast to 6.8% in FY19, a decline from the official advance estimates of 7.1%. Measured in terms of Gross Value Added (GVA) at constant prices, agriculture grew at 4.9%, while manufacturing recorded a growth of 7.9% in 2018-19. Among the services sector, growth rate of 'financial, real estate & professional services' remained at 5.7% during the year. Large terms-of-trade gains, positive policy actions, structural reforms (the introduction of GST and formalisation of the inflation targeting framework) and improved confidence are expected to support consumer demand and investment. In the near term, however, private investment will likely be constrained by weakened corporate and public bank balance sheets and after effects of temporary negative consumption shock induced by cash shortages and payment disruptions associated with the recent currency note withdrawal and exchange initiative. The Union budget remained focused on boosting personal consumption through a reduction in the tax rates at the lowest slabs and record high allocation towards Mahatma Gandhi National Rural Employment Guarantee Act (MNREGA), which is expected to increase the spending power of the salaried class and rural population.

**GLOBAL ECONOMIC OUTLOOK** Global economic environment remained challenging in 2018 although economic activity is expected to pick up in 2018 and 2019, especially in emerging markets and developing economies. International Monetary Fund (IMF) in its latest outlook has upped the world GDP growth projections from 3.1% in 2016 to 3.5% in 2017. The real GDP growth in the United States dropped sharply to 1.6% in 2016 primarily on account of soft exports and declining investments. The growth is expected to rebound to 2.3% in 2018 and 2.5% in 2019 backed by expectations of fresh fiscal stimulus from the administration. The US seems to be the driver of global equity markets. Undoubtedly, the world's largest basket of wealth is managed in the US and therefore allocations are driven by the views of Fund Managers in the US. A vibrant US market motivates fund managers to allocate larger funds to other markets in search of new opportunities and as a means of diversification. Equity investors look for growth and global market capitalisation has grown with substantial growth in GDP. Going forward, perhaps the biggest risk to equity markets are the extended valuations in the US markets. The S&P 500 EPS over the last decade has remained in a narrow band of 85 -110 whereas the value of the S&P has appreciated significantly, especially in the last five years. The S&P EPS has fallen in the last three years. Further, since 2010, US companies have borrowed funds to do share buybacks which, according to some research reports, aggregated \$3.25 trillion for the S&P 500 companies and net of issuances, has reduced the number of shares issued by about 9.3%. Thus, in essence, if the number of shares had remained the same, the EPS would be lower by about 11%, reflecting a higher de growth in this period of rampant exuberance.

**Opportunities, Threats & Risks:**

The Company is mainly exposed to market risk (including liquidity risk), interest risk and credit risk. However prudent business and risk management practices followed by the company over the years helps its to manage normal industry risk factors, which inter alia includes economic/ business cycle, fluctuations in the stock prices in the market, besides the interest rate volatility, and credit risk. The Company is confident of managing these risks by observing a conservative financial profile in investment are trading of securities business.

Indian Economy will see reasonable growth of 5.6% in the near terms of inflation, oil prices, budget deficits, interest rates, commodity prices and infrastructural bottlenecks remains area of concern.



## YAMINI INVESTMENTS COMPANY LTD.

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The sheer unpredictable nature of the markets makes investments a risky proposition. An investment company has to live with the fear of falling markets and movement of the Sensex. However, the company hopes to improve its performance on the strength of its long experience and its strong emphasis on the fundamentals. Your management has got ample exposure of the capital markets, which provide us an opportunity to make safer and profitable investments with minimum risks.

### Outlook for 2019-20:

IMF has projected that global economic growth may moderate from 3.6% in 2018 to 3.3% in 2019 and then pick up modestly to 3.6% in 2020. The current outlook can be attributed to a confluence of global factors like geopolitical uncertainty and ambiguity in US-China trade talks. Global trade is expected to slow down this year, with world trade volume growth estimated at 3.4% in 2019 from 3.8% in 2018.

### Performance:

During the year, the company has earned Gross profit before tax of Rs. 22, 92, 070/- mainly from sale of shares and securities and interest earned.

### Discussion on financial performance with respect to operational performance:

Due to increasing competition an introduction of GST regime, there is a decrease in company turnover by Rs. 2,36,44,099

### Details of significant changes:

Particular	2017-18	2018-19	Changes
Turnover	4,56,77,029	2,20,32,930	-2,36,44,099
Debtors Turnover	1.46	0.76	-0.69
Inventory Turnover	10.63	3.70	-6.93
Interest Coverage Ratio	NA	NA	NA
Current Ratio	52.04	23.15	28.89
Debt Equity Ratio	NA	NA	NA
Operating Profit Margin (%)	-62.38	-311.75	249.37
Net Profit Margin (%)	3.28	8.49	-5.20

### Internal Control Systems:

The Company has an Internal Control System which is commensurate with the size, scale and complexity of its operations. The Internal Auditors monitor the efficiency and efficacy of the internal control systems in the Company, compliance with operating systems/accounting procedures and policies of the Company. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

The Company has adequate systems and procedures to provide assurance of recording transactions in all material respects. During the year, Ms. Shalini Agarwal, Chief Financial Officer, reviewed the adequacy and operating effectiveness of the internal financial controls as per Section 134 (5) of the Companies Act, 2013 by covering the following broad areas:

- i. Material level assessment
- ii. Entity level assessment
- iii. Risk Control Matrix covering major processes and developing controls internal audit and compliance.



## **YAMINI INVESTMENTS COMPANY LTD.**

(CIN: L67120MH1983PLC029133)

The Company conducts its internal audit and compliance functions within the parameters of regulatory framework which is well commensurate with the size, scale and complexity of operations. The internal controls and compliance functions are installed, evolved, reviewed, and upgraded periodically.

The Company has appointed, Vikas N Jain and Associates, Chartered Accountants, to conduct internal audit covering all areas of operations including branches. The reports are placed before the Audit Committee of the Board.

The Audit Committee reviews the performance of the audit and compliance functions, the effectiveness of controls and compliance with regulatory guidelines and gives such directions to the Management as necessary / considered appropriate. The Company has framed a compliance policy to effectively monitor and supervise the compliance function in accordance with the statutory requirements.

### **Human Resources**

People remain the most valuable asset of your Company. Your Company is professionally managed with senior management personnel having rich experience and long tenure with the Company. Your Company follows a policy of building strong teams of talented professionals. Your Company encourages, appreciates and facilitates long term careers. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. The Company continues to focus on training programs for Skill Development, compliance and improved customer experience.

### **Cautionary Note**

Certain statements in this Report may be forward-looking and are stated as may be required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of future performance and outlook. Your Company doesn't undertake to update these statements.

### **Disclosure of Accounting Treatment:**

The Company has adopted Indian Accounting standards (Ind AS) with effect from 01st April, 2017 and accordingly, the results have been prepared in accordance with the Companies (Indian Accounting Standard) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013

### **Acknowledgement**

Your directors take this opportunity to place on record their appreciation to all employees for their hard work, spirited efforts, dedication and loyalty to the Company which has helped the Company maintain its growth. The Directors also wish to place on record their appreciation for the support extended by the Reserve Bank of India, other regulatory and government bodies, Company's auditors, customers, bankers, promoters and shareholders.

By Order of the Board

For **YAMINI INVESTMENTS COMPANY LIMITED**

Place : Mumbai

Date : 10/08/2019

Sd/-

Arzoo Bimat Patodia

Director

DIN: 07555814

Sd/-

Vandana Agarwal

Whole Time Director

DIN: 02347593



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Members of  
Yamini Investment Company Limited  
E-210, Crystal Plaza, Opp. Infinity Mall,  
New Link Road, Andheri (W) Mumbai-400053.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Yamini Investment Company Limited** having CIN L67120MH1983PLC029133 and having registered office at **E-210, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W) Mumbai-400053**. (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)), BSE as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTORS	DIN	Date of Appointment
1	VANDANA AGARWAL	02347593	24/01/2013
2	ARZOO BIMAL PATODIA	07555814	14/11/2018
3	SATANAND PANDEY	08240027	14/11/2018
4	RAMESH KUMAR KANODIA	08272835	14/11/2018
5	Mukesh Mittal	05300556	24/01/2013

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Akhil Agarwal  
Practicing Company Secretary  
CP No.: 16313

Sd/-  
Akhil Agarwal  
Proprietor  
ACS No. 35073

Place: Kolkata  
Date: 25/07/2019

**INDEPENDENT AUDITOR'S REPORT****Independent Auditor's Report  
TO THE MEMBERS OF YAMINI INVESTMENTS COMPANY LIMITED  
Report on the Standalone Ind AS Financial Statements****Opinion**

We have audited the accompanying standalone financial statements of **YAMINI INVESTMENTS COMPANY LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

SR. NO.	KEY AUDIT MATTER	AUDITOR'S RESPONSE
1.	Adoption of new accounting framework (Ind AS) Effective 1 April 2017, the Company adopted the Indian Accounting Standards ('Ind AS') notified by the Ministry of Corporate Affairs with the transition date of 1 April 2016. The following are the major impact	<ul style="list-style-type: none"> <li>❖ Our key audit procedures included:</li> <li>❖ Design / controls</li> <li>❖ We have also confirmed the approvals of Audit Committee for the choices and exemptions made by the Company for compliance/acceptability under IND AS 101.</li> <li>❖ <b>Substantive tests</b></li> </ul>



	<p>areas for the Company upon transition:</p> <ul style="list-style-type: none"> <li>➤ Classification and measurement of financial assets and financial liabilities.</li> <li>➤ Measurement of loan losses (expected credit losses)</li> <li>➤ Business combinations</li> <li>➤ Accounting for securitization and assignment.</li> <li>➤ Accounting for loan fees and costs</li> <li>➤ Accounting for employee stock options</li> </ul> <p>The migration to the new accounting framework (Ind AS) is a complicated process involving multiple decision points upon transition. Ind AS 101, Adoption prescribes choices and exemptions for application of Ind AS principles at the transition date.</p> <p>We identified transition date accounting as a key audit matter because of significant degree of management judgment and application on the areas noted above.</p>	<ul style="list-style-type: none"> <li>• Valuated management's transition date choices and exemptions for compliance/acceptability under md AS 101.</li> <li>• Understood, the methodology implemented by management to give impact on the transition.</li> <li>• Assessed the accuracy of the computations.</li> </ul>
<p><b>2.</b></p>	<p><b>Subjective estimate</b></p> <p>Recognition and measurement of impairment of loans and advances involve significant management Evaluation of the appropriateness of the judgment.</p> <p>With the applicability of md AS 109 credit loss assessment is now based on expected credit loss (ECL) model. The Company's impairment allowance is derived from estimates including the historical default and loss ratios. Management exercises judgment in determining the quantum of loss based on a range of factors.</p>	<p>Our audit procedures included:</p> <p><b>Design / controls</b></p> <ul style="list-style-type: none"> <li>• Evaluation of the appropriateness of the impairment principles based on the requirements of md AS 109</li> <li>• Assessing the design and implementation of key internal financial controls over loan impairment process used to calculate the impairment charge.</li> <li>• We used our modelling specialist to test the model methodology and reasonableness of assumptions used.</li> <li>• Testing of management review controls over measurement of; impairment allowances and disclosures in financial statements.</li> </ul> <p>Substantive tests</p> <ul style="list-style-type: none"> <li>• We focus on appropriate application of accounting principles, validating completeness and accuracy of the data and reasonableness of</li> </ul>



		<p>assumptions used in the model</p> <ul style="list-style-type: none"> <li>• Test of details over of calculation of impairment allowance for assessing the completeness, accuracy and relevance of data.</li> <li>• Model calculations were tested through re-performance where possible.</li> </ul>
<p><b>3.</b></p>	<p><b>IT systems and controls</b></p> <p>The Company's key financial accounting and reporting processes are highly dependent on the automated controls in information systems, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records being materially misstated. The Company primarily uses three systems for its overall financial reporting.</p>	<p>Our audit procedures to assess the IT system access management included the following:</p> <p><b>General IT controls / user access management</b></p> <ul style="list-style-type: none"> <li>• We tested a sample of key controls operating over the information technology in relation to financial accounting and reporting systems, including system access and system change management, program development and computer operations.</li> <li>• We tested the design and operating effectiveness of key controls over user access management which includes granting access right, new user creation removal of user rights and preventative controls designed to enforce segregation of duties.</li> <li>• Evaluating the design, implementation and operating effectiveness of the significant accounts related IT automated controls which are relevant to the accuracy of system calculation, and the consistency of data transmission.</li> <li>• Other areas that were independently assessed included password policies system configurations, system interface controls, controls over changes to applications and databases and that business users, developers and production support did not have access to change applications, the operating system or databases in the production environment.</li> </ul>

**Information Other than the Standalone Financial Statements and Auditor’s Report Thereon**

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the standalone financial statements and our auditor’s report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.



If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ❖ Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ❖ Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- ❖ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- ❖ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ❖ Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report that:
  - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - B. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - C. the balance sheet, the statement of profit and loss, the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
  - D. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - E. on the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
  - F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our



report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
- H. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- I. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- the Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements;
  - the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

2. With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

3. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order

**For SSRV & ASSOCIATES**  
**Chartered Accountants**  
**FRN: 135901W**

**Sd/-**  
**Vishnu Kant Kabra**  
**Partner**  
**M.No : 403437**

**Place: Mumbai**  
**Date: 30/05/2019**

**Annexure - A to the Auditors' Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **YAMINI INVESTMENTS COMPANY LIMITED** ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls are operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**





## **YAMINI INVESTMENTS COMPANY LTD.**

(CIN: L67120MH1983PLC029133)

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For SSRV & ASSOCIATES**  
**Chartered Accountants**  
**FRN: 135901W**

**Sd/-**  
**Vishnu Kant Kabra**  
**Partner**  
**M.No : 403437**

**Place: Mumbai**  
**Date: 30/05/2019**

**Annexure - B to the Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone IND AS financial statements for the year ended 31 March 2019, we report that:

- i. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
  - a. The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
  - b. The title deeds of immovable properties are held in the name of the company.
- ii. As explanation to us, the inventory has been physically verified by the management at reasonable intervals during the year. In our opinion and according to the information and explanation given to us, no material discrepancies have been noticed on physical verification.
- iii. The Company has not received loans from its holding company which is exempt under section 186 and therefore not required to maintain register under section 189 of the companies act 2013 Thus, paragraph 3(iii) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. The Company has not accepted any deposits from the public. Thus, paragraph 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including, income-tax, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, taken loans or borrowings from financial institutions and banks and company has not defaulted in repayment of loans and borrowing to a financial institution, banks, government or dues to debenture holders.
- ix. According to the information and explanations given to us, the Company has not made an initial public offer during the year. Thus, paragraph 3(iii) of the Order is not applicable to the Company.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information given based on our examination of the records of the Company, the Company has paid/provided managerial remuneration to director of the company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.



## **YAMINI INVESTMENTS COMPANY LTD.**

(CIN: L67120MH1983PLC029133)

- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For SSRV & ASSOCIATES**

**Chartered Accountants**

**FRN: 135901W**

**Sd/-**

**Vishnu Kant Kabra**

**Partner**

**M.No : 403437**

**Place: Mumbai**

**Date: 30/05/2019**



# YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

## YAMINI INVESTMENTS COMPANY LIMITED

(CIN: L67120MH1983PLC029133)

Balance Sheet as at 31st March, 2019

ASSETS		Mar-19	Mar-18	Mar-17
<b>(1) Non-current assets</b>				
(a) Property, Plant and Equipment	1	11,89,458	17,03,211	26,39,471
(b) Capital work-in-progress		-	-	-
(c) Investment Property		-	-	-
(d) Goodwill		-	-	-
(e) Other Intangible assets		-	-	-
(f) Intangible assets under development		-	-	-
(g) Biological Assets other than bearer plants		-	-	-
(h) Financial Assets	2	32,33,43,660	30,09,00,000	25,59,00,000
(i) Investments		-	-	-
(ii) Trade receivables		-	-	-
(iii) Loans		-	-	-
(iv) Others (to be specified)		-	-	-
(i) Deferred tax assets (net)		-	-	-
(j) Other non-current assets		-	-	-
<b>(2) Current assets</b>				
(a) Inventories	3	51,24,300	67,96,500	17,99,300
(b) Financial Assets		-	-	-
(i) Investments		-	-	-
(ii) Trade receivables	4	2,77,08,810	2,99,23,267	3,26,81,660
(iii) Cash and cash equivalents	5	75,214	1,41,804	12,36,998
(iv) Bank balances other than (iii) above	5	28,80,152	11,04,070	23,38,211
(v) Loans		-	-	-
(vi) Others (to be specified)		-	-	-
(c) Current Tax Assets (Net)	6	32,21,17,912	33,16,21,050	37,06,92,127
(d) Other current assets	7	2,10,000	1,50,000	1,50,000
<b>Total Assets</b>		<b>68,26,49,506</b>	<b>67,23,39,902</b>	<b>66,74,37,767</b>
<b>EQUITY AND LIABILITIES</b>				
<b>(1) Equity</b>				
(i) Equity Share capital	8	52,57,26,400	52,57,26,400	52,57,26,400
(ii) Other Equity & Reserves	9	14,15,10,056	13,96,40,490	13,81,41,031
<b>(2) LIABILITIES</b>				
<b>(i) Non-current liabilities</b>				
(a) Financial Liabilities		-	-	-
(i) Borrowings		-	-	-
(ii) Trade payables		-	-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-	-
(b) Provisions		-	-	-
(c) Deferred tax liabilities (Net)	10	(58,909)	(1,31,982)	10,226
(d) Other non-current liabilities		-	-	-
<b>(ii) Current liabilities</b>				
(a) Financial Liabilities		-	-	-
(i) Short Term Borrowings		-	-	-
(ii) Trade payables	11	1,37,27,869	57,91,836	27,94,653
(iii) Other financial liabilities (other than those specified in item (c))		-	-	-
(b) Other current liabilities	12	2,65,521	3,16,002	2,38,998
(c) Provisions	13	14,78,569	9,97,156	5,26,459
(d) Current Tax Liabilities (Net)		-	-	-
<b>Total Equity and Liabilities</b>		<b>68,26,49,506</b>	<b>67,23,39,902</b>	<b>66,74,37,767</b>

The accompanying notes form an integral part of these standalone financial statements.

This is the Balance Sheet referred to in our report of even date.

For SSRV AND ASSOCIATES

Chartered Accountants

Firm's Registration No.: 135901W

Sd/-

Vishnu Kant Kabra

Partner

Membership No.: 403437

Place: Mumbai

Date: 30/05/2019

For and on behalf of the Board of Directors

Sd/-

Vandana Agarwal

Whole Time Director

DIN 02347593

Sd/-

Shalini Agarwal

Chief Financial Officer

Sd/-

Arzoo Patodia

Director

DIN-07555814

Sd/-

Alkesh Patidar

Company Secretary

**YAMINI INVESTMENTS COMPANY LTD.**

(CIN: L67120MH1983PLC029133)

**YAMINI INVESTMENTS COMPANY LIMITED**  
(CIN: L67120MH1983PLC029133)  
**Statement of Profit and Loss for the year ended 31st March 2019**

	Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2017
I	Revenue From Operations	14	36,06,280	2,30,45,150	7,47,20,190
II	Other Income	15	1,84,26,650	2,26,31,879	2,89,28,737
III	<b>Total Income (I+II)</b>		<b>2,20,32,930</b>	<b>4,56,77,029</b>	<b>10,36,48,927</b>
IV	<b>EXPENSES</b>				
	Cost of materials consumed		-	-	-
	Purchases of Stock-in-Trade	16	1,31,76,670	4,24,17,658	6,89,40,022
	Changes in inventories of finished goods,		-	-	-
	Stock-in -Trade and work-in-progress	17	16,72,200	(49,97,200)	2,47,56,539
	Employee benefits expense	18	11,89,700	17,16,684	18,94,425
	Payment to Auditors	19	1,04,500	45,000	60,000
	Finance costs	20	118	5,318	11,051
	Depreciation and amortization expense	21	5,13,753	9,36,260	9,36,260
	Other expenses	22	30,83,919	37,25,361	54,55,666
	<b>Total expenses (IV)</b>		<b>1,97,40,860</b>	<b>4,38,49,081</b>	<b>10,20,53,963</b>
V	Profit/(loss) before exceptional items and tax (I- IV)		<b>22,92,070</b>	<b>18,27,948</b>	<b>15,94,964</b>
VI	Exceptional Items		-	-	-
VII	Profit/(loss) before tax (V-VI)		22,92,070	18,27,948	15,94,964
VIII	Tax expense:				
	(1) Current tax		4,81,413	4,70,697	4,92,840
	(2) Deferred tax		(58,909)	(1,42,208)	(1,10,427)
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		<b>18,69,566</b>	<b>14,99,459</b>	<b>12,12,551</b>
X	Earnings per equity share (for continuing operation):				
	(1) Basic		0.004	0.003	0.002
	(2) Diluted		0.004	0.003	0.002

The accompanying notes form an integral part of these standalone financial statements

This is the Statement of Profit and Loss referred to in our report of even date

**For SSRV AND ASSOCIATES**

**Chartered Accountants**

**Firm's Registration No.: 135901W**

**Sd/-**

**Vishnu Kant Kabra**

**Partner**

**Membership No.: 403437**

**Place: Mumbai**

**Date:30/05/2019**

**For and on behalf of the Board of Directors**

**Sd/-**

**Vandana Agarwal**

**Whole Time Director**

**DIN-02347593**

**Sd/-**

**Shalini Agarwal**

**Chief Financial Officer**

**Sd/-**

**Arzoo Bimal Patodia**

**Director**

**DIN-07555814**

**Sd/-**

**Alkesh Patidar**

**Company Secretary**

**YAMINI INVESTMENTS COMPANY LTD.**

(CIN: L67120MH1983PLC029133)

**YAMINI INVESTMENTS COMPANY LIMITED**

L67120MH1983PLC029133

**CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2019**

	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)	For the year ended 31st March 2017 (Rupees)
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net profit before tax and after extra-ordinary items (As per profit & loss account)	22,92,070	18,27,948	15,94,964
Adjustments for items not included	-	-	-
	5,13,753	9,36,260	9,36,260
<b>Operating Profit before working capital changes</b>	<b>28,05,823</b>	<b>27,64,208</b>	<b>25,31,224</b>
<u>Working capital adjustments: -</u>			
(Increase)/ decrease in current loans and advances	95,03,138	3,90,71,077	9,89,04,099
(Increase)/ decrease in Trade receivables	22,14,457	27,58,393	-2,57,72,971
(Increase)/ decrease in inventories	16,72,200	-49,97,200	2,47,56,539
(Increase)/ decrease in other current assets	-60,000	-	-
Increase/ (decrease) in secured or unsecured loans	-	-	-
Increase/ (decrease) in current liabilities	80,17,534	30,74,187	-4,88,23,489
<b>Cash generated from operations</b>	<b>2,41,53,152</b>	<b>4,26,70,665</b>	<b>5,15,95,402</b>
Direct Taxes Paid	-	-	-4,92,840
<b>Net cash flow from operating activities (A)</b>	<b>2,41,53,152</b>	<b>4,26,70,665</b>	<b>5,11,02,562</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Proceed from sale(purchase) of investments	-2,24,43,660	-4,50,00,000	-5,59,00,000
(Increase)/decrease in capital expenditure	-	-	-
(Increase)/decrease in fixed assets	-	-	-
<b>Net cash flow from investing activities (B)</b>	<b>-2,24,43,660</b>	<b>-4,50,00,000</b>	<b>-5,59,00,000</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from issue of equity shares	-	-	-
Share Aplocation Money received(refund)	-	-	-
<b>Net cash flow from financing activities (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net cash flow during the year (A + B + C)</b>	<b>17,09,492</b>	<b>-23,29,335</b>	<b>-47,97,438</b>
Add: Opening cash and cash equivalents	12,45,874	35,75,209	83,72,647
<b>Closing cash and cash equivalents</b>	<b>29,55,366</b>	<b>12,45,874</b>	<b>35,75,209</b>
<b>Components of cash and cash equivalents</b>			
Cash in hand	75,214	1,41,804	12,36,998
Deposit with banks in current accounts	28,80,152	11,04,070	23,38,211
<b>Total cash and cash equivalents</b>	<b>29,55,366</b>	<b>12,45,874</b>	<b>35,75,209</b>

The accompanying notes form an integral part of these standalone financial statements.  
This is the Statement of Cash Flow referred to in our report of even date.

For and on behalf of the Board of Directors

For SSRV AND ASSOCIATES  
Chartered Accountants  
Firm's Registration No.: 135901W

Sd/-  
Vishnu Kant Kabra  
Partner  
Membership No.: 403437

Place: Mumbai  
Date: 30/05/2019

Sd/-  
Vandana Agarwal  
Whole Time Director  
DIN-02347593

Sd/-  
Shalini Agarwal  
Chief Financial Officer

Sd/-  
Arzoo Bimal Patodia  
Director  
DIN-07555814

Sd/-  
Alkesh Patidar  
Company Secretary

**YAMINI INVESTMENTS COMPANY LIMITED**  
**Notes forming part of the financial statements****Note 2: Non-Current Investments**

Particulars	As at	As at	As at
	31-Mar-19	31-Mar-18	31-Mar-17
In Unquoted Preference shares			
Investment in 6% non-Redeemable Preference share Pankaj Piyush Trade & Investment Ltd	20,00,00,000	20,00,00,000	20,00,00,000
In Unquoted equity shares			
BALAJI STOCK CONSULTANTS PVT. LTD. (13200 equity Share of Rs 10 Each )	62,04,000	62,04,000	62,04,000
DAYAVANT DEALER PVT. LTD (12575 equity Share of Rs 10 Each )	61,61,750	61,61,750	61,61,750
OMKARA DEALER PVT. LTD. (5290 equity Share of Rs 10 Each )	25,39,200	25,39,200	25,39,200
SUNFLOWER INVESTMENT MANAGEMENT PVT. LTD (17150 equity Share of Rs 10 Each )	31,72,750	31,72,750	31,72,750
CASTLE REALCON PVT. LTD (13100 equity Share of Rs 10 Each )	63,53,500	63,53,500	63,53,500
DACE EXIM PRIVATE LIMITED (37500 equity Share of Rs 10 Each )	75,00,000	75,00,000	-
DEVESHWAR REATY PVT. LTD (2450 equity Share of Rs 10 Each )	36,19,660	11,76,000	11,76,000
JUHI VYAPAAR PRIVATE LIMITED (12500 equity Share of Rs 10 Each )	70,00,000	50,00,000	-
KAKSH IMPEX PRIVATE LIMITED (11250 equity Share of Rs 10 Each )	65,00,000	45,00,000	-
LORD KRISHNA JEWELERY PRIVATE LIMITED (13600 equity Share of Rs 10 Each )	82,56,000	62,56,000	62,56,000
PEARL PLANET PVT. LTD (108437 equity Share of Rs 10 Each )	70,96,550	50,96,550	50,96,550
STARROSE DEALER PRIVATE LIMITED (20000 equity Share of Rs 10 Each )	1,20,00,000	1,00,00,000	-
SUBHLABH FINCON PVT. LTD. (16000 equity Share of Rs 10 Each )	96,80,000	76,80,000	76,80,000
SUBHLABH INVESTMENT CONSULTANTS PVT LTD (10000 equity Share of Rs 10 Each )	1,20,00,000	1,00,00,000	-
SYMPHONY DEALCOMM PVT. LTD (13500 equity Share of Rs 10 Each )	51,99,500	31,99,500	31,99,500
UJJWAL FINANCIAL MANAGEMENT PVT. LTD (16970 equity Share of Rs 10 Each )	1,00,60,750	80,60,750	80,60,750
VIGHNAHARTA INFRA DEVELOPERS PRIVATE LIMITED (16000 equity Share of Rs 10 Each )	1,00,00,000	80,00,000	-
<b>Total</b>	<b>32,33,43,660</b>	<b>30,09,00,000</b>	<b>25,59,00,000</b>

**Note 3: Inventories**

Particulars	As at	As at	As at
	31-Mar-19	31-Mar-18	31-Mar-17
Equity Shares	51,24,300	67,96,500	17,99,300
<b>Total</b>	<b>51,24,300</b>	<b>67,96,500</b>	<b>17,99,300</b>

**Note 4: Trade Receivables**

Particulars	As at	As at	As at
	31-Mar-19	31-Mar-18	31-Mar-17
Sundry Debtors			
Less than Six Months	2,77,08,810	2,99,23,267	3,26,81,660
<b>Total</b>	<b>2,77,08,810</b>	<b>2,99,23,267</b>	<b>3,26,81,660</b>

**Note 5: Cash and Cash Equivalents**

Particulars	As at	As at	As at
	31-Mar-19	31-Mar-18	31-Mar-17
Balances with banks			
In current accounts	28,80,152	11,04,070	23,38,211
Cash in hand	75,214	1,41,804	12,36,998
<b>Total</b>	<b>29,55,366</b>	<b>12,45,874</b>	<b>35,75,209</b>

**Note 6: Short Term Loans and Advances**

Particulars	As at	As at	As at
	31 March, 2019	31 March, 2018	31 March, 2017
Loans to Others	30,69,19,084	32,03,72,188	31,18,58,101
Advance to Others	84,00,000	64,12,667	5,50,75,629
Tax Deducted at Sources	66,66,846	48,36,195	37,58,397
Deffered Tax Assets	1,31,982	-	-
<b>Total</b>	<b>32,21,17,912</b>	<b>33,16,21,050</b>	<b>37,06,92,127</b>

**Note 7: Other Current Assets**

Particulars	As at	As at	As at
	31 March, 2019	31 March, 2018	31 March, 2017
Rent Security Deposits	2,10,000	1,50,000	1,50,000
<b>Total</b>	<b>2,10,000</b>	<b>1,50,000</b>	<b>1,50,000</b>



**YAMINI INVESTMENTS COMPANY LIMITED****Notes forming part of the financial statements****Note 8: Share capital**

Particulars	Mar-19		Mar-18	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised Equity shares of Rs. 1/- each with voting rights	65,88,20,000	65,88,20,000	65,88,20,000	65,88,20,000
	65,88,20,000	65,88,20,000	65,88,20,000	65,88,20,000
(b) Issued Equity shares of Rs. 1/- each with voting rights	52,57,26,400	52,57,26,400	52,57,26,400	52,57,26,400
	52,57,26,400	52,57,26,400	52,57,26,400	52,57,26,400
(c) Subscribed and fully paid up Equity shares of Rs. 1/- each with voting rights	52,57,26,400	52,57,26,400	52,57,26,400	52,57,26,400
Total	52,57,26,400	52,57,26,400	52,57,26,400	52,57,26,400

Refer Notes (i) to (ii) below

**Notes:****(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	Opening Balance	Fresh Issue	Other Changes	Closing Balance
Issued, Subscribed and Fully Paid-up Equity shares with voting rights				
- Number of shares	52,57,26,400	-	-	52,57,26,400
- Amount (Rs.)	52,57,26,400	-	-	52,57,26,400
- Number of shares	52,57,26,400	-	-	52,57,26,400
- Amount (Rs.)	52,57,26,400	-	-	52,57,26,400

**(ii) Details of shares held by each shareholder holding more than 5% shares:**

Class of shares / Name of shareholder	Mar-19		Mar-18	
Equity shares with voting rights	-	0.00	-	0.00
1. SURBHI INFRAPROJECT PRIVATE LIMITED	7,20,00,000	13.70	7,20,00,000	13.70
Total	7,20,00,000	13.70	7,20,00,000	13.70

**Statement of changes in equity for the year ended March 31, 2019**

Equity shares of Re. 1 each issued, subscribed and fully paid	Mar-19		Mar-18		Mar-17	
	Number	Value	Number	Value	Number	Value
Balance at the beginning of the year	65,88,20,000	65,88,20,000	65,88,20,000	65,88,20,000	65,88,20,000	65,88,20,000
Changes during the year	-	-	-	-	-	-
<b>Balance at the end of the year</b>	<b>65,88,20,000</b>	<b>65,88,20,000</b>	<b>65,88,20,000</b>	<b>65,88,20,000</b>	<b>65,88,20,000</b>	<b>65,88,20,000</b>

**Other equity**

Reserves and surplus						
Transfer from retained earnings	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	-
Dividend distribution tax	-	-	-	-	-	-
Balance as at March 31, 2018	-	13,08,31,600	-	88,08,890	-	13,96,40,490
Transfer from retained earnings	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	-
Dividend distribution tax	-	-	-	-	-	-
<b>Balance as at March 31, 2019</b>	<b>-</b>	<b>13,08,31,600</b>	<b>-</b>	<b>1,06,78,456</b>	<b>-</b>	<b>14,15,10,056</b>

**Note 9: Reserves & Surplus**

Particulars	As at 31-Mar-19	As at 31-Mar-18	As at 31-Mar-17
(a) Securities premium account			
Opening balance	13,08,31,600	13,08,31,600	13,08,31,600
Add : Premium on shares issued during the year	-	-	-
	13,08,31,600	13,08,31,600	13,08,31,600
Less : Utilised during the year for:	-	-	-
<b>Closing balance</b>	<b>13,08,31,600</b>	<b>13,08,31,600</b>	<b>13,08,31,600</b>
(b) Surplus / (Deficit) in Statement of Profit and Loss			
Opening balance	88,08,890	73,09,431	60,96,880
Add: Profit / (Loss) for the year	18,69,566	14,99,459	12,12,551
<b>Closing balance</b>	<b>1,06,78,456</b>	<b>88,08,890</b>	<b>73,09,431</b>
<b>Total</b>	<b>14,15,10,056</b>	<b>13,96,40,490</b>	<b>13,81,41,031</b>

**Note 10: Deffered Tax Liabilities**



Particulars	As	at	As	at	As	at
	31 March, 2019		31 March, 2018		31 March, 2017	
Transfer from amalgamation		-		10,226		1,20,653
Less: Deffered Tax Assets		-58,909		-1,42,208		-1,10,427
<b>Total</b>		<b>-58,909</b>		<b>-1,31,982</b>		<b>10,226</b>

**Note 11: Trade Payable**

Particulars	As	at	As	at	As	at
	31 March, 2019		31 March, 2018		31 March, 2017	
Audit Fees Payable		45,000		60,000		1,05,000
Sundry Creditors		1,36,82,869		57,31,836		26,89,653
<b>Total</b>		<b>1,37,27,869</b>		<b>57,91,836</b>		<b>27,94,653</b>

**Note 12: Other Current Liabilities**

Particulars	As at	As at	As at
	31 March, 2019	31 March, 2018	31 March, 2017
TDS Payable	7,000	21,540	1,21,717
Other Liabilities	2,63,780	2,94,462	1,17,281
GST Input Tax Credit	-5,259	-	-
<b>Total</b>	<b>2,65,521</b>	<b>3,16,002</b>	<b>2,38,998</b>

**Note 13: Short Term Provisions**

Particulars	As at	As at	As at
	31-Mar-19	31-Mar-18	31-Mar-17
Provision for Income Tax	9,97,156	5,26,459	-
Add: During the year	13,67,470	4,70,697	5,26,459
Less: paid/adjusted	8,86,057	-	-
<b>Total</b>	<b>14,78,569</b>	<b>9,97,156</b>	<b>5,26,459</b>

**Note 14: Revenue from operations**

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Sale of Textile Goods	-	1,28,00,750	1,09,87,500
Sale of Shares	36,06,280	1,02,44,400	6,37,32,690
<b>Total</b>	<b>36,06,280</b>	<b>2,30,45,150</b>	<b>7,47,20,190</b>

**Note 15: Other Income**

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Interest Received	1,84,26,650	2,26,31,879	2,89,28,737
<b>Total</b>	<b>1,84,26,650</b>	<b>2,26,31,879</b>	<b>2,89,28,737</b>

**Note 16: Purchase of Stock in Trade**

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Purchase of Shares	1,31,76,670	4,24,17,658	6,89,40,022
<b>Total</b>	<b>1,31,76,670</b>	<b>4,24,17,658</b>	<b>6,89,40,022</b>



# YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

## Note 17: Changes in Inventories

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Opening Stock	67,96,500	17,99,300	2,65,55,839
Less: Closing Stock	51,24,300	67,96,500	17,99,300
<b>Total</b>	<b>16,72,200</b>	<b>(49,97,200)</b>	<b>2,47,56,539</b>

## Note 18: Employee Benefit Expenses

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Salaries & Wages	11,89,700	17,16,684	18,94,425
<b>Total</b>	<b>11,89,700</b>	<b>17,16,684</b>	<b>18,94,425</b>

## Note 19: Payment To Auditors

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018	For the year ended 31st March, 2017
As Statutory Audit Fees	1,04,500	45,000	60,000
<b>Total</b>	<b>1,04,500</b>	<b>45,000</b>	<b>60,000</b>

## Note 20: Finance Cost

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Bank Charges	118	5,318	11,051
<b>Total</b>	<b>118</b>	<b>5,318</b>	<b>11,051</b>

## Note 21: Depreciation and amortisations

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Depreciation Expenses & Preliminary expenditure w/off	5,13,753	9,36,260	9,36,260
<b>Total</b>	<b>5,13,753</b>	<b>9,36,260</b>	<b>9,36,260</b>

## Note 22 : Other expenses

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Advertisement Expenses	51,048	30,563	46,035
AGM Conduct Exp.	-	2,500	18,900
Bad Debts	15,00,000	-	5,46,337
Business Promotion Expenses	1,28,213	2,22,487	6,24,619
Commission Paid	-	18,00,000	18,18,320
Demat Charges	5,605	8,826	529
Depository Fees	1,81,818	23,166	2,14,325
Director Remuneration	-	-	2,00,000
Electricity Expenses	32,590	46,290	37,080
Filing Fees & Subscription	15,900	-	7,200
Interest on TDS	3,831	792	45
Listing and Depository Fee	2,95,000	4,94,500	2,29,000
Misc Expenses	3,500	13,449	22,459
Postage, Telegram & Courier Charges	22,120	9,649	21,597
Printing & Stationary Expenses	5,307	46,354	81,546



# YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

Professional Charges	1,81,549	2,87,040	5,90,700
Rent Expenses	5,01,800	4,67,400	5,24,400
ROC Fees	-	45	10,800
Meeting Exp.	5,000		
Late Fees on GST	1,200	-	-
Telephone Expenses	30,593	47,066	1,15,948
Travelling and Conveyance Expenses	1,12,621	2,18,508	3,45,826
Website Maintenance	6,224	6,726	-
	30,83,919	37,25,361	54,55,666

## YAMINI INVESTMENTS COMPANY LIMITED

(CIN- L67120MH1983PLC029133)

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2019

AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE

DEPRECIATION ON FIXED ASSETS AS PER COMPANIES ACT' 2013

### NOTES : 1

#### Fixed Assets (Tangible Assets)

Sr. No	Particulars				Depreciation			Net Block	
		Balance as on 31.03.2019	Addition/ Deletion	Balance as on 31.03.2019	Balance as on 31.03.2018	During the year	Balance as on 31.03.2019	WDV balance as on 31.03.2019	WDV balance as on 31.03.2018
1	MOBILE	2,05,336	-	2,05,336	1,16,008	27,154	1,43,162	62,174	89,328
2	COMPUTER & ASSESORIES	14,32,697	-	14,32,697	13,61,062	57,683	14,18,745	13,952	71,635
3	FURNITURE	18,62,245	-	18,62,245	7,90,917	2,71,289	10,62,206	8,00,039	10,71,328
4	AIR CONDITION	4,15,140	-	4,15,140	2,46,430	53,752	3,00,182	1,14,958	1,68,710
5	CCTV	3,88,400	-	3,88,400	2,33,424	49,991	2,83,415	1,04,985	1,54,976
6	INVERTER	1,08,900	-	1,08,900	70,341	14,355	84,696	24,204	38,559
7	LED TV	1,68,250	-	1,68,250	1,08,676	22,178	1,30,854	37,396	59,574
8	MICROWAVE OVEN	33,150	-	33,150	19,677	4,292	23,969	9,181	13,473
9	RO	28,560	-	28,560	18,448	3,764	22,212	6,348	10,112
10	WATER	69,630	-	69,630	44,114	9,295	53,409	16,221	25,516
	<b>TOTAL</b>	<b>47,12,308</b>		<b>47,12,308</b>	<b>30,09,097</b>	<b>5,13,753</b>	<b>35,22,850</b>	<b>11,89,458</b>	<b>17,03,211</b>

#### NOTES

(i) All above assets are freehold assets.

(ii) Pursuant to the enactment of Companies Act 2013, the company has applied

Depreciation on Computer has not been provided as residual value is more than WDV shown in the books.

For SSRV AND ASSOCIATES

Chartered Accountants

Firm's Registration No.: 135901W

Sd/-

Vishnu Kant Kabra

Partner

Membership No.: 403437

Place: Mumbai

Date: 30/05/2019

For and on behalf of the Board of Directors

Sd/-

Vandana Agarwal

Whole Time Director

DIN-02347593

Sd/-

Arzoo Bimal Patodia

Director

DIN-07555814

Sd/-

Shalini Agarwal

Chief Financial Officer

Sd/-

Alkesh Patidar

Company Secretary

**YAMINI INVESTMENTS COMPANY LIMITED**  
**Notes forming part of the financial statements****Note 1 – Significant Accounting Policies and Notes thereon****Corporate information**

**M/s YAMINI INVESTMENTS COMPANY LIMITED** (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. **E-210, CRYSTAL PLAZA, OPP- INFINTY MALL NEW LINK ROAD, ANDHERI (WEST) ANDHERI WEST Mumbai City MH 400053 IN** Being a Public Limited Company its shares are listed on BSE stock exchanges. The company's Principal Business in Investment like Loans & Advance and Investments.

**Note 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS:****a. Statement of compliance:**

The financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act..

For the year ended 31st March, 2019, the financial statements of the Company have been prepared in compliance with the Indian Accounting Standards (Ind AS) noticed under Section 133 of Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016.

**b. Basis of preparation of financial statements**

The Company has prepared the Financial Statements which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2019, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements).

These financial statements have been prepared and presented under the historical cost convention, on accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements

The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest INR", except otherwise indicated.

**c. Use of estimates and judgements**

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing



circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

**d. Presentation of Financial Statements**

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

**e. Revenue Recognition**

Revenue is recognised based to the extent it is probable that the economic benefit will flow to the company and revenue can be reliably measured regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, and excludes taxes & duties collected on behalf of the Government and is reduced for estimated customer returns, rebates and other similar allowances.

Interest Income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the company and significant risk and reward incidental to sale of products is transferred to the buyer, usually on delivery of the goods.

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

**f. Inventories**

Inventories are valued at the lower of cost and net realizable value (NRV). At cost or Net Realizable value whichever is lower.

**g. Cash Flow Statement**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

For the purpose of the statement of cash flows, cash and cash equivalents includes cash on hand, term deposits and other short term highly liquid investments, net of bank overdrafts as they are considered an integral part of the Company's cash management. Bank overdrafts are shown within short term borrowing in balance sheet.

**h. Tangible fixed assets**

Fixed assets are stated at cost, less depreciation and impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.



Particular	Estimated life in Years
Computer and Data Processing Units	3
Plant and machinery	9
Furniture and fixtures	5

**i. Depreciation**

Depreciation on fixed assets is provided on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013, whichever is higher. However Management has not estimated the useful lives of assets and rate is used as per the Companies Act, 2013.

**j. Borrowing**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

**k. Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. In the current year, the custom duty paid on acquisition of Fixed asset has been capitalized as the duty paid is not refundable.

All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

**l. Retirement and other employee benefits**

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

**m. Income taxes**

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax Laws used to compute the amounts are those that are enacted, at the reporting date.

Deferred Taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets including the unrecognized deferred tax assets, if any, at each reporting date, are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date and are adjusted for its appropriateness.





Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

**n. Earnings per share**

Basic earnings per share is computed by dividing the profit/(loss) for the year by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit/(loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

**o. Cash flow statement**

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income and expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

**p. Provisions, Contingent Liabilities & Contingent Assets**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.



	As at 31st March, 2019	As at 31st March, 2018
(a) Contingent Liabilities Security given by the company in respect of loans taken by other companies	Nil	Nil
(b) Commitments	Nil	Nil

**q. Earning and Expenditure in Foreign Currency**

	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Earnings	Nil	Nil
Expenditures	Nil	Nil

**r. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

The Company has no dealing with any party registered under the Micro, Small and Medium Enterprises Development Act, 2006.

**s. Cash and cash equivalent**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and demand deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

The bank balances in India include both rupee accounts. On a standalone basis, balance in current and deposit accounts stood at 22,55,366/-, as at March 31, 2019.

**t. Related party transaction**

As per the Ind AS 24, the disclosures of transactions with the related parties are given below -:

Name	Relation	Amount	Interest
Vandana Agarwal	Whole-time Director	3,00,000	Remuneration
Nayan Kumar Gamdha Resigned w.e.f. 08/05/2018	Company Secretary	2,06,500	Remuneration
Alkesh Patidar Appointed w.e.f. 10/08/2018	Company Secretary	51,700	Remuneration
Shalini Agarwal	Chief Financial Officer	80,000	Remuneration

**u. Event occurring after the date of balance sheet**

Where material event occurring after the date of the balance sheet are considered up to the date of approval of accounts by the board of director

**v. Recoverability of trade receivables**



## **YAMINI INVESTMENTS COMPANY LTD.**

(CIN: L67120MH1983PLC029133)

Required judgments are used in assessing the recoverability of overdue trade receivables and for determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate risk of non-payment.

- w. The Company has reclassified/regrouped previous year figures where necessary to confirm to the current year's classification

**For SSRV AND ASSOCIATES  
(CHARTERED ACCOUNTANTS)  
ICAI FRN. 135901W**

Sd/-  
VISHNU KABRA  
Partner  
Place: Mumbai  
Date : 30/05/2019

**For and on behalf of the Board of Directors**

Sd/-  
Vandana Agarwal  
(Wholetime Director)  
DIN-02347593

Sd/-  
Shalini Agarwal  
(CFO)

Sd/-  
Arzoo Vimal Patodia  
(Director)  
DIN-07555814

Sd/-  
ALKESH PATIDAR  
(Company Secretary)



# YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)



# YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

Regd. Off.: E-210, CRYSTAL PLAZA, OPP. INFINITY MALL, NEW LINK ROAD, ANDHERI (W), MUMBAI- 400 053

Corporate Office at Unit No. 205, Aggarwal City Mall, 2nd Floor, Road No. 44, Pitampura, Delhi - 110 034

Tel.: 022-40164455; E-mail ID: [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com); Website: [www.yaminiinvestments.com](http://www.yaminiinvestments.com)

## Form No. MGT-11(Proxy form)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36<sup>th</sup> Annual General Meeting of the company, to be held on Wednesday, the 25<sup>th</sup> day of September, 2019 at 9:30 A.M. at Vyanjan Banquets, 43, Oshiwara Link Plaza, Next to Oshiwara Police Station, Link Road Extn., Andheri (W), Mumbai- 400 102, and at any adjournment thereof in respect of such resolutions as are indicated below:

SR. No.	Resolution(S)	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	To Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2019.		
2.	To regularise the appointment of Ms. Arzoo Bimal Patodia (DIN: 07555814) an Independent Non- Executive Director.		
3.	To regularise the appointment of Mr. Satanand Pandey (DIN: 08240027) as independent Director		
4.	To regularise the appointment of Mr. Girish Verma (DIN: 08524681), as Independent Director		
5.	To increase in the limit of borrowing powers of the company.		
6.	To increase in investments(s), loans, gurantee and security in excess of limits specified under section 186 of companies act, 2013:		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_ day of \_\_\_ 20\_\_\_

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder  
Across Revenue Stamp

Affix  
Revenue  
Stamps

### Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

### ELECTRONIC VOTING PARTICULARS

EVEN (Remote E -Voting Event Number)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.,Please read carefully the instructions printed overleaf before exercising the vote.



# YAMINI INVESTMENTS COMPANY LTD.



## **YAMINI INVESTMENTS COMPANY LTD.**

(CIN: L67120MH1983PLC029133)

(CIN: L67120MH1983PLC029133)

Regd. Off.: E-210, CRYSTAL PLAZA, OPP. INFINITY MALL, NEW LINK ROAD, ANDHERI (W), MUMBAI- 400 053

Corporate Office at Unit No. 205, Aggarwal City Mall, 2nd Floor, Road No. 44, Pitampura, Delhi - 110 034

Tel.: 022-40164455; E-mail ID: [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com); Website: [www.yaminiinvestments.com](http://www.yaminiinvestments.com)

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### **ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

Full name of the members attending \_\_\_\_\_

(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 36<sup>th</sup> Annual General Meeting of the Yamini Investments Company Limited. At Vyanjan Banquets, 43, Oshiwara Link Plaza, Next to Oshiwara Police Station, Link Road Extn., Andheri (W), Mumbai-400 102, on Wednesday, the 25<sup>th</sup> day of September, 2019 at 9:30 a.m.

\_\_\_\_\_  
(Member's /Proxy's Signature)

Date: 25/09/2019

#### **Note:**

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



# YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

## POLLING PAPER

(Form No. MGT-12)

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

**Name of the Company: YAMINI INVESTMENTS COMPANY LIMITED**

**Registered Office: E-210, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai- 400 053**

**CIN:L67120MH1983PLC029133**

### BALLOT PAPER

Sr. No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Sr. No.	Item No.	Type of Resolution	No. Of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2019.				
2.	To regularise the appointment of Ms. Arzoo Bimal Patodia (DIN: 07555814) an Independent Non- Executive Director.				
3.	To regularise the appointment of Mr. Satanand Pandey (DIN: 08240027) as independent Director of the Company.				
4.	To regularise the appointment of Mr. Girish Verma (DIN: 08524681), as Independent Director of the Company				
5.	To increase in the limit of borrowing powers of the company.				
6.	To increase in investments(s), loans, gurantee and security in excess of limits specified under section 186 of companies act, 2013:				

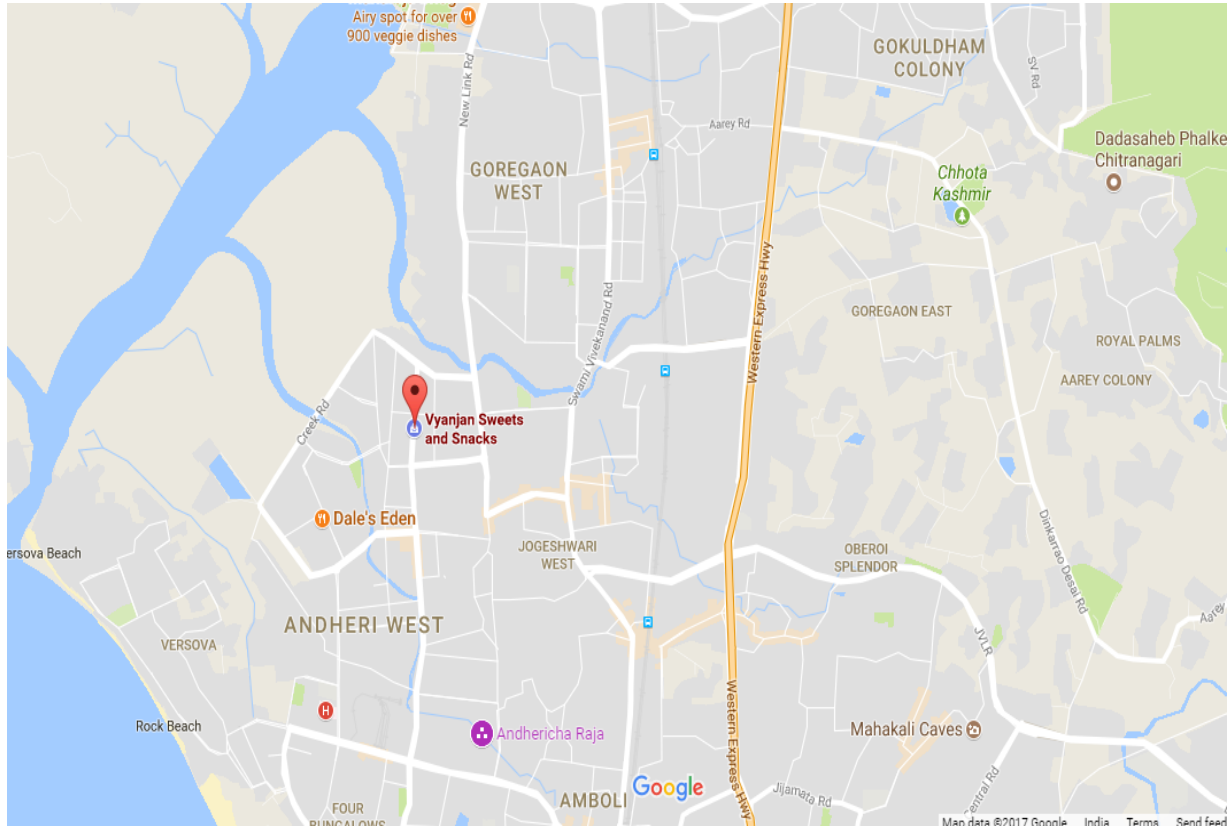
Place: Mumbai

Date: 25/09/2019

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(Signature of the shareholder)  
(\*as per Company records)



## ROAD MAP FOR VENUE OF THE AGM



### VENUE OF AGM

Vyanjan Banquets, 43, Oshiwara Link Plaza, Next to Oshiwara Police Station, Link Road Extn.,  
Andheri (W), Mumbai- 400 102



BOOK POST

Name & Address of the Shareholder

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If undelivered please return to:

**Yamini Investments Company Limited  
E-210 Crystal Plaza Opp. Infinity Mall,  
New Link Road, Andheri West,  
Mumbai- 400 053**