

YAMINI INVESTMENTS CO. LTD.

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of the Company will held on 30/09/2005 at 4:30 P.M. at the office of the Company at 504, A-B, 5th Floor, Sahajanand Shopping Centre, Shahibaug, Ahmedabad - 380 004. to transact the following business.

1. To consider and adopt Director's Report, the Audited Accounts for the Accounting year ended 31st March, 2005 and Audited Report thereon.
2. To appoint a Director in Place of Shri Shantilal M. Patel who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

NOTES : A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

BY ORDER OF THE BOARD

Radhica Jaykrishna,

CHAIRMAN

PLACE : AHMEDABAD

DATE : 06/09/2005

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REGISTERED OFFICE :

756, SHIRVITHALDAS GALI,
MULJI JETHA MARKET,
MUMBAI.

ADMN. OFFICE :

504-AB, 5TH FLOOR,
SAHAJANAND SHOPPING CENTRE,
SHAHIBAUG,
AHMEDABAD - 380 004.

Certified

TRUE COPY

For, and behalf of
Yamini Investment Company Ltd.

R. K. Sharma
Director

WS/SHAT

YAMINI INVESTMENTS CO. LTD.DIRECTOR'S REPORT

To,
The Members,
Yamini Investments Co. Ltd.
AHMEDABAD

Your Directors have pleasure in presenting before you their Twenty Second Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2005.

DIVIDEND

Your Directors do not recommend any dividend in view of loss of the Current Year as well as Financial Liability.

DEPOSIT

The Company has not accepted any Deposits from the Public during the year.

APPOINTMENT OF DIRECTORS

Shri Shantilal M. Patel retires from office by rotation and, being eligible, has offered himself for re-appointment.

AUDITORS

At the Annual General Meeting Members are requested to appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix their remuneration as may be decided.

PARTICULARS OF EMPLOYEES

As there is no Employee, there is no question of giving list required under section 217(2A) of the Companies Act, 1956.

COMPLIANCE CERTIFICATE

As required under the provisions of Section 383A and rules made thereunder, the company has obtained necessary Compliance Certificate from the Company Secretary in Wholetime Practice and the same is attached herewith.

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Certified
TRUE COPY

For, and behalf of
Yamini Investment Company Ltd.

[Signature]
Director

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DIRECTOR'S RESPONSIBILITY STATEMENT

As required under section 217 (2AA) of the Companies Amendment Act, 2000, the Directors hereby confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
2. The Directors had selected such accounting policies and applied them consistently and made judgements 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 loss of the Company for that period:
3. The Directors had taken proper and sufficient care for the 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 fraud and other irregularities;
4. The Directors had prepared the annual accounts on a going concern basis.

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ON BEHALF OF THE BOARD

PLACE : AHMEDABAD
DATE : 06/09/2005

P. J. Padma Jayarishma

CHAIRMAN

C:\WS>SHAT

**Certified
TRUE COPY**

For, and behalf of
Yamini Investment Company Ltd.

[Signature]
Director

3

S.R. SANGHAVI
 B.A. (HONS.), B.COM., LL.B.
 COMPANY SECRETARY
 FCS-3021 / CP-1052

204, Sampanna Complex,
 Opp. Havmor,
 B/h, Navrangpura Bus Stop,
 Ahmedabad-380 009.

COMPLIANCE CERTIFICATE
 [The Companies (Compliance Certificate) Rules, 2001]

YEAR 2004-05
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Co. Reg. No. 20/29133

Authorised Capital : Rs.25,00,000/-

NAME OF THE COMPANY :

YAMINI INVESTMENTS CO. LTD.

To:

The Members
 YAMINI INVESTMENTS CO. LIMITED
 AHMEDABAD:

I have examined the registers, records, books and papers of YAMINI INVESTMENTS CO. LIMITED as required to be maintained under the Companies Act, 1956, and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the company for the financial year ended on 31st March, 2005. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year :

1. The company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities as, the case may be, within the time prescribed under the Act and the rules made thereunder.
3. The Company being PUBLIC LIMITED COMPANY has the minimum prescribed paid-up capital.
4. The Board of Directors duly met FOUR times on 10-6-2004, 6-9-2004, 20-12-2004 and 15-3-2005 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The company has not closed its Register of Members.
6. The annual general meeting for the financial year ended on 31st March, 2004 was held on 30-9-2004 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in minutes book maintained for the purpose.

4