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YAMINI INVESTMENTS CO. LTD.**NOTICE**

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of the Company will held on 30/09/2006 on Saturday at 4.30pm at the office of the company at 5B Vulcan Insurance Building, Veer Nariman Road, Churchgate, Mumbai - 400020 to transact the following business

1. To consider and adopt Director's Report, the Audited Accounts for the Accounting year ended 31st March 2006 and Auditor's Report thereon.
2. To appoint Auditors of the company to hold office from the conclusion of this meeting untill the conclusion of the next Annual General Meeting and to fix their remuneration.

3. **Special Business**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution :-

"Resolved that Mr. Samir D. Jani, appointed as an Additional Director by the Board of Directors at their meeting held on 10/04/2006 and who holds office as such upto the date of this Annual General Meeting of the company and in respect of whom notice under section 257 of the companies Act 1956 has been received from a member signifying his intention to propose. Mr. Samir D. Jani as a candidate for the office of Director of the company be and is hereby appointed as Director of the company whose period of office as a Director is liable to determination by retirement of Directors by rotation.

4. **Special Business**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution :-

"Resolved that Mr. Jayesh K. Shah, appointed as an Additional Director by the Board of Directors at their meeting held on 10/04/2006 and who holds office as such upto the date of this Annual General Meeting of the company and in respect of whom notice under section 257 of the companies Act 1956 has been received from a member signifying his intention to propose. Mr. Jayesh K. Shah as a candidate for the office of Director of the company be and is hereby appointed as Director of the company whose period of office is a Director by rotation.

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Notes: A member entitled to attend 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



CHAIRMAN

Place : Mumbai

Date : 06 / 09 /2006

REGISTERED OFFICE:

5B, Vulcan Insurance Building,

Veer Nariman Road,

Churchgate,

Mumbai - 400020.

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YAMINI INVESTMENTS CO. LTD.

DIRECTOR'S REPORT

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

Your Directors have pleasure in presenting before you their Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2006.

FINANCIAL RESULTS

The company has registered a Loss of Rs.13906/- for the current year and previous year loss was Rs.21304/-.

DIVIDEND

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

DEPOSIT

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

DIRECTORS

Shri Samir D. Jani & Shri Jayesh K. Shah were appointed as Additional Director of the company during the year and shall hold office till the conclusion of this Annual general meeting.

Smt. Padma Jaykrishna and Shri Kirti N. Sitwala have resigned as Director of the company during the year.

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 general Meeting and fix their remuneration as may be decided.

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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 Wholtime Practice and the same is attached herewith.

DIRECTOR'S RESPONSIBILITY STATEMENT

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

5. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
6. The Directors had 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 loss of the Company for that period.
7. 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.
8. The Directors had prepared the annual accounts on a going concern basis,

ON BEHALF OF THE BOARD



CHAIRMAN

Place : Mumbai

Date : 06 / 09 / 2006