

# ANNUAL REPORT

## 2011-12

# Yamini Investments Company Ltd.

109, TRINITY BUILDING, ABOVE AP MARKET 261, S S GAIKWAD MARG,  
DHOB TALAO, MARINE LINES MUMBAI MAHARASHTRA 400002

## NOTICE

Notice is hereby given that the ANNUAL GENERAL MEETING of the Members of Yamini Investments Company Limited will be held on Saturday, 29<sup>th</sup> day of September, 2012 at 11:30 A.M. at the Registered Office of the Company at 109, Trinity Building, 261 S.S Gaikwad Marg, Dhobi Talao, Marine Lines, Mumbai, Maharashtra-400002 to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2012 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors' and Directors' (along with the Compliance Certificate) thereon.
2. To appoint a director in place of Mr. Narayan Jha, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.

### Special Business:

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

**"Resolved that** Mr Mahesh Prasad Bansal, who was appointed as an Additional Director of the Company to hold office till the date of the Annual General Meeting, be and is hereby appointed as an ordinary Director of the Company, whose office shall be liable for determination through retirement by rotation."

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

**"Resolved that** Mrs Meena Bansal, who was appointed as an Additional Director of the Company to hold office till the date of the Annual General Meeting, be and is hereby appointed as an ordinary Director of the Company, whose office shall be liable for determination through retirement by rotation."

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

**"Resolved that** Ms Kirti Agarwal, who was appointed as an Additional Director of the Company to hold office till the date of the Annual General Meeting, be and is hereby appointed as an ordinary Director of the Company, whose office shall be liable for determination through retirement by rotation."

For and on Behalf of the Board  
For **Yamini Investments Company Ltd**

*Kirti Agarwal*

Date: 30<sup>th</sup> August, 2012  
Place: Mumbai

**Kirti Agarwal**  
Director

**NOTES:**

- A. APPOINTMENT OF PROXY:** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
- B. Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- C.** Members/ Proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.
- D. Queries at the AGM:** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- E.** Members are requested to notify any change in their address/ mandate/ bank details immediately to the share transfer Agent of the Company- M/s Skyline Financial Services Pvt Ltd., D-153/A, Okhla Industrial Area, Phase-I, New Delhi- 110 020.
- F. Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 20<sup>th</sup> September, 2012 to Saturday, 29<sup>th</sup> September, 2012 (both days inclusive).
- G. Inspection of Documents:** Documents referred to in the Annual General Meeting Notice are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the date of Annual General Meeting.
- H. Explanatory Statement:** Explanatory Statement as required under section 173(2) of the Companies Act, 1956, in respect of Special Business under item no. 4 to 6 are enclosed herewith.

**Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956**

**Item No. 4 to 6:**

Mr. Mahesh Prasad Bansal, Mrs. Meena Bansal and Ms. Kirti Agarwal were appointed on the Board of Directors of the Company as Additional Directors to hold office until the date of ensuing annual general meeting.

Your Board is proposing to appoint them as ordinary directors of the Company in the ensuing Annual General Meeting. The Company has received notices in writing along with the requisite deposit under Section 257 of the Companies Act, 1956 proposing the candidature of Mr. Mahesh Prasad Bansal, Mrs. Meena Bansal and Ms. Kirti Agarwal as Directors of the Company.

The Directors recommend and place before you the proposed resolutions for your consideration and approval.

None of the Directors is concerned or interested in proposed resolutions except (a) Mr Mahesh Prasad Bansal is deemed to be concerned and interested in the resolution at item No. 4 for appointment of Mr. Mahesh Prasad Bansal as director; (b) Mrs. Meena Bansal is deemed to be concerned and interested in the resolution at item No. 5 for appointment of Mrs. Meena Bansal as director and, (c) Ms. Kirti Agarwal is deemed to be concerned and interested in respective resolution for her appointment as director of the Company.

For and on Behalf of the Board  
For **Yamini Investments Company Ltd**

**Date:** 30<sup>th</sup> August, 2012  
**Place:** Mumbai

*Kirti Agarwal*  
**Kirti Agarwal**  
**Director**



# Yamini Investments Company Ltd.

109, TRINITY BUILDING, ABOVE AP MARKET 261, S S GAIKWAD MARG,  
DHOB TALAO, MARINE LINES MUMBAI MAHARASHTRA 400002

## DIRECTORS' REPORT

### Dear Members

Your Directors present the Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31<sup>st</sup> March, 2012.

### Financial Highlights

Particulars	Financial Year ended (in rupees)	
	31 <sup>st</sup> March, 2012	31 <sup>st</sup> March, 2011
Total Income	42,62,884	2,78,471
Total Expenditure	42,53,358	2,70,354
Profit/ (Loss) before tax	9,526	8,117
Profit/ (Loss) after tax	6,526	5,537
Paid-up Share Capital	24,00,000	24,00,000
Reserves and Surplus	2,17,411	2,10,885

### Year in Retrospect

During the year under review total Income of the Company was Rs. 42.62 lacs as against Rs. 2.78 lacs in the previous year. The Company made a profit after tax of Rs. 0.065 lacs as against a profit after tax of Rs. 0.055 lacs in the previous year. Your Directors are putting in their best efforts to improve the performance of the Company.

### Material changes and commitments affecting the financial position of the Company after the close of financial year

Save as mentioned else where in this Report, no material changes and commitments affecting the financial position of the Company has occurred between the end of the financial year of the Company- 31<sup>st</sup> March, 2012 till the date of this report except the following:

### Dividend

In view of marginal profits made by the Company, your Directors regret their inability to recommend any dividend.

### Public Deposits

During the year under report, your Company did not accept any deposits from the public in terms of the provisions of section 58A of the Companies Act, 1956.

### Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

- Conservation of Energy & Technology Absorption:** Since the Company is not engaged in any manufacturing activity, issues relating to conservation of energy and technology absorption are not quite relevant to its functioning.
- Export Activities:** There was no export activity in the Company during the year under review. The Company has no immediate plans for export in the near future as well.

- c. **Foreign Exchange Earnings and Outgo:** There was no Foreign Exchange earnings and outgo during the year under review.

### **Particulars of Employees**

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, and hence no particulars are required to be disclosed in this Report.

### **Directors**

After the last Annual General Meeting Mr. Chandresh Kapilmuni Upadhyay and Mr. Suneel Kumar Upadhyay were appointed as additional directors of the Company with effect from 14/12/2011. Mr. Mahesh Prasad Bansal, Mrs. Meena Bansal and Ms. Kirti Agarwal appointed as additional directors of the Company with effect from 20/06/2012.

Mr. Shantilal Patel and Mr. Musunuri H. Rao ceased to be the directors w.e.f. 14.12.2011. Mrs. Y. Radha Rani tendered her resignation on 16.01.2012. Mr Samir Jani and Mr. Jayesh Shah resigned from the directorship of the Company with effect from 13/02/2012 and Mr. Suneel Kumar Upadhyay and Mr. Chandresh Kapilmuni Upadhyay resigned from the directorship of the Company with effect from 03/07/2012.

Additional directors namely Mr. Mahesh Prasad Bansal, Mrs. Meena Bansal and Ms. Kirti Agarwal, hold office until the date of the ensuing Annual General Meeting. Their appointments as ordinary Directors of the Company are placed before the Members for consideration. The Board recommends resolutions for adoption by the members.

### **Auditors**

M/s KVSRY & Associates, Chartered Accountants, Statutory Auditors of the Company, who retires at the conclusion of the ensuing Annual General Meeting of the Company have expressed their unwillingness to be considered for reappointment as statutory auditors of the Company.

Your Board has proposed the name of M/s V.N. Purohit & Co., Chartered Accountants, as statutory auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting. A certificate under section 224(1) of the Companies Act, 1956 regarding their eligibility for the proposed re-appointment has been obtained from them. Your Directors recommend their re-appointment.

### **Auditors' Report**

Comments made by the Statutory Auditors in the Auditors' Report are self-explanatory and do not require any further clarification.

### **Secretarial Compliance Certificate**

In terms of the provisions of section 383A of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rules, 2001, the Company has obtained the necessary Compliance Certificate from Ms Rachna Bhasin, Company Secretaries, Delhi. The Compliance Certificate is annexed herewith and forms part of this Report. Comments made in the Compliance Certificate are self-explanatory and do not require any further clarification.

### **Directors' Responsibility Statement**

In terms of the provisions of section 217(2AA) of the Companies Act, 1956, and to the best of their knowledge and belief and according to the information and explanations obtained by them and save as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditors' Report thereon, your Directors confirm that:

- a. in preparation of the annual accounts, the applicable accounting standards have been followed;
- b. 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 as at 31<sup>st</sup> March, 2012 and of the profit of the Company for the year ended on that date;
- c. the Directors have 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; and
- d. the Directors have prepared the Annual Accounts on a going concern basis.

### **Stock Exchange Listing**

The Equity Shares of the Company are listed at the BSE Ltd (formerly Bombay Stock Exchange Ltd). During the year the suspension on trading of the shares of the Company has been revoked by the BSE w.e.f. 02<sup>ND</sup> April, 2012. The Company has already paid listing fees for the financial year 2012-13 to the BSE.

### **Corporate Governance**

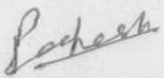
Presently, Clause 49 of the Listing Agreement relating to the Corporate Governance is not applicable to the Company. However, the Company observes good corporate practices to enhance the stakeholders' value.

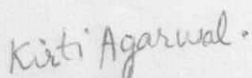
### **Acknowledgement**

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and assistance the Company has received from Banks and various Government Departments. The Board also places on record its appreciation of the devoted services of the employees; support and co-operation extended by the valued business associates of the Company.

For and on Behalf of the Board  
For **Yamini Investments Company Ltd**

**Date:** 30<sup>th</sup> August, 2012  
**Place:** Mumbai

  
**Mahesh Prasad Bansal**  
Director

  
**Kirti Agarwal**  
Director