

YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)



32ND ANNUAL REPORT 2014 – 2015

**Regd. Off.: D-405, CRYSTAL PLAZA, OPP. INFINITY MALL, NEW
LINK ROAD, ANDHERI (W), MUMBAI- 400 053**

Tel.: 022-40164455; E-mail ID: yaminiinvestments@gmail.com

Website: www.yaminiinvestments.com



YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

Regd. Off.: D-405, CRYSTAL PLAZA, OPP. INFINITY MALL, NEW LINK ROAD, ANDHERI (W), MUMBAI- 400 053

Tel.: 022-40164455; E-mail ID: yaminiinvestments@gmail.com; Website: www.yaminiinvestments.com

Date-3rd September, 2015

To
BSE Limited,
P.J. Tower, Dalal Street,
Mumbai-400 001

Subject: Submission of Intimation of Annual General Meeting held on 30th September, 2015.

Script Code: 511012

Dear Sir,

We are sending herewith the Intimation of Annual general meeting of our Company which is held to be scheduled on 30th September, 2015 at 09.30 A.M at Anmol Banquets, 2nd Floor, Harmony Mall, opp. Royal Enfield Showroom, Link Road, Goregaon (W), Mumbai- 400 104. Please find the Enclosed Document as Follows.

1. Notice of Annual General meeting held on 30th September, 2015.
2. 6 Copies of Annual Report of 2014-15.
3. Calendar event of AGM.

Kindly take the same on your record.

Thanking You.

Yours Faithfully,

For Yamini Investments Company Limited
For Yamini Investments Company Limited

Vandana Agarwal

Vandana Agarwal
Director / Authorised Signatory
DIN: 02347593



CONTENTS

SUBJECT MATTER	PAGES
❖ Company Information	2
❖ Notice to the Share Holders	3
❖ Directors Report	10
❖ Report on Corporate Governance	14
❖ Management Discussion and Analysis Report	23
❖ Certification on Corporate Governance	25
❖ Independent Auditors Report.	35
❖ Balance Sheet	39
❖ Statement of Profit and Loss Accounts	40
❖ Cash Flow Statement	47
❖ Notes on Accounts	48
❖ Proxy Form	53
❖ Attendance Slip	54
❖ Ballot Paper	55

Members are requested to bring their copy of Annual Report at the time of AGM

**COMPANY INFORMATION**

Mrs. Vandana Agarwal	Executive Director
Mr. Mukesh Mittal	Executive Director
Mr. Surendra Kumar Sharma	Independent Director
Mr. Deep Chand Sharma	Independent Director
Mr. Rakesh Roshan Sethi	Company Secretary & Compliance Officer
Bankers	HDFC Bank Ltd. Sakinaka, Andheri (E) Mumbai Axis Bank Ltd. Prashant Vihar Outer Ring Road, New Delhi
Auditors	V. N. Purohit & Co. (FRN NO.304040E) Chartered Accountants Delhi
Registered Office	D-405, Cristal Plaza, Opp. Infinity Mall, New Link Road, Andhari (W), Mumbai-400 053 Tel: 022-40164455 E-mail: yaminiinvestments@gmail.com Website: www.yaminiinvestments.com
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 Website: www.skylinerta.com

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the 32nd Annual General Meeting of the Members of **YAMINI INVESTMENTS COMPANY LIMITED** will be held on Wednesday, the 30th day of September 2015, at 9.30 A.M. at Anmol Banquets, 2nd Floor, Harmony Mall, opp. Royal Enfield Showroom, Link Road, Goregaon (W), Mumbai- 400 104 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss for the year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. Mukesh Mittal, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force M/s. Agarwal Desai and Shah, Chartered Accountants (FRN: 124850W), be and are hereby appointed as Auditor of the Company to hold office from the conclusion of this annual general meeting until the conclusion of 35th Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors in consultation with the Auditors plus applicable service tax and re-imbursment of travelling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS:**4. APPOINTMENT OF MR. SURENDRA KUMAR SHARMA (DIN: 07069575) AS INDEPENDENT DIRECTOR OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the companies Act, 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Surendra Kumar Sharma, (holding DIN: 07069575), was appointed as the Additional Director of the Company, in the meeting of the Board of Director held on 17th January, 2015, as Non-Executive additional Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years.”

5. APPOINTMENT OF MR. DEEP CHAND SHARMA, (DIN: 07069571) AS THE INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the companies Act, 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Deep Chand



Sharma (holding DIN: 07069571), was appointed as the Additional Director of the Company in the meeting, of the Board of Director held on 17th January, 2015, as Non-executive additional Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years.”

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

Sd/-

Vandana Agarwal

Director

DIN-02347593

Place : Mumbai
Date : 13.08.2015

NOTES:

1. 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 and holding in aggregate not more than ten (10) percent of the total share capital of the Company.
2. 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.
3. 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.
4. 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.
5. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. 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.
7. 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.
8. Pursuant to cl. 15/16 of the Listing Agreement read with section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books will remain closed from Thursday 24th September, 2015 to Tuesday 29th September, 2015 (Both days inclusive) for the purpose of AGM.



9. 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.
10. 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.
11. With a view to using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2014-15 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 the report. For members who have not registered their email addresses, physical copies of the Annual Report 2014-15 are being sent by the permitted mode.
12. 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 Clause 35B of the Listing Agreement, 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.
13. 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.
14. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
15. The shareholder needs to furnish the 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
16. 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 cl. 49 of the Listing Agreement for Directors retired by rotation/Appointment of Director /Reappointment/ratifications:

NAME OF DIRECTORS	MUKESH MITTAL	SURENDRA KUMAR SHARMA	DEEP CHAND SHARMA
DIN	05300556	07069575	07069571
Date of Birth	02/10/1984	20/11/1964	07/08/1981
Nationality	INDIAN	INDIAN	INDIAN
Date of Appointment on the Board	24/01/2013	17/01/2015	17/01/2015
Relationship with Other Director	None	None	None
Qualification	B.Com	B.Com	B.Com
Expertise in Area	Investment, Finance, Expense Management & Accounts	Marketing and Business Promotion	HR, Strategies & Admin
No. of shares held	Nil	Nil	Nil
List of Directorships held in other Companies	1.AENGUS POWER AND INFRA LIMITED 2.VENKATESHWARA INDUSTRIAL PROMOTION CO. LTD.	Nil	Nil
Chairman / Member of the Committees of the Board of other Companies in which the Director	VENKATESHWARA INDUSTRIAL PROMOTION CO. LTD. 1. Member of Stakeholders Relationship Committee 2. Member of Audit Committee 3. Member of Remuneration Committee	Nil	Nil



The instructions for e-voting are as under:

1. Members whose shareholding is in the dematerialized form and whose email addresses are registered with the Company/Depository Participants(s) will receive an email from NSDL informing the User-ID and Password.

- I. Open email and open PDF file; the said PDF file contains your user ID and password/PIN for e-voting.
- II. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/> Click on Shareholder – Login.
- III. Put User ID and password as initial password noted in step (1) above and Click Login.
- IV. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password.
- V. Home page of remote “e-Voting” opens. Click on e-Voting: -- Active Voting Cycles.
- VI. Select “EVEN” of Yamini Investments Company Limited.
- VII. Now you are ready for “e-Voting” as “Cast Vote” page opens.
- VIII. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
- IX. Upon confirmation, the message “Vote cast successfully” will be displayed.
- X. Once you have voted on the resolution, you will not be allowed to modify your vote.
- XI. Members can cast their vote online from **September 27 (9:00 A.M.) till September 29, 2015 (5:00 P.M.)**. Kindly note that vote once casted cannot be modified. For EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on all the resolutions or till the end date of voting period.
- XII. E-Voting shall not be allowed beyond said time i.e. **September 29, 2015, 5:00 P.M.**
- XIII. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 at cavikasj@gmial.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder. 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).

At the venue of AGM, voting shall be done through ballot papers (“Ballot Paper”) and the Members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.

Please note that 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 venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

Please note that:

- a) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on, **23rd September, 2015** (the “Cut Off Date”) only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.



- b) Persons who have acquired shares and became members of the Company after the dispatch of the notice of AGM and holding shares as on the Cut Off date of **23rd September, 2015**, may obtain their user ID and password for Remote E-voting from the Company's Registrar and Share Transfer Agent (RTA) or NSDL.

All future communications will be sent in electronic form to your registered e-mail address. Please inform the changes, if any, in your e-mail address to your Depository Participant or Registrar and Share Transfer Agent (RTA) of the Company, as the case may be.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

For any further grievance related to the Remote E-voting, members may contact NSDL at the contact: Ph. No. +91 22 24994600/24994738, Email ID: evoting@nsdl.co.in

2. **M/s Vikas N Jain & ASSOCIATES, Practicing Chartered Accountant (FRN-134911W)**, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

3. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, **M/s Vikas N Jain & ASSOCIATES, Practicing Chartered Accountant (FRN-134911W)** at Cottage No. E7, Nensey Complex Shri Krishna Nagar, Shantivan Borivali (E), Mumbai – 400 066 not later than 29th September, 2015 by 5:00 p.m. IST. Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

4. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, fourth with to the Chairman of the Company.

5. Members can choose only one of the two options namely e-voting or voting through physical assent/ dissent form. In case the votes are casted through both the formats, then votes casted through e-voting shall stand cancelled and those votes casted through physical assent/dissent form would be considered, subject to the assent/dissent form being found to be valid.

6. The Results of e-voting, physical assent / dissent and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.yaminiinvestments.com and the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except holidays, up to and including the date of the Annual General Meeting of the Company.

8. Details of Directors seeking appointment/and re-appointment at the Annual General Meeting in pursuance of Clause 49 of the Listing Agreement.