

YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)



33RD ANNUAL REPORT 2015 – 2016

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

Telephone: 022-40164455;

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

E-mail ID: yaminiinvestments@gmail.com

Website: www.yaminiinvestments.com

CONTENTS

Sr. No	Particulars	Page No
1.	Company Information	2-2
2.	Notice to the Shareholders	3-11
3.	Directors Report with Annexure 1 to 5	12-39
4.	Report on Corporate Governance	40-48
5.	Certificate of Corporate Governance	49-49
6.	Declaration on Code of Conduct	49-49
7.	Management discussion and analysis report	50-52
8.	Independent Audit Report	53-59
9.	Balance Sheet	60-61
10.	Statement of P&L A/C	62-63
11.	Notes of Accounts	64-77
12.	Cash Flow Statement	78-79
13.	Proxy Form	80-80
14.	Attendance Slip	81-81
15.	Ballot Form	82-82
16.	Road Map	83-83



COMPANY INFORMATION

Mrs. Vandana Agarwal	Executive Director
Mr. Mukesh Mittal	Executive Director
Mr. Surendra Kumar Sharma	Independent Director
Mr. Deep Chand Sharma	Independent Director
Ms. Shalini Agarwal	Chief Financial Officer
Mr. Rakesh roshan sethi (Resigned on 30.05.2016)	Company Secretary
Bankers	HDFC Bank Ltd. Sakinaka, Andheri (E) Mumbai Axis Bank Ltd. PrashantVihar Outer Ring Road, New Delhi
Auditors	M/S Aggarwal Desai & Shah. (FRN: 124850W) Chartered Accountants Mumbai
Registered Office	D-405, Cristal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai-400 053 Tel: 022-40164455 E-mail: yaminiinvestments@gmail.com Website: www.yaminiinvestments.com
Corporate Office	Unit No. 205, Aggarwal City Mall, 2 nd 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 Website: www.skylinerta.com



NOTICE OF 33RD ANNUAL GENERAL MEETING

Notice is hereby given that 33rd Annual General Meeting of the members **YAMINI INVESTMENTS COMPANY LIMITED** will be held at Anmol Banquets, 2nd Floor, Harmony Mall, opp. Royal Enfield Showroom, Link Road, Goregaon (W), Mumbai- 400 104, on Friday 30th Sept, 2016 at 09:00 A.M to transact the following business:

ORDINARY BUSINESS

1. Item No. 1: To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2016 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.

2. Item No. 2: To appoint a Director in place of Mrs. Vandana Agarwal (DIN: 02347593), who retires by rotation and being eligible offers himself for re-appointment.

3. Ratification of Appointment of Auditors

Item No. 3: to ratify the appointment of auditors of the Company and to fix their Remuneration and to pass the following resolution as an Ordinary Resolution thereof:

“RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the Annual General Meeting held on 30th September, 2015, the appointment of M/s. AGARWAL DESAI AND SHAH Chartered Accountants, Mumbai (FRN - 124850W), as the auditors of the Company to hold office till the conclusion of the 35th AGM of the Company be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2016-17 as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as maybe agreed upon between the auditors and the Board of Directors”.

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification, or variation thereof, the Company hereby ratifies the appointment of M/s. AGARWAL DESAI AND SHAH Chartered Accountants, Mumbai (FRN - 124850W) as the Auditors of the Company to hold office from the conclusion of this 33rd Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company to be held in the year 2017, to examine and audit the accounts of the Company for the Financial Year 2016-17 at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.



SPECIAL BUSINESS:

1. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution for appointment of **Mrs. Vandana Agarwal (DIN: 02347593)** as Whole-Time Director of the Company.

“RESOLVED THAT pursuant to the provisions of Section 196,197,203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, the appointment of **Mrs. Vandana Agarwal (DIN: 02347593)** and is hereby appointed as the Whole-Time Director of the Company w.e.f 11.08.2016 for a period of five years to held the office till the conclusion of Annual General Meeting of calendar year 2021 remuneration and terms and conditions as given below:-

a. Remuneration

Rs. 25,000/- p.m (Rupees Twenty Five Thousand Only) with such annual increments/increase as may be decided by the Board of Directors from time to time.

b. Perquisites

- HRA & Transport allowances.
- Contribution to provident fund, superannuation fund and payment to gratuity as per rules of the company.
- Other Perquisites & Allowances as per service rules of the Company, as applicable.

c. Valuation of perquisites

Perquisites/allowances shall be valued as per the Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

d. Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013 from time to time.

e. Other Terms

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors as it may, in its discretion, deem fit within the maximum amount payable to the appointee in accordance with the provisions of the said Act or any amendments made therein or with the provisions of the said Act or any amendments made therein or with the approval of the Central government, if required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform such acts, matters, deeds, and things, as may be necessary, to amend the terms and conditions of appointment, if necessary and to act as may be necessary or expedient in its own discretion, including the power to delegate, to give effect to this Resolution.

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

Sd/-

MUKESH MITTAL

Director

DIN -05300556

**Place: Mumbai
Date: 11/08/2016**



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 and holding 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 (Saturday 24th September, 2016 to Friday 30th September, 2016) (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 email address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2015-16 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 2015-16 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: 28511, Mumbai) has been appointed as the scrutinizer to conduct e-voting
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:

Name of Director	VANDANA AGARWAL
Date of Birth	15/08/1979
Date of Appointment	24/01/2013
Qualification	Graduation in commerce
Expertise in Specific Functional Area	Finance
Executive & Non-Executive Director	EXECUTIVE DIRECTOR
Promoter Group	Yes
Independent Director	No
Chairman/Member of Committees of the Boards of Which he is a Director	Yamini Investment Company Ltd. Nil
Other Directorship	1. APLAYA FASHIONS LIMITED 2.COMMAND POLYMERS PRIVATE LIMITED 3.SURPATI DISTRIBUTORS PRIVATE LIMITED 4.SUKHDHAN VINIMAY PRIVATE LIMITED 5. MANSUKH ADVISORY PVT LTD 6.SHIVMANGAL STOCK MANAGEMENT PRIVATELIMITED 7.RIDHI SIDHI ADVISORY PRIVATE LIMITED. 8.SHEROWALI ADVISORY SERVICES LIMITED 9. SUKHJIT CONSULTANTS LIMITED 10.COMMAND PLASTIPACK LIMITED

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 **Tuesday 27th Sept., 2016 (9:00 am)** and **ends Thursday on 29th Sept., 2016 (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 **23rd Sept., 2016**, 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:
 - 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.nsdl.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 with a copy marked to 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 downloads section of www.evoting.nsdl.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 **23rd Sept. 2016**.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **23rd Sept.,2016**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or 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.nsdl.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.
- VIII. Mr. Nitesh Chaudhary, Practicing Company Secretary (Membership No. 28511) 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 favor or against, if any, to the Chairman or a person authorized by him in

