



YAMINI INVESTMENTS COMPANY LIMITED

(CIN:L67120MH1983PLC029133)

A general methodology and
an introduction to different
types of investment



ANNUAL REPORT 2016-17

**CONTENTS:**

SR. NO	PARTICULARS	PAGE NO.
1.	Company Information	2-2
2.	Notice to the Shareholders	3-7
3.	Directors Report with Annexure 1 to 5	8-32
4.	Report on Corporate Governance	33-41
5.	Certificate of Corporate Governance	42-42
6.	Declaration on Code of Conduct	43-43
7.	Management discussion and analysis report	44-46
8.	Independent Audit Report	47-54
9.	Balance Sheet	55-55
10.	Statement of P&L A/C	56-56
11.	Notes of Accounts	57-66
12.	Cash Flow Statement	67-67
13.	Proxy Form	68-68
14.	Attendance Slip	69-69
15.	Ballot Form	70-70
16.	Road Map	71-71

34TH ANNUAL REPORT 2016-17





COMPANY INFORMATION

BOARD OF DIRECTORS

Mrs. Vandana Agarwal
Whole Time Director

Mr. Mukesh Mittal
Executive Director

Mr. Surendra Kumar Sharma
Independent Director

Mr. Deep Chand Sharma
Independent Director

CHIEF FINANCIAL OFFICER

Ms. Shalini Agarwal

BANKERS

HDFC Bank Ltd.
Sakinaka, Andheri (E),
Mumbai

AUDITORS

M/S Aggarwal Desai & Shah
(FRN: 124850W)
Chartered Accountants
Mumbai

REGISTERED OFFICE

**C-710, 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,
2nd 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 34TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 34TH ANNUAL GENERAL MEETING OF THE MEMBERS YAMINI INVESTMENTS COMPANY LIMITED WILL BE HELD AT VYANJAN BANQUETS, 43, OSHIWARA LINK PLAZA, NEXT TO OSHIWARA POLICE STATION, LINK ROAD EXTN., ANDHERI (W), MUMBAI- 400 102, ON MONDAY, 25TH SEPTEMBER, 2017 AT 09:30 A.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

ITEM NO. 1: To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2017 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.

ITEM NO. 2: To appoint a Director in place of Mr. Mukesh Mittal (DIN: 05300556) who retires by rotation and being eligible offers himself for re-appointment.

ITEM NO. 3: Ratification of Appointment of Auditors

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 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment or re-enactment thereof) and pursuant to the approval of the Members at the Thirty Third Annual General Meeting, appointment of M/s. AGARWAL DESAI AND SHAH, Chartered Accountants, Mumbai (FRN - 124850W) as Auditors of the Company, be and is hereby ratified; and they do hold office as such from the conclusion of this Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors.”

Place: Mumbai
Date: 18/07/2017

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

Sd/-
Vandana Agarwal
Whole-time Director
DIN - 02347593

Registered Office:

Yamini Investments Company Limited
C-710, Cristal Plaza, Opp. Infinity Mall,
New Link Road, Andheri (W),
Mumbai-400 053
(CIN: L67120MH1983PLC029133)
Tel: 022-40164455
E-mail: yaminiinvestments@gmail.com
Website: www.yaminiinvestments.com



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 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 (Tuesday, 19th September, 2017 to Monday, 25th September, 2017) (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 mail address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2016-17 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 their port. For members who have not registered their email addresses, physical copies of the Annual Report 2016-17 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 act as scrutinizer for the purpose of Annual General Meeting (e-voting & Ballot Voting in 34th AGM).

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:

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 **Friday, 22nd September, 2017 (9:00 am)** and **ends Thursday on 24th September, 2017 (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 **18th September, 2017**, 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. In case 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 IDPASSWORD/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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-
 - 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 18th September, 2017.



- 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. 18th September, 2017, 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 favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results of AGM voting will be declared along with the report of the Scrutinizer on 28th September at 4:00 PM and shall be placed on the website of the Company www.yaminiinvestments.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

Place: Mumbai
Date: 18/07/2017

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

Sd/-
Vandana Agarwal
Whole-time Director
DIN - 02347593

Registered Office:

Yamini Investments Company Limited
C-710, Cristal Plaza, Opp. Infinity Mall,
New Link Road, Andheri (W),
Mumbai-400 053
(CIN: L67120MH1983PLC029133)
Tel: 022-40164455
E-mail: yaminiinvestments@gmail.com
Website: www.yaminiinvestments.com



DIRECTORS' REPORT

To,
The Shareholders,
Yamini Investments Company Limited

The Directors have pleasure in presenting their 34th Director Report & Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2017.

FINANCIAL RESULTS

The summary of the financial performance of the Company for the year ended 31st March, 2017 as compared to the previous year is as below.

Particulars	Year ended 31.03.2016 (Amount in Rs.)	Year ended 31.03.2017 (Amount in Rs.)
Total Income	16,88,14,475.00	10,36,48,927.00
Total Expenditure	16,12,84,093.00	10,20,53,963.00
Profit/(Loss) before Tax	75,30,382.00	15,94,964.00
Profit/(Loss) After Tax	52,14,219.00	12,12,551.00
Paid up Share Capital	52,57,26,400.00	52,57,26,400.00
Reserve And Surplus	13,69,28,480.00	13,81,41,031.00

FINANCIAL PERFORMANCE

The Company has earned profit after tax of Rs. 12,12,551.00/- during the current financial year as against Rs. 52,14,219.00/- earned during the previous financial year. Profit before tax is 15,94,964.00/- as compared to 75,30,382.00/- in previous year.

RESERVES & SURPLUS

There is amount transferred in General/free reserve from the Current year profit.

DIVIDEND

To maintain the liquidity of funds, the Board of Directors has decided not to declare any dividend for this financial year 2016-17. The Board assures you to present a much strong financial statements in coming years.

DEPOSITS

As on 31.03.2017, the company held no deposit in any form from anyone. There was no deposit held by the company as on 31.03.2017, which was overdue or unclaimed by the depositors. For the present the broad of directors have resolved not to accept any deposits from public.

CHANGE IN NATURE OF BUSINESS

There is no change in nature of business of Company.

CHANGES IN SHARE CAPITAL

The paid up equity share capital as on 31st march, 2017 was Rs.52,57,26,400. There has been no change in the capital structure of the company as no new shares were issued by the Company during the period under consideration.

CORPORATE GOVERNANCE

As per the directions of SEBI and the Bombay Stock Exchange Ltd., accordingly the company has been adhering to the directions and guidelines as required. The report on the code of corporate governance is annexed separately in this Annual report.



CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

a) Conservation of Energy:

Since the company is not engaged in any manufacturing activity, issues relating to conservation of energy are not quite relevant to its functioning.

b) Technology Absorption:

Since the company is not engaged in any manufacturing activity, issues relating to Technology Absorption are not quite relevant to its functioning.

c) Foreign Exchange Earnings/Outgo:

Earnings	NIL
----------	------------

Outgo	NIL
-------	------------

PARTICULARS OF LOAN, GUARANTEE AND INVESTMENTS UNDER SECTION 186

During the period under review, the loans, advance and guarantees were provided by the Company under the provisions of Section 186 of Companies Act, 2013 is given in the balance sheet and schedule of Loans and Advances.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company has occurred between the ends of the financial year of the Company- 31st March, 2017 till the date of this report.

RISK MANAGEMENT POLICY

The Board of Directors of the Company are of the view that currently no significant risk factors are present which may threaten the existence of the company.

During the year, your Directors have an adequate risk management infrastructure in place capable of addressing those risks. The company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Audit Committee and Board of Directors review these procedures periodically. The company's management systems, organizational structures, processes, standards, code of conduct and behaviour together form a complete and effective Risk Management System (RMS).

DIRECTORS

The Companies Act, 2013, provides for the appointment of independent directors. Sub-section (10) of Section 149 of the Companies Act, 2013 provides that independent directors shall hold office for a term of up to five consecutive years on the board of a company; and shall be eligible for re-appointment on passing a special resolution by the shareholders of the Company.

Further, according to Sub-section (11) of Section 149, no independent director shall be eligible for appointment for more than two consecutive terms of five years. Sub-section (13) states that the provisions of retirement by rotation as defined in Sub-sections (6) and (7) of Section 152 of the Act shall not apply to such independent directors.

BOARD EVALUATION

Reg.17 of SEBI (LODR) Regulations, 2015 of mandates that the Board shall monitor and review the Board

