

# YAMINI INVESTMENTS COMPANY LIMITED

CIN:L67120MH1983PLC029133



ANNUAL REPORT  
2022-23

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# 40<sup>TH</sup> ANNUAL REPORT 2022-23

**COMPANY INFORMATION****BOARD OF DIRECTORS****MR. MANISH DALMIA**

Managing Director

**MRS. VANDANA AGARWAL**

Director

**MR. SATANAND PANDEY**

Independent Director

**MR. GIRISH VERMA**

Independent Director

**MS. PRITI RAO**

Independent Director

**MS. TANIYA RAO** (Appointed as an Additional Director  
(w.e.f. 02/08/2022)

Resigned w.e.f. 05.09.2023

MS. RUBI NANDI (Appointed as an Additional Director  
(w.e.f. 05/09/2023)**COMPANY SECRETARY**MISS KALPANA AGARWALA has been appointed as  
Company Secretary (w.e.f. 30/05/2022)**CHIEF FINANCIAL OFFICER****MR. SHEKHAR DODRAJKA****BANKERS**ICICI BANK LTD.  
Andheri Link Road,  
Mumbai**AUDITORS****M/S SSRV AND ASSOCIATES**(FRN:135901W)  
Chartered Accountants  
Mumbai**REGISTERED OFFICE****B-614, Crystal Plaza, Opp. Infinity Mall,  
New Link Road, Andheri(W),  
Mumbai-400053**  
Tel:022-40164455  
E-mail: [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com)  
Website: [www.yaminiinvestments.co.in](http://www.yaminiinvestments.co.in)**SHARE TRANSFER AGENT****M/S SKYLINE FINANCIAL SERVICES  
PRIVATE LIMITED**D-153 A, 1st Floor,  
Okhla Industrial Area,  
Phase-I, New Delhi -110020  
[Tel:011-64732681-88](tel:011-64732681-88); Fax:011-6812682  
Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)  
Website: [www.skylinerta.com](http://www.skylinerta.com)



**NOTICE OF 40<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT 40<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF YAMINI INVESTMENTS COMPANY LIMITED WILL BE HELD ON FRIDAY, 29<sup>TH</sup> SEPTEMBER, 2023 AT 03:30 P.M. IST THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM') TO TRANSACT THE FOLLOWING BUSINESSES, IN COMPLIANCE WITH THE PROVISIONS OF GENERAL CIRCULAR NO. 20/2020 DATED MAY 5, 2020 READ WITH GENERAL CIRCULAR NO. 14/2020 DATED APRIL 8, 2020 AND GENERAL CIRCULAR NO. 17/2020 DATED APRIL 13, 2020 ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS ('MCA'), AND CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY 12, 2020 ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA ('SEBI'):

**ORDINARY BUSINESS**

1. **To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, the report of the Auditors' thereon and the report of the Board of Directors'.**

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

**"RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2023, the report of the auditors' thereon and the report of the Board of Directors for the financial year ended March 31, 2023, placed before the 40th Annual General Meeting be and are hereby received, considered and adopted."

2. **To appoint a director in place of Mr. Manish Dalmia (DIN No. 05155708) who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time ("Act") and pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Regulations"), Mr. Manish Dalmia (DIN No. 05155708) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS**

3. **To appoint Mrs. Rubi Nandi (DIN: 09673549) as an Executive Director of the company.**

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

**"RESOLVED THAT** Mrs Rubi Nandi (Din: 09673549) who was appointed as an Additional Director of the Company w.e.f. 05<sup>th</sup> September, 2023 by the Board of Directors and who holds office up to the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mrs Rubi Nandi (Din: 09673549) candidature for the office of the Director, be and is hereby appointed as a Director of the Company, with effect from the date of this Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby Authorised to do all such acts, deeds, matters and things as may be considered

necessary, desirable or expedient to give effect to this resolution.

**4. TO REGULARIZE THE RE-APPOINTMENT OF MR. SATANAND PANDEY (DIN: 08240027) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made there under, for the time being in force) and Regulation 16(1)(b) of the Listing Regulation and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, Mr Satanand Pandey (DIN: 08240027) who was appointed as an Director (Independent Director) of the Company by the Board in its meeting held on 05<sup>th</sup> September, 2023 in terms of Section 161(1) of the Act and whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director to reappoint as Independent Director for a term of 5 years in this AGM, be and is hereby reappointed as an Independent Director of the Company to hold office for a term of five years i.e. up to 45<sup>th</sup> Annual General Meeting of the Company will be held in Calendar, Year 2028". Mr. Satanand Pandey (DIN: 08240027) has given a declaration under Section 149(7) of the Companies Act, 2013 that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, in the opinion of the Board also, she fulfils the conditions specified in the Companies Act, 2013 for such an appointment. None of the other Directors (other than Mr. Satanand Pandey (DIN: 08240027) /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions."

**5. TO REGULARIZE THE RE-APPOINTMENT OF MR. GIRISH VERMA (DIN: 08524681) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made there under, for the time being in force) and Regulation 16(1)(b) of the Listing Regulation and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, Mr Girish Verma (DIN: 08524681) who was appointed as an Director (Independent Director) of the Company by the Board in its meeting held on 05<sup>th</sup> September, 2023 in terms of Section 161(1) of the Act and whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director to reappoint as Independent Director for a term of 5 years in this AGM, be and is hereby reappointed as an Independent Director of the Company to hold office for a term of five years i.e. up to 45<sup>th</sup> Annual General Meeting of the Company will be held in Calendar, Year 2028". Mr Girish Verma (DIN: 08524681) has given a declaration under Section 149(7) of the Companies Act, 2013 that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, in the opinion of the Board also, she fulfils the conditions specified in the Companies Act, 2013 for such an appointment. None of the other Directors (other than Mr Girish Verma (DIN: 08524681) /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions."

**Place: Mumbai**  
**Date: 05/09/2023**

**By Order of the Board of Directors**  
**For Yamini Investments Company Limited**  
**Sd/-**  
**Vandana Agarwal**  
**Director**  
**DIN - 02347593**

**Registered Office:**

**Yamini Investments Company Limited**  
**B-614, Cristal Plaza, Opp. Infinity Mall,**  
**New Link Road, Andheri (W), Mumbai-400 053**  
**(CIN: L67120MH1983PLC029133)**  
**Tel: 022-40164455**  
**E-mail: [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com)**  
**Website: [www.yaminiinvestments.com](http://www.yaminiinvestments.com)**

#### NOTES:

- 1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has issued its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.
- 2) For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
- 3) The deemed venue for forty e-AGM shall be the Registered Office of the Company at B-614 Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (West), Mumbai - 400053
- 4) Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 5) Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to **akhilkumaragarwal@ymail.com** with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
- 6) Brief details of the directors, who are being re-appointed, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
- 7) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 8) Pursuant to section 91 of the Companies Act, 2013 The Register of Members and the Transfer Book of the Company will remain closed from 22/09/2023 to 29/09/2023 (both days inclusive).
- 9) The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (Skyline Financial Services Pvt Ltd.) of the Company.
- 10) Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at Skyline Financial Services Pvt Ltd.), at D-153/A, 1st floor, Phase I, Okhla Industrial Area, New



Delhi, Delhi-110020.

Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014 electronic copy of the Annual Report for financial year 2022-23

along with Notice of 40<sup>th</sup> Annual General Meeting of the company is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s). Members may note that the Notice and Annual Report for FY 2022-23 will also be available on the Company's website at [www.yaminiinvestments.co.in](http://www.yaminiinvestments.co.in), website of the stock exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), Notice and Annual Report is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- 11) To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA Skyline Financial Services Pvt Ltd. Members may also note that the Notice of the 40th Annual General Meeting and the Annual Report for 2022-2023 will also be available on the Company's website [www.yaminiinvestments.co.in](http://www.yaminiinvestments.co.in), website of the stock exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), Notice and Annual Report is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) which can be downloaded from the site.
- 12) To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA Skyline Financial Services Pvt Ltd. Members may also note that the Notice of the 40th Annual General Meeting and the Annual Report for 2022-2023 will also be available on the Company's website [www.yaminiinvestments.co.in](http://www.yaminiinvestments.co.in), website of the stock exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), Notice and Annual Report is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) which can be downloaded from the site.
- 13) SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form, Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- 14) In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
- 15) All the work related to share registry in terms of both physical and electronic is being conducted by Company's Registrar & Transfer Agent, Skyline Financial Services Pvt Ltd., D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi, Delhi-110020. The Shareholders are requested to send their communication to the aforesaid address or via email at [admin@skylinerta.com](mailto:admin@skylinerta.com)
- 16) Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com) and mark cc to RTA [admin@skylinerta.com](mailto:admin@skylinerta.com) during the period starting from 26<sup>th</sup> September, 2023 (from 9.00 a.m.) to 26<sup>th</sup> September, 2023 (up to 5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that only questions of the members holding the shares as on cut-off date will be considered.



- 17) Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
- 18) In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Friday, 22<sup>th</sup> September, 2023 such person may obtain the user id and password from RTA by email request on [admin@skylinerta.com](mailto:admin@skylinerta.com).
- 19) Brief details of the Directors, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and Regulation 36(3) Of the Listing Regulation, 2015.
- 20) Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
- 21) Members are requested to send all communications relating to shares, unclaimed dividend, change of address etc. to the Registrar and Share Transfer Agents at the following address: Skyline Financial Services Pvt Ltd., at D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi, Delhi-110020. Tel: 011- 40450193-97, 011-26812682-83, Email: [admin@skylinerta.com](mailto:admin@skylinerta.com) if the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants
- 22) Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so. In the context of General Meeting through VC/OAVM, availability of email id of shareholders will play key role for sending notice or other important communication to shareholders. Hence, Skyline Financial Services Pvt Ltd. is offering the facility for all shareholders (physical as well as demat) to update their email id with it for sending the notice of AGM and annual report. The facility for updating of e- mail id of the shareholders shall be available on their website [www.skylinerta.com](http://www.skylinerta.com) and the same can be updated by shareholders any time during the year.

**PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to NSDL/RTA email id [evoting@nsdl.com](mailto:evoting@nsdl.com); [admin@skylinerta.com](mailto:admin@skylinerta.com); Tel. No. : 011-40450193-97, 011-26812682-83.
2. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to NSDL/RTA email id [evoting@nsdl.com](mailto:evoting@nsdl.com); [admin@skylinerta.com](mailto:admin@skylinerta.com); Tel. No. 011-40450193-97, 011-26812682-83.

Place: Mumbai  
Date: 05/09/2023

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

Sd/-  
Vandana Agarwal  
Director  
DIN - 02347593

**Registered Office:**

**Yamini Investments Company Limited**  
(CIN: L67120MH1983PLC029133)  
**B-614, Cristal Plaza, Opp. Infinity Mall,**  
**New Link Road, Andheri (W),**  
**Mumbai-400 053**  
**Tel: 022-40164455**  
**E-mail: [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com)**  
**Website: [www.yaminiinvestments.co.in](http://www.yaminiinvestments.co.in)**

### **Procedure and Instruction of E-voting**

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 40th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through E-voting shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through e-voting in case they have not casted their vote by remote e-voting.

The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20002F2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI