

YAMINI INVESTMENTS COMPANY LIMITED

CIN:L67120MH1983PLC029133



ANNUAL REPORT
2021-22



CONTENTS:

| SR. NO | PARTICULARS | PAGE NO. |
|---------------|---|-----------------|
| 1. | Corporate Information & other Details | 2-2 |
| 2. | Notice of 39th Annual General Meeting of the Company | 3-15 |
| 3. | Board of Directors' Report | 16-26 |
| | ➤ Form MR-3 Secretarial Audit Report – Annexure I | 27-30 |
| | ➤ Form– MGT-9 Extract of Annual Return Annexure II | 31-38 |
| | ➤ For AOC-2 (Related Party Transaction) – Annexure III | 38-38 |
| | ➤ CFO Certification - Annexure IV | 39-39 |
| | ➤ Particulars of Employees and Related Information (Section 197(12)) - Annexure -V | 40-41 |
| | ➤ Declaration regarding Compliance by Board Members and Senior Management Personnel with the Code | 42-42 |
| 4. | Corporate Governance Report | 43-57 |
| 5. | Management Discussion and Analysis Report | 58-60 |
| 6. | Certificate of Non-Disqualification of Directors | 61-61 |
| 10. | Independent Auditors' Report | 62-71 |
| 11. | Balance Sheet | 72-72 |
| 12. | Profit & Loss A/c | 73-73 |
| 13. | Cash Flow Statement | 74-74 |
| 14. | Notes Forming part of Financial Statements | 75-100 |

**39TH
ANNUAL
REPORT
2021-22**

COMPANY INFORMATION

BOARD OF DIRECTORS

MR. MANISH DALMIA
Managing Director (w.e.f. 28/08/2021)

MRS. VANDANA AGARWAL
Director (w.e.f. 11/08/2021)

MR. SATANAND PANDEY
Independent Director

MR. GIRISH VERMA
Independent Director

MS. PRITI RAO
Independent Director

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

COMPANY SECRETARY

MR. ALKESH PATIDAR has resigned from the Company (w.e.f. 02/01/2022)

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

**D-215, Crystal 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 39TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF YAMINI INVESTMENTS COMPANY LIMITED WILL BE HELD ON MONDAY, 26TH SEPTEMBER, 2022 AT 2:00 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, 2022, 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, 2022, the report of the auditors' thereon and the report of the Board of Directors for the financial year ended March 31, 2022, placed before the 39th 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 Miss. Taniya Rao (Din: 08239994) as a 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 Miss. Taniya Rao (Din: 08239994) who was appointed as an Additional Director of the Company w.e.f. 2nd August, 2022 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 Miss. Taniya Rao (Din: 08239994) 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."

**Place: Mumbai
Date: 24/08/2022**

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

**Sd/-
Vandana Agarwal
Director
DIN - 02347593**

Registered Office:

**Yamini Investments Company Limited
D-215, 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) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide 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 thirty-Eight e-AGM shall be the Registered Office of the Company at D-215 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 csniteshchaudhary@gmail.com with a copy marked to evoting@nsdl.co.in.
- 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 EGM/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 20/09/2022 to 26/09/2022 (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.
- 11) 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 2021-22 along with Notice of 39th

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 20212 will also be available on the Company's website at www.yaminiinvestments.com website of the stock exchanges i.e., BSE Limited at 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.

- 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 39th Annual General Meeting and the Annual Report for 2021-2022A will also be available on the Company's website www.yaminiinvestments.com, website of the stock exchanges i.e., BSE Limited at 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 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
- 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 and mark cc to RTA admin@skylinerta.com during the period starting from 21ST September, 2022 (from 9.00 a.m.) to 24TH September, 2021 (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., Monday, 19th September, 2022 such person may obtain the user id and password from RTA by email request on 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



YAMINI INVESTMENTS COMPANY LTD.

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 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 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.co.in; 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.co.in; admin@skylinerta.com; Tel. No. 011-40450193-97, 011-26812682-83.

Place: Mumbai
Date: 24/08/2022

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)
D-215, 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

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 39th 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 EGM/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 EGM/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 EGM/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/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 EGM/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 EGM/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 (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and May 05, 2021 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. 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 agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.yaminiinvestments.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM



Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Friday, 23rd September, 2022 at 10:00 A.M. and ends on Sunday, 25th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19th September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19th September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at |

| | |
|---|--|
| | <p>https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e- Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e- Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>     </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e- Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate |



| | |
|--|--|
| | the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058739 or 022-23058542-43 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using

your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csniteshchaudhary@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (selfattested scanned copy of Aadhar Card) by email to yaminiinvestments@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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) to yaminiinvestments@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (yaminiinvestments@gmail.com). The same will be replied by the company suitably.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013, SPECIAL BUSINESS:

The following explanatory statement sets out in detail all material facts relating to item of Special Business as mentioned in accompanying Notice convening the AGM of the Company:

ITEM NO. 3

Miss. Taniya Rao (Din: 08239994) was appointed as an Additional Director by the Board with effect from 2nd August, 2022 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Miss. Taniya Rao (Din: 08239994) will hold office up to the date of the ensuing AGM, was appointed as Additional Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Miss. Taniya Rao (Din: 08239994) as a Director under Section 149 of the Companies Act, 2013 and received in writing a notice from a member, proposing him candidature for the office of Director.

In the opinion of the Board Miss. Taniya Rao (Din: 08239994) fulfills the conditions specified in the Act and rules made there under as also under the Listing Agreement for his appointment as a Director of the Company. Further Miss. Taniya Rao (Din: 08239994) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given him consent to act as Director.

Miss. Taniya Rao (Din: 08239994) is interested in the above resolution as appointee as set out in item no. 3 of the Notice with regard to his appointment. The Directors, therefore, recommend the Resolution as set out in item no. 3 for the approval of the Members of the Company.

Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

Place: Mumbai
Date: 24/08/2022

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

Sd/-
Vandana Agarwal
Director
DIN - 02347593

Registered Office:

Yamini Investments Company Limited
D-215, 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



YAMINI INVESTMENTS COMPANY LTD.

DIRECTORS' REPORT

To,
The Shareholders,
Yamini Investments Company Limited

The Directors have pleasure in presenting their 39th Director Report & Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2022.

FINANCIAL RESULTS

The summary of the financial performance of the Company for the year ended 31st March, 2022 as compared to the previous year is as below:

| Particulars | Year ended 31.03.2022 (Amount in Rs.) | Year ended 31.03.2021 (Amount in Rs.) |
|--------------------------|--|--|
| Total Income | 5,13,82,388.00 | 4,35,95,971.00 |
| Total Expenditure | 4,85,49,174.00 | 4,09,71,771.00 |
| Profit/(Loss) before Tax | 28,33,214.00 | 26,24,200.00 |
| Profit/(Loss) After Tax | 20,96,574.00 | 19,41,910.00 |
| Paid up Share Capital | 52,57,26,400.00 | 52,57,26,400.00 |
| Reserve And Surplus | 14,70,44,942.00 | 14,49,48,368.00 |

FINANCIAL PERFORMANCE & HIGHLIGHTS

The Company has earned profit after tax of Rs. 20,96,574/- (Rs. Twenty Lakhs Ninety Six Thousand Five Hundred Seventy Four Only) during the current financial year as against Rs. 19,41,910/- (Rs. Nineteen Lakhs Forty One Thousand Nine Hundred Ten Only) earned during the previous financial year. Profit before tax is 28,33,214/- (Rs. Twenty Eight Lakhs Thirty Three Thousand Two Hundred and Fourteen only) as compared to 26,24,200/- (Twenty Six Lakhs Twenty Four Thousand Two Hundred only) in previous year.

RESERVES & SURPLUS

There is no amount transferred in general reserve or special 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 2021-22. The Board assures you to present a much strong financial statements in coming years.

DEPOSITS

As on 31.03.2021, the company has not accepted any deposits within the meaning of Section 73 (1) and 74 of the Companies Act, 2013 read together with the companies (Acceptance of Deposits) Rules, 2014.

CHANGE IN NATURE OF BUSINESS

There is no change in nature of business of the Company during the year.

CHANGES IN SHARE CAPITAL

The paid-up equity share capital as on 31st March, 2022 was Rs. 52,57,26,400/- (Fifty Two Crore Fifty seven Lakhs Twenty Six Thousand four hundred). There is no change in the capital structure of the company during the year, as no new shares were issued and there is no capital reduction or restructuring done 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.



YAMINI INVESTMENTS COMPANY LTD.

REPORTS ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS:

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI.

In compliance with Regulation 34 and Schedule V of SEBI (LODR) Regulations 2015, report on the Corporate Governance, along with a certificate from the Statutory Auditors of the Company on compliance with the provisions is annexed and forms part of the 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 industrial, manufacturing activity, issues relating to conservation of energy are not quite relevant to its functioning and has no particulars to report regarding conservation of energy and technology absorption.

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, 2021 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 policy 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 behavior together form a complete and effective Risk Management System (RMS).

DIRECTORS

The Board of the Company during the Financial Year was as follows:

| Sr. No. | Name Of Directors | Designation | Date of Appointment |
|----------------|--------------------------|---------------------|----------------------------|
| 1. | Mrs. Vandana Agarwal* | Whole Time Director | 24.01.2013 |
| 2. | Mr. Manish Dalmia | Managing Director | 28.08.2021 |



| | | | |
|----|---------------------|----------------------|------------|
| 3. | Mr. Satanand Pandey | Independent Director | 14.11.2018 |
| 4. | Mr. Girish Verma | Independent Director | 10.08.2019 |
| 5. | Ms. Priti Rao | Independent Director | 02.09.2020 |

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

Regulation 17 of SEBI (LODR) Regulations, 2015 of mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated

Pursuant to the provisions of section 134(3)(p) of the Companies Act, 2013 the evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the corporate governance report section in this Annual Report. The Board approved the evaluation results as collated by the nomination and remuneration committee.

MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Independent Directors was completed.

The evaluation framework for assessing the performance of directors of your company comprises of contribution at meetings, strategies perspective or inputs regarding the growth and performance of your company among others.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

Details of program for familiarization of Independent directors of the company are accessible on yours company website at <https://www.yaminiinvestments.com/policies.html>.

NUMBER OF MEETINGS OF THE BOARD

The Board met 6 times during the financial year, the details of which are given in the corporate governance report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

The dates of Board Meetings are as follows:

05/06/2021, 29/06/2021, 03/08/2021, 28/2021,12/11/2021, 21/01/2022.

MEETING OF INDEPENDENT DIRECTORS:

Pursuant of the provision of Section 149 (8) of the Companies Act, 2013 read with Schedule IV and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Independent Directors of the Company held their meeting and reviewed the performance of non- independent directors and the Board as a whole including the Chairperson of the Company, views expressed by the executive directors and non- executive directors at various level, and quantified the quality, quantity and timeliness of flow of information between the Company, management and the Board and expressed satisfaction.

CHANGE IN DIRECTORS AND KMP DURING THE YEAR:

| Sr. No. | Name Of Directors | Nature of change | Date of change |
|---------|--------------------|---|----------------|
| 1. | Mr. Alkesh Patidar | Resignation from the post of Company Secretary Of the Company | 02.01.2022 |

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The policies of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Act is available on the website on this link: <https://www.yaminiinvestments.com/policies.html>

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Subsection (3) of Section 178 of the Companies Act, 2013, adopted by the Board, are stated in this Board report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

TRAINING OF INDEPENDENT DIRECTORS

Every new independent director of the Board attended an orientation program. To familiarize the new inductees with the strategy, operations and functions of our Company, the executive directors / senior managerial personnel make presentations to the inductees about the Company's strategy, operations, product and service offerings, markets, software delivery, organization structure, finance, human resources, technology, quality, facilities and risk management.

The Company has organized the following workshops for the benefit of Directors and Independent Directors:

- (a) a program on how to review, verify and study the financial reports;
- (b) a program on Corporate Governance;
- (c) provisions under the Companies Act, 2013; and
- (d) SEBI Insider Trading Regulation, 2015.

Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities as a director.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

During the year none of Companies became and ceased as Subsidiaries, joint ventures or associate companies of the Company.



COMMITTEES OF THE BOARD

Currently, the Board has four committees: 1. Audit Committee, 2. Nomination and Remuneration Committee, 3. Stake Holders Relationship Committee, 4. Risk Management Committee.

A detailed note on the Board and its committees is provided under the corporate governance report section in this Annual Report.

DECLARATION AND DISCLOSURE BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and specified under Regulation 16(1)(b) of the LODR Regulation, 2015 in respect of their position as an “Independent Director” of Company.

Pursuant to the provisions of Section 134 of the Companies Act, 2013 with respect to the declaration given by the Independent Director of the Company under Section 149(6) of the Companies Act, 2013, the Board hereby confirms that all the Independent Directors have given declarations and further confirms that they meet the criteria of Independence as per the provisions of Section 149(6) read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

INDEPENDENT DIRECTORS DECLARATIONS

In the opinion of the Board, the independent directors are, individually, person of integrity and possess relevant expertise and experience.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not a promoter of the Company or its holding, subsidiary or associate company;
2. They are not directors in the company, its holding, subsidiary or associate company.
3. The independent Directors have/had no pecuniary relationship with company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of the relatives of the Independent Directors have or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or fifty Lakhs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Independent Director, neither himself nor any of his relatives—
 - holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(3) (c) OF THE COMPANIES ACT, 2013

The financial statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis.

GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013

('the Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

There are no material departures from prescribed accounting standards in the adoption of these standards. The directors hereby confirm that:

1. In preparation of the annual accounts for the financial year ended March 31, 2022, the applicable accounting standards have been followed.
2. 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 at the end of the financial year and of the profit and loss of the Company for that period.
3. The directors have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The directors have prepared the annual accounts on a going concern basis.
5. The directors have laid down internal financial controls, which are adequate and are operating effectively.
6. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

AUDITORS

STATUTORY AUDITORS

M/s SSRV & Associates, Chartered Accountants, Firm Registration No. 135901W, Mumbai with Vishnu Kabra as signing partner were appointed as Statutory Auditors of the Company from the financial year 2018-19 at the Annual General Meeting ("AGM") held during 2018 for a term of Three financial years commencing from 2018-19 and until 2021-22. Considering the performance and experience of M/s SSRV & Associates, a resolution for re- appointing M/s. SSRV & Associates, Chartered Accountants, as Statutory Auditors, with Satyendra Sahu as signing partner(s) for a second term of five financial years has been proposed by the Board of Directors on the recommendation of the Audit Committee and the said appointment is subject to approval of the Shareholders at the ensuing Annual General Meeting.

AUDITOR'S REPORT

The Auditors have not made any qualification in their Audit Report related to the financial statement. Their reports on relevant notes on accounts are self-explanatory and do not call for any comments under section 134 of the companies Act, 2013.

SECRETARIAL AUDITOR

Mr. Akhil Agarwal, Practicing Company Secretary as a Secretarial Auditor was appointed to conduct the Secretarial Audit of the Company for the financial year 2021-22, as required under Section 204 of the Companies Act, 2013 and Rules there under.

The Secretarial Audit report for FY 2021-22 forms part of the Annual Report and part of the Board's report as **Annexure-1**.



INTERNAL AUDITOR

Vikas N Jain & Associates, (Chartered Accountants) performs the duties of internal auditors of the company and his report is reviewed by the Audit Committee from time to time.

COST AUDITORS

Appointment of Cost Auditor is not applicable to the Company. Hence, the company has not appointed any Cost Auditor and cost accounts and records are not required to maintain by the company.

During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds Committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act details of which needs to be mentioned in this Report.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

During the year under review, no company became or ceased to be a Subsidiary/Joint Venture/Associate of the Company.

POSTAL BALLOT:

No postal ballot was held during the year 2021-22.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

No cases were filed during the Financial Year 2021-22 under Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013. In addition of the above the company has constitute "Internal Complaints Committee" as per Section 4 of the Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013.

- A. No of Complaint filed during the Financial Year 2021-22: **NIL**,
- B. No of Complaint disposed during the Financial Year 2021-22: **NIL**,
- C. No of Complaint pending as on end of the Financial Year 2021-22: **NIL**,

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

We view responsible conduct as a necessary input for long term business success. We accept responsibility for our business, or employees and society. That is how we define our corporate responsibility. But as per Section 135 of Companies Act, 2013 your company is out of the preview of this responsibility.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day-to-day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The Code has been posted on the Company's website www.yaminiinvestments.com.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance

through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any, in staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board. The Policy has been posted on the Company's website www.yaminiinvestments.com.

RISK MANAGEMENT AND INTERNAL CONTROLS:

The Company has the risk management and internal control framework in place commensurate with the size of the Company. However, Company is trying to strengthen the same. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

EXTRACT OF ANNUAL RETURNS

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return is annexed as **Annexure -2**.

1. The Paid-up capital of the Company is Rs. 52,57,26,400/- consisting of 52,57,26,400 equity shares of face value of Re.1/- each.
2. The Board of Directors of the company consists of 6 Directors (as on the date of the Adoption of Annual Return & Director Report) namely Mr. Manisha Dalmia Managing Director, Mrs. Vandana Agarwal Director, Mr. Girish Verma Independent Director, Mr. Satanand Pandey Independent Director, Ms. Priti Rao Independent Director and Ms. Taniya Rao, Additional Executive Director of the Company.
3. The secured debt of the company is Nil.
4. The Promoters holding is consists of 9,12,45,500 equity shares of Rs. 1/- each amounting to 17.36%. There was no un-paid dividend during the year.

CFO CERTIFICATION:

The Chief Executive Officer and Chief Financial Officer Certification as required under Regulation 17(8) read with Part B of Schedule II of the SEBI(LODR) Regulation, 2015 have been appended to this report in Annexure 4.



PARTICULARS OF EMPLOYEES AND RELATED INFORMATION:

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are as under.

The disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2021-22, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

ACKNOWLEDGEMENTS

Your directors would like to acknowledge and place on record their sincere appreciation to all stakeholders - Clients, Financial Institutions, Banks, Central and State Governments, the Company's valued investors and all other business partners for their continued co-operation and excellent support received during the year.

Your directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its growth.

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

Place: Mumbai
Date: 10/08/2022

Sd/-
Girish Verma
Director
DIN: 08524681

Sd/-
Vandana Agarwal
Director
DIN:02347593

“Annexure – 1”

FORM MR -3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Yamini Investments Company Limited
D-215, Crystal Plaza, Opp. Infinity Mall,
New Link Road, Andheri (West),
Mumbai – 400 053

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Yamini Investments Company Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has , during the audit period covering the financial year ended on March 31, 2021 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - **(Not Applicable to the Company during the Audit Period).**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009-**(as the company has not issued any shares during the financial year under review; the said regulations was not applicable to the Company);**
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993- **(as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review, the said regulation is not applicable to the company);**
 - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **(The equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of said regulation are not applicable to the company);**
 - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **(The Company has not bought back or propose to buy-back any of its securities during the year under review, the said regulation are not applicable to the company ;)**
 - g) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock



Purchase Scheme) Guidelines, 1999- *(as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review, the said regulation was not applicable to the company);*

I have also examined compliance with the applicable clauses of the following: -

- Secretarial Standards with respect to Meeting of Board of Director (SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- The Listing Regulations Issued by the SEBI i.e., SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Further based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the course and conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 complied with proper Board-processes and compliance mechanism in place to the extent, in the manner as required under the various provisions of Companies Act, 2013, SEBI Act, 1992 and all other laws and applicable provisions there under mentioned above.

The Board of the company has given explanation on the above note of the Secretarial Auditor report that the Company has submitted its reply to the ROC Mumbai on the show cause notice and company is filed the Compounding Application and also attend hearing in the court for the same.

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

I further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines except granting of Loans and scale of operation over purchase and sale of shares, inventory and for expenses incurred.

I further Inform/report that during the year under review, the following events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

I further report that:

- During the audit period, there were no instances of:
 - (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.

- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations

Note:

- **This report is to be read with our letter of even date which is annexed as “ANNEXURE A” and forms an integral part of this report.**
- **The Audit was conducted on quarterly basis and all the documents were obtained from the company.**

**For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313**

**Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
UDIN: A035073D000777408**

**Place: Kolkata
Date: 10/08/2022**

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“ANNEXURE A”

To,
The Member,
M/s Yamini Investments Company Limited
D-215, Crystal Plaza, Opposite Infinity Mall,
New Link Road, Andheri (W),
Mumbai- 400053

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal Proprietor ACS No. 35073
UDIN: A035073D000777408

Place: Kolkata
Date: 24/08/2022

"Annexure-2"

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2021

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014**I. REGISTRATION & OTHER DETAILS:**

| | | |
|----|--|--|
| 1. | CIN | L67120MH1983PLC029133 |
| 2. | Registration Date | 17/01/1983 |
| 3. | Name of the Company | Yamini Investments Company Ltd. |
| 4. | Category/Sub-category of the Company | Company Limited by Shares |
| 5. | Address of the Registered office & contact details | D-215, CRYSTAL PLAZA NEW LINK ROAD, ANDHERI (WEST) MUMBAI - 400053 |
| 6. | Whether listed company | Yes (Listed on BSE) |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Contact Officer : Mr. Virender Rana Skyline Financial Services Private Limited SEBI Regn. No.: INR000003241 D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020. Tel No.: +91-11- 26812682 Fax No.: +91-11-26812683 Email id.: viren@skylinerta.com Website : www.skylinerta.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

| S. No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|--------|--|---------------------------------|------------------------------------|
| 1 | Investments | 66309 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| S. NO | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|-------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| 1 | N.A. | NA | NA | NA | NA |

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**h) Category-wise Share Holding**

| A) Category-wise Share Holding | Shares Held at beginning of the Year 01/04/2021 | Shares Held at the End of the Year 31/03/2022 | % Chan |
|--------------------------------|---|---|--------|
|--------------------------------|---|---|--------|



YAMINI INVESTMENTS COMPANY LTD.

| S. No. | Category of Shareholders | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | Change During The Year |
|----------|---|-----------------|----------|-----------------|-------------------|-----------------|----------|-----------------|-------------------|------------------------|
| A | Promoters | | | | | | | | | |
| 1 | Indian | | | | | | | | | |
| a) | Individual HUF | 285500 | 0 | 285500 | 0.05 | 285500 | 0 | 285500 | 0.05 | 0.00 |
| b) | Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) | State Government | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) | Bodies Corporate | 90960000 | 0 | 90960000 | 17.30 | 19060000 | 0 | 19060000 | 3.63 | -13.67 |
| e) | Banks/FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f) | Any Other | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Sub-Total (A)(1) | 91245500 | 0 | 91245500 | 17.36 | 19345500 | 0 | 19345500 | 3.68 | -13.67 |
| 2 | Foreign | | | | | | | | | |
| a) | NRI Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) | Other Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) | Bodies Corporate | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) | Banks /FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) | Any Other | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Sub-Total (A)(2) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total Shareholding of Promoters(A) | 91245500 | 0 | 91245500 | 17.36 | 91245500 | 0 | 91245500 | 17.36 | 0.00 |
| B | Public Shareholding | | | | | | | | | |
| 1 | Institutions | | | | | | | | | |
| a) | Mutual Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) | Banks/FI | 190000 | 0 | 190000 | 0.036 | 190000 | 0 | 190000 | 0.036 | 0.00 |
| c) | Central Government | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) | State Government | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) | Venture Capital Fund | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f) | Insurance Companies | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| g) | FIs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| h) | Foreign Venture Capital Fund | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| i) | Any Other | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| i) | Any Other Foreign | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Sub-Total (B)(1) | 190000 | 0 | 190000 | 0.036 | 190000 | 0 | 190000 | 0.036 | 0.00 |
| 2 | Non-Institutions | | | | | | | | | |
| a) | Bodies Corporate | | | | | | | | | |
| 1) | Indian | 194118603 | 938000 | 195056603 | 37.10 | 98329274 | 938000 | 99267274 | 18.88 | -18.22 |
| 2) | Overseas | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) | Individuals | | | | | | | | | |
| 1) | Individual shareholders having nominal share capital up to Rs. 1,00,000 | 40728451 | 5278900 | 46007351 | 8.75 | 206473222 | 5278900 | 211752122 | 40.28 | 31.53 |

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| | | | | | | | | | | |
|----|---|------------------|-----------------|------------------|---------------|------------------|-----------------|------------------|---------------|--------------|
| 2) | Individual shares holders having nominal share capital Excess of Rs. 1,00,000 | 144680845 | 23542800 | 166956126 | 31.76 | 149470686 | 23542800 | 173013486 | 32.91 | 1.15 |
| c) | Others | | | | | | | | | |
| a) | HUF | 23924991 | 1684800 | 25609791 | 4.87 | 17063579 | 1604800 | 18668379 | 3.55 | -1.32 |
| b) | Non Resident Indian | 101000 | 0 | 101000 | 0.02 | 947542 | 0 | 947542 | 0.18 | 0.16 |
| c) | Foreign National | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) | Clearing Members | 9502 | 0 | 9502 | 0.00 | 2284570 | 0 | 2284570 | 0.43 | 0.43 |
| e) | Trust | 0 | 80000 | 80000 | 0.02 | 0 | 80000 | 80000 | 0.02 | 0.00 |
| e) | Foreing Bodies-DR | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f) | NBFC Registered With RBI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Sub-Total (B)(2) | 402766400 | 31524500 | 434290900 | 82.61 | 474746400 | 31444500 | 506190900 | 96.28 | 13.67 |
| | Total Public Shareholding (B) | 402956400 | 31524500 | 434480900 | 82.64 | 474936400 | 31444500 | 506380900 | 96.32 | 13.68 |
| c) | Shares Held By Custodian for GDRs & ADRs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| D) | IEPF | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Grand Total | 494201900 | 31524500 | 525726400 | 100.00 | 494281900 | 31444500 | 525726400 | 100.00 | 0.00 |

ii) Shareholding of Promoters-

| S N | Shareholder's Name | Shareholding at the beginning of the year 01/04/2021 | | | Shareholding at the end of the year 31/03/2022 | | | % change in shareholding during the year |
|--------|-------------------------------------|--|----------------------------------|--|--|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | VANDANA AGARWAL | 285500 | 0.05 | N.A | 285500 | 0.05 | N.A | 0 |
| 2 | SURBHI INFRAPROJECT PRIVATE LIMITED | 72000000 | 13.7 | NA | 100000 | 0.02 | N.A | 13.68 |
| 3 | MADHUR BUILDCON PRIVATE LIMITED | 18960000 | 3.61 | N.A | 18960000 | 3.61 | N.A | 0 |

iii) Change in Promoters' Shareholding (please specify, if there is no change): NA

| S. | Name of Shareholders | Shareholding at the beginning of the year 01/04/2021 | Cumulative Shareholding during the year 31/03/2022 |
|----|----------------------|--|--|
| | | | |

| 8 | PANCHSHEEL PORTFOLIO CONSULTANTS PRIVATE LIMITED | 3556246 | 0.68 | | | Balance | 3556246 | 0.68 |
|----------|---|--|-------------------------------------|--|--|---------|---------|------|
| 9 | ABLAZE TOUR AND TRAVELS PRIVATE LIMITED | 2973527 | 0.57 | | | Balance | 2973527 | 0.57 |
| 10 | PAVAKI PROPBUILD PRIVATE LIMITED | 2955357 | 0.56 | | | Balance | 2955357 | 0.56 |
| S. N. | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | | | | |
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company | | | |
| 1. | VANDANA AGARWAL | | | | | | | |
| | At the beginning of the year | 285500 | 0.05 | 285500 | 0.05 | | | |
| | At the end of the year | 285500 | 0.05 | 285500 | 0.05 | | | |

| Particulars of Indebtedness | Particulars of Indebtedness | Particulars of Indebtedness | Particulars of Indebtedne ss | Particulars of Indebtedness |
|---|--------------------------------|--------------------------------|---------------------------------------|--------------------------------|
| Indebtedness at the beginning of the financial year | | | | |
| payment | | | | |
| i) Principal Amount | | | | |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | | | | |
| Change in Indebtedness during the financial year | | | | |
| * Addition | | | | |
| * Reduction | | | | |
| Net Change | | | | |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | | | | |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |

YAMINI INVESTMENTS COMPANY LTD.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

| | | | | | | |
|---|---|--|---------------|---|---|---------------|
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | - | - | - | - |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | | - | - | - | - |
| 2 | Stock Option | | - | - | - | - |
| 3 | Sweat Equity | | - | - | - | - |
| 4 | Commission- as % of profit- others, specify... | | - | - | - | - |
| 5 | Others, please specify | | - | - | - | - |
| | Total (A) | | 300000 | - | - | 300000 |
| | Ceiling as per the Act | | - | - | - | - |

B. REMUNERATION TO OTHER DIRECTORS - NIL

| SN. | Particulars of Remuneration | Name of Directors | | | Total Amount |
|-----|--|-------------------|---|---|--------------|
| 1 | Independent Directors | - | - | - | - |
| | Fee for attending board committee meetings | - | - | - | - |
| | Commission | - | - | - | - |
| | Others, please specify | - | - | - | - |
| | Total (1) | - | - | - | - |
| 2 | Other Non-Executive Directors | - | - | - | - |
| | Fee for attending board committee meetings | - | - | - | - |
| | Commission | - | - | - | - |
| | Others, please specify | - | - | - | - |
| | Total (2) | - | - | - | - |
| | Total (B)=(1+2) | - | - | - | - |
| | Total Managerial Remuneration | - | - | - | - |
| | Overall Ceiling as per the Act | - | - | - | - |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Salary in Rs.

| S. No. | Particulars of Remuneration | Key Managerial Personnel | |
|--------|---|--------------------------|----------|
| | | Company Secretary | CFO |
| 1 | Gross salary | 3,23,735. /- | - |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | - |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - |
| 2 | Stock Option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission | - | - |
| | - as % of profit others, specify... | - | - |
| 5 | Others, please specify | - | - |
| | Total | 3,23,735/- | - |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|--|------------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| B. DIRECTORS | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |

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

Place : Mumbai
Date : 02/09/2022

Sd/-
Girish Verma
Director
DIN: 08524681

Sd/-
Vandana Agarwal
Director
DIN:02347593

“Annexure-3”

FORM AOC-2

1. Details of contracts or arrangements or transactions not at arm’s length basis: **Nil**
2. Details of material contracts or arrangement or transactions at arm’s length basis:

| | | | | | |
|-----|-----|-----|-----|-----|-----|
| | | | | | |
| Nil | Nil | Nil | Nil | Nil | Nil |

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

Place: Mumbai
Date: 10/08/2022

Sd/-
Girish Verma
Director
DIN: 08524681

Sd/-
Vandana Agarwal
Director
DIN:02347593



Annexure - 4"

CFO CERTIFICATE

Compliance Certificate under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements)
Regulation, 2015

I, Shekhar Dodrajka, Chief Finance Officer of Yamini Investments Company Ltd to the best of my knowledge and belief certify that:

1. I have reviewed the balance sheet and profit and loss account, and all its schedules and notes to accounts, as well as the cash flow statement.
2. Based on my knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made.
3. Based on my knowledge, information and belief, the financial statements and other financial information included in this report present a true and fair view of the company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.
4. To the best of my knowledge, information and belief, no transactions entered into by the company during the year are fraudulent, illegal or volatile of the Company's Code of Conduct.
5. I am responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
6. I have disclosed, based on my most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps taken or proposed to be to rectify the deficiencies;

I have indicated to the Auditors and the Audit Committee:

- a) Significant changes in the Company's internal control over the financial reporting during the year;
- b) All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
- c) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

**FOR AND ON BEHALF OF THE BOARD,
YAMINI INVESTMENTS COMPANY LTD**

**Place: Mumbai
Date: 10/08/2022**

**Sd/-
Shekhar Dodrajka
Chief Financial Officer**

“Annexure –5”

Information Pursuant to Section 197 (12) Read with rule 5 of the companies (Appointment and remuneration of managerial personal) Rule 2014

| Sr. No | Disclosure Requirement | Disclosure Details | | | |
|--------|--|---|---|-----------------------------------|-------------------------------|
| | | Director | Designation | Ratio | |
| 1 | The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2021-22 | Mrs. Vandana Agarwal | Whole-time Director | 1:1 | |
| 2 | The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year | Directors and other Key Managerial Personnel | Designation | % increase in remuneration | |
| | | Mrs. Vandana Agarwal | Whole-time Director | No | |
| | | Mr. Shekhar Dodrajka | CFO(KMP) | No | |
| | | Mr. Satanand Pandey | Independent Director | NA | |
| | | Mr. Girish Verma | Independent Director | NA | |
| | | Mr. Alkesh Patidar | Company Secretary (Resigned as on 02.01.22) | No | |
| 3 | The percentage increase or Decreases in the median remuneration of employees in the financial year | 16.27% Salary | | | |
| 4 | The number of permanent employees on the rolls of Company | 5 | | | |
| 5 | The explanation on the relationship between average increase in remuneration and Company performance | At the end of the FY Net profit of the Company increase 3.5% approx. and average increase in remuneration is 21.00%. | | | |
| 6 | Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company | At the end of the FY total KMP remuneration is Rs. 6,23,735/- and total turnover of the Company is Rs. 5,13,82,388/-. | | | |
| 8 | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration | 5.50% | | | |
| 9 | Comparison of each remuneration of the Key Managerial Personnel against the | Key Managerial Personnel | Designation | Remuneration | Total turnover of the Company |



| | | | | | |
|----|---|--|-------------------|--------------|---------------|
| | performance of the Company | | | – FY 2021-22 | |
| | | Mrs. Vandana Agarwal | Managing Director | 3,00,000/- | 4,35,95,971/- |
| | | Shekhar Dodrajka | CFO(KMP) | | |
| | | Mr. Alkesh Patidar | Company Secretary | 3,23,735. /- | 4,35,95,971/- |
| | | | | | |
| 10 | Key parameters for any variable component of remuneration availed by the directors | N.A. | | | |
| 11 | Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year | 1:1.5 | | | |
| 12 | It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial personnel and Senior Management | The Company is in compliance with its compensation policy. | | | |

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DECLARATION ON CODE OF CONDUCT

To,
The Members of
YAMINI INVESTMENTS COMPANY LTD.

In accordance with Regulation 17(8), 26(3) of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges, I hereby confirm that, all the Directors and the Senior Management Personnel including myself have affirmed compliance to their respective Codes of Conduct, as applicable for the Financial Year ended 31st March, 2021.

By Order of the Board
For YAMINI INVESTMENTS COMPANY LIMITED

Place : Mumbai
Date : 10/08/2022

Sd/-
Vandana Agarwal
Director
DIN: 02347593

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REPORT ON CORPORATE GOVERNANCE FOR F.Y. 2021-22

Pursuant to Regulations 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Corporate Governance is a term that refers broadly to the rules, processes, or laws by which businesses are operated, regulated, and controlled. The term can refer to internal factors defined by the officers, stockholders or constitution of a corporation, as well as to external forces such as consumer groups, clients, and government regulations. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The objective of Corporate Governance is “Enhancement of long-term shareholders value and ensuring the protection of rights of the shareholders” and your company reiterates its commitment to good Corporate Governance.

1. COMPANY’S PHYLOSOPHY ON CORPORATE GOVERNANCE

The Board of Directors are focused on the meeting their prime objective of maximization of shareholders wealth. The Listing Agreement entered in to by the Company with the Stock Exchange Contemplates Compliance with the Code of Corporate Governance. The Company conducts its affairs with a blend of the following aspects in their required proportion.

- Prudence
- Transparency
- Accountability
- Impartial treatment for all shareholders
- Operating under the purview of the statute
- Ethical Practices
- Shareholder’s wealth maximization

As a part of the compliances of the Regulation 27(2) of LODR the Company presents hereunder the required disclosures in the form of a Report for information of all the stakeholders.

2. BOARD OF DIRECTORS

Size and composition of the Board

As on 31st March 2022, the Company’s Board of Directors comprises 5 Members, 1 of whom is Executive Directors, 1 of whom is Managing Director and 3 are Non-Executive Directors (NEDs). All 3 NEDs are Independent Directors. The Board’s composition is in compliance with the requirements of Regulation 17 of the Listing Regulations.

These Directors bring in a wide range of skills and experience to the Board. The Board provides leadership, strategic guidance, objective and an independent view to the Company’s management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure. The Board periodically evaluates the need for change in its composition and size.

The names and categories of the Directors on the Board, the number of directorships and committee positions held by them in other companies as on 31st March, 2022 are given as below:

The Company has an adequate composition of Board of Directors along with Women Director.

| Sr. No. | Name Of Directors | Category of Directorship | No. of other Directorships ⁽¹⁾ | No. of Committee positions held ⁽²⁾ | |
|---------|----------------------|---|---|--|--------|
| | | | | Chairman | Member |
| 1. | Mrs. Vandana Agarwal | Director (Executive Director w.e.f. 11/08/2021) | 0 | 0 | 0 |

| | | | | | |
|----|---------------------|-----------------------------------|---|---|---|
| 2. | Mr. Satanand Pandey | Independent Director | 0 | 0 | 1 |
| 3. | Mr. Girish Verma | Independent Director | 0 | 1 | 1 |
| 4. | Ms. Priti Rao | Independent Director | 0 | 0 | 1 |
| 5. | Mr. Manish Dalmia * | Director Cum Managing Director | 0 | 0 | 0 |
| 6. | Ms. Taniya Rao | Additional Director | 0 | 0 | 0 |

*Taniya Rao appointed as an additional director of the company w.e.f. 02/08/2022

Notes:

- There are no inter-se relationships between our Board members.
- ⁽¹⁾Excludes directorship Yamini Investments Company Limited, alternate directorship and directorships in private companies, foreign companies and companies under Section 8 of the Companies Act, 2013 (the Act).
- ⁽²⁾Includes memberships/chairmanships of the Audit Committee of Directors and Stakeholders Relationship Committee of Indian public companies (excluding Yamini Investments Company Limited).
- None of the Directors is a member of more than 10 committees or acted as chairperson of more than 5 committees across all the public limited companies in which he/she was a director.

Changes in Board Composition

Changes in board composition during FY 2021-22 and up to the date of this report are tabled below:

| Sr. No. | Name Of Directors | Nature of change | Date of change |
|---------|-------------------|--|----------------|
| 1. | Ms. Taniya Rao | Appointed as an Additional Director of the Company | 02/08/2022 |

Board meetings

Dates for Board meetings in the ensuing year are decided in advance and circulated to all Directors. The agenda for each meeting, along with detailed notes, is circulated in advance to the Directors. Attendance of Directors at the Meeting of Board of Directors for the Financial Year 2021-22

Six Board meetings were held during the year under review and the gap between two meetings did not exceed 120 days. These meetings were held on 05/06/2021, 29/06/2021, 03/08/2021, 28/08/2021, 12/11/2021, 21/01/2022. One separate meeting of Independent Directors was also held on 21st January, 2022.

Attendance of directors during FY 2021-22

| S. N. | Name of Director | Category of Directorship | Attendance at AGM on 27th September, 2021 | No. of Board Meetings in the Year During respective tenure of Directors | |
|-------|----------------------|--------------------------|---|---|----------|
| | | | | Held | Attended |
| 1 | Mrs. Vandana Agarwal | Whole-Time Director | Yes | 6 | 6 |
| 2 | Mr. Manish Dalmia | Managing Director | Yes | 6 | |
| 3 | Mr. Satanand Pandey | Independent Director | NA | 6 | 6 |
| 4 | Mr. Girish Verma | Independent Director | Yes | 6 | 6 |
| 5 | Mr. Priti Rao | Independent Director | NA | 6 | 6 |

Meeting of Independent Directors

During the year under review, a separate meeting of the Independent Directors was held on 21st January 2022. At the said meeting, the Independent Directors reviewed the performance of Non- Independent Directors, the Board



as a whole and the Chairman, after taking into account the view of Executive Director(s) & Non-Executive Director(s). They also assessed the quality, quantity and timeliness of flow of information between the Company's management to the Board.

Evaluation of Independent Directors and Boards Performance

The Board evaluated each of Independent Directors participation in the Board and their vast experience, expertise and contribution to the Board and Company. Each and every related party transaction is very well scrutinized and checks were made so that the Company is a beneficiary.

Separate Meeting of Independent Director

The Company's Independent Directors met on **21st January, 2022** without the presence of the Chairman & Whole Time Director and the Senior Management team. The meeting was attended by all the Independent Directors and inter alia discussed:

- The performance of Non-Independent Directors and the Board as a whole;
- The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
- The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Familiarization Program

The Company has taken up the initiative to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the Company, etc. The detail of such familiarization program has been disclosed on the company's website.

Details of Director appointed and re-appointed during the year:

The details of Director re-appointed in the ensuing Annual General Meeting has been given in the 'Notice' calling the 39th Annual General Meeting of the Company.

Code of Conduct

The Company has framed and adopted a Code of Conduct, which is applicable to all the directors and members of the senior management in terms of Regulation 17(5)(a) of SEBI (LODR) Regulations, 2015. The said code, lays the general principles designed to guide all directors and members of the senior management in making ethical decisions.

All Directors and members of the senior management have confirmed their adherence to the provisions of the Act.

Skill/ expertise/ competence of the Board of Directors

The Board comprises qualified members who bring in the required skill, competence and expertise that allow them to make effective contribution to the Board and its Committees.

The table below summarizes the list of core skills/expertise/competencies identified by the Board of Directors desired in the context of the business(es) and sector(s) of the Company for it to function effectively and those actually available with the Board:

| Skill area | Description | Number of Directors having particular skills |
|--------------------------|---|--|
| Financials | Expert knowledge and understanding in Accounts, Finance, Banking, Auditing and Financial Control System. | 3 |
| Leadership and Strategic | Ability to understand organization, processes, strategic planning and risk management. Experience in developing talent, | 4 |

| | | |
|----------------------|--|---|
| Planning | succession planning and driving change and long term growth. | |
| Legal and Governance | Ability to protect shareholders' interests and observe appropriate governance practices. Monitor risk and compliance management system including legal framework. | 4 |
| Corporate Governance | Experience in developing good governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values. | 4 |

3. COMMITTEE OF THE BOARD:

The Company has four committees viz: 1. Audit Committee, 2. Nomination and Remuneration Committee, 3. Stake Holders Relationship Committee,

The decisions relating to the constitution of committees, appointment of members and fixing of terms of service for committee members are taken by the Board of Directors.

1. AUDIT COMMITTEE:

The term of reference of this committee cover the matter specified for Audit Committee under Reg. 18 of the SEBI,(LODR) REGULATIONS, 2015 and provisions of Section 177 of the Companies Act, 2013. The current Audit Committee of the Company comprises three Directors, who possess knowledge of the corporate finance &accounts. During the financial year ended 31st March 2022, Six Audit Committee Meetings were held on 05/06/2021, 29/06/2021, 03/08/2021, 28/08/2021, 12/11/2021, 21/01/2022 all members were present at these meetings. The present Audit committee consisting of Ms. Priti Rao as a member, Mr. Satanand Pandey as a member and Mr. Girish Verma as the Chairman of the Audit Committee. The constitution of the Audit Committee is as follows: -

| NAME OF DIRECTORS | STATUS OF COMMITTEE | NATURE OF DIRECTORSHIP |
|---------------------|--|-------------------------------------|
| Mr. Girish Verma | Member Chairperson w.e.f 02.09.2020 | Non-Executive- Independent Director |
| Mr. Satanand Pandey | Member | Non-Executive- Independent Director |
| Ms. Priti Rao** | Member w.e.f 02.09.2020 | Non-Executive- Independent Director |

2. NOMINATION AND REMUNERATION COMMITTEE:

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our director; sitting fee payable to our Non-Executive Directors; remuneration policy covering policies on remuneration payable to our senior executives.

During the financial year ended 31st March, 2022, Three Nomination and Remuneration Committee Meetings were held on 05/06/2021, 28/08/2021 and 21/01/2022 all members were present at these meetings.

The constitution of the Nomination and Remuneration Committee is as follows: -

| NAME OF DIRECTORS | STATUS OF COMMITTEE | NATURE OF DIRECTORSHIP |
|---------------------|--|-------------------------------------|
| Ms. Girish Verma | Member Chairperson w.e.f 02.09.2020 | Non-Executive- Independent Director |
| Mr. Satanand Pandey | Member | Non-Executive- Independent Director |
| Ms. Priti Rao | Member w.e.f 02.09.2020 | Non-Executive- Independent Director |



ROLE OF THE COMMITTEE:

The role of Nomination and Remuneration Committee is as follows:

- 1) determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- 2) determining/recommending the criteria for qualifications, positive attributes and independence of Directors;
- 3) identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
- 4) reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc;
- 5) reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- 6) determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- 7) evaluating performance of each Director and performance of the Board as a whole;

1. STAKE HOLDERS' RELATIONSHIP COMMITTEE:

The Committee deals with various matters relating to the transmission of shares, issue of duplicate share certificates, approving the split and consolidation requests and other matters including Shareholder's Complaints and Grievance.

Your Company has constituted Stake Holders Relationship Committee under the Chairmanship of Mr. Girish Verma During the financial year ended 31st March, 2022. one Stakeholders' relationship Committee Meetings were held on 12/11/2021 all members were present at these meetings.

The Present Stake Holders Relationship Committee consists as follows:

| NAME OF DIRECTORS | STATUS OF COMMITTEE | NATURE OF DIRECTORSHIP |
|---------------------|--|-------------------------------------|
| Ms. Girish Verma | Member Chairperson w.e.f 02.09.2020 | Non-Executive- Independent Director |
| Mr. Satanand Pandey | Member | Non-Executive- Independent Director |
| Ms. Priti Rao | Member w.e.f 02.09.2020 | Non-Executive- Independent Director |

4. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report forms part of this Annual Report.

5. GENERAL BODY MEETINGS:

Details of the Last 3 AGM are given as under:

| Year | Date | Time | Venue |
|---------|------------|----------|---|
| 2018-19 | 25.09.2019 | 09:30 am | Vyanjan Banquets, 43, Oshiwara Link Plaza, next to Oshiwara Police Station, link road extn., Andheri (w), Mumbai- 400 102 |
| 2019-20 | 24.12.2020 | 02:00 pm | THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM') |
| 2020-21 | 27.09.2021 | 02:00 pm | THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM') |

All the resolutions including special resolutions as set out in the respective notices were passed by the shareholders.

6. DISCLOSURES:

Related Party Transactions:

Disclosures on materially significant related party transactions i.e., transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company at large. Website link for details/policy is <https://www.yaminiinvestments.com/>.

Related Parties:

| Description of relationship | Names of related parties | Transaction |
|---|--------------------------|-------------|
| (a) Enterprises under the same management | | |
| (i) Ultimate Holding Company | Nil | Nil |
| (ii) Holding Company | Nil | Nil |
| (iii) Subsidiaries | Nil | Nil |
| (iv) Fellow Subsidiaries (to be given only if there are transactions) | Nil | Nil |
| (b) Associates and Joint Ventures | Nil | Nil |
| (c) Key Management Personnel (KMP) | Vandana Agarwal | 3,00,000 |
| Whole Time Director | | |
| Chief Financial Officer | Shekhar Dodrajka | Nil |
| Company Secretary | Alkesh Patidar | 3,23,735. |
| (d) Relatives of KMP | Nil | Nil |
| (e) Company in which KMP / Relatives of KMP can exercise significant influence | Nil | Nil |

Details Of Non-Compliance By The Company, Penalties And Strictures Imposed On The Company By Stock Exchanges Or Sebi, Or Any Statutory Authorities, On Any Matter Related To Capital Markets During Last Three Years: NIL

Listing:

The Company's Shares are listed during the year on Bombay Stock Exchange; the Company has paid the Listing Fees for F.Y. 2021-22.

Compliances by the Company:

The Company has complied with all the requirements of the Listing Regulation of the Stock Exchanges as well as regulations and guidelines of SEBI, No Penalties have been levied or strictures have been passed, by Stock Exchanges on matters relating to capital markets, in the last three years.



Code of Conduct for Directors and Senior Management:

The Board of Directors of the Company has adopted a Code of Conduct for Directors and Senior Management and the same is posted on the website of the Company.

CFO Certification:

During the year Mr. Shekhar Dodrajka, CFO of the Company have certified to the Board with regard to the compliance made by them in terms of Regulation 17(8) read with Part B of Schedule II of the SEBI(LODR) Regulation, 2015 and the certificate forms part of Annual Report. The Company complies with all the requirements of the Listing Regulations.

Particulars of Loans, guarantees or investments U/S 186 of Companies Act, 2013:

The provision of section 186 is not applicable to our Company as the company is carry on its business activities of investments by way of Bonds and shares, equity participation and financial assistance as the ordinary course of the business defined in the Main Object clause of the Memorandum of Association of the Company.

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.

Vigil Mechanism:

In terms of section 177(9) of the companies Act, 2013 read with Rule 7 of The companies (Meeting of Board and its Powers) Rules 2014 and Clause 49 of the Listing Agreement your company has established a vigil mechanism for directors and employees to report genuine concerns of the company with adequate safeguards against victimization of persons who use such mechanism. The details of establishment of such mechanism will be disclosed on the company's website www.yaminiinvestments.com.

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

The Company is in Compliance with all mandatory requirements of Listing Regulations. In addition Company has also adopted the following Non-mandatory requirements to the extent mentioned below:

Certificate as required under Part C of Schedule V of Listing Regulations, have been received from Mr. Akhil Agarwal Practicing Company Secretaries, that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

Compliance Certificate from Auditors on Corporate Governance:

Certificate from Secretarial auditors Mr. Akhil Agarwal Company Secretary in Practice confirming compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report.

Reconciliation Of Share Capital Audit Report (Formerly Known As Secretarial Audit Report) And Certificate Of Compliance With Regulation 40(9) Of The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015:

The SEBI vide Circular No. CIR/MRD/DP/30/2010 dated 6th September, 2010 has modified the terminology of Secretarial Audit, as **Reconciliation of Share Capital Audit**. A qualified Practicing Company Secretary has carried out secretarial audit to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and total issued and listed capital. The Reconciliation of Share Capital Audit (formerly known as Secretarial Audit Report) confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of Dematerialized shares held with NSDL and CDSL.

The audit is carried out by **Mr. Akhil Agarwal Company Secretary in Practice confirming compliance** every quarter and report thereon is submitted to the Stock Exchanges along with half yearly Compliance Certificate as per Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and placed before the Board of Directors.

Compliance of corporate governance requirements specified in regulation 17 to 27 and regulation 46(2)(b) to (i) of listing regulations.

Your Company confirms compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub- regulation (2) of regulation 46 of the Listing Regulations.

Disclosures with respect TO Demat Suspense Account/ Unclaimed Suspense Account (Unclaimed Shares): Nil

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause (b) to (i) of sub-regulation (2) of Regulation 46 The discretionary requirements as stipulated in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been adopted to the extent and in the manner as stated under the appropriate headings in the Report on Corporate Governance.

7. MEANS OF COMMUNICATION

(i) Quarterly and Half-yearly financial results

The Quarterly, Half yearly and Annual Results of the Company are available on the website of the Company www.yaminiinvestments.com The Quarterly Results and Annual Results of the Company are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement and are published in a leading English daily newspaper.

The 'Investors' section on the Company's website keeps the investors updated on material developments in the Company by providing key and timely information such as Financial Results, Annual Reports etc. Members also have the facility of raising queries/making complaints on share related matters through a facility provided on the Company's website.

The Company has a dedicated help desk with email ID: yaminiinvestments@gmail.com in the Secretarial Department for providing necessary information to the investors.

(ii) Official News Releases

Official news releases are made whenever it is considered necessary. The Financial Results and other Communications of the Company were normally published in 2 papers i.e. English 'Free Press Journal' and Marathi 'Mumbai Lakshdeep'.

(iii) The presentation made to institutional investors or to the analysts

There was no specific presentation made to the investors or analysts during the year.

YAMINI INVESTMENTS COMPANY LTD.

8. GENERAL SHAREHOLDER INFORMATION:

(a) AGM date, time and venue:

Annual General Meeting scheduled to be held on 26th September, 2022 Monday, at 12:00 P.M. IST through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM').

*Copy of Notice of Annual General Meeting along with Annual Report 2021-22 is available on Company website: www.yaminiinvestments.com

(b) Financial Year: The Financial Year is from 1st April to 31st March.
Tentative Schedule

| | |
|---|------------------------------------|
| Unaudited Results for quarter ending June 30, 2021 | - 03 rd August, 2021 |
| Unaudited Results for quarter ending September 30, 2021 | - 12 th Nov., 2021 |
| Unaudited Results for quarter ending December 31, 2021 | - 21 st Jan, 2022 |
| Unaudited Results for year ending March 31, 2022 | - 30 th May, 2022 |
| AGM for year ending March 31, 2022 | - 26 th September, 2022 |

(c) Book Closure period: Share Transfer Register will be closed from 20th September, 2022 to 26th September, 2022 (Both Days Inclusive).

(d) Dividend payment date: Not Applicable

(e) Stock Exchange where securities are listed:

Bombay Stock Exchange Limited (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

(f) Stock Market Data:

During the year the trading of the shares of the Company continues shares of the Company is regularly trading in XT Group.

Stock Code: 511012

ISIN: INE457N01025

Period: Apr 2021 to March 2022

All Prices in ₹

| Month | Open Price | High Price | Low Price |
|--------|------------|------------|-----------|
| Apr 21 | 0.49 | 0.50 | 0.36 |
| May 21 | 0.38 | 0.58 | 0.34 |
| Jun 21 | 0.60 | 1.08 | 0.60 |
| Jul 21 | 1.10 | 2.13 | 1.10 |
| Aug 21 | 1.45 | 1.52 | 0.69 |
| Sep 21 | 0.70 | 0.76 | 0.42 |

| | | | |
|--------|------|------|------|
| Oct 21 | 0.54 | 0.69 | 0.51 |
| Nov 21 | 0.60 | 1.06 | 0.56 |
| Dec 21 | 0.88 | 1.52 | 0.76 |
| Jan 22 | 1.59 | 3.06 | 1.59 |
| Feb 22 | 2.07 | 2.37 | 1.44 |
| Mar 22 | 1.48 | 2.39 | 1.48 |

Distribution of Shareholding as on 31st March, 2022

| Share or Debenture holding Nominal Value (Rs.) | Number of Shareholders | % to Total Numbers | Share or Debenture holding Amount (Rs.) | % to Total Amount |
|--|---------------------------|-----------------------|---|----------------------|
| Up To 5,000 | 105869 | 92.88 | 74621486.00 | 14.19 |
| 5001 To 10,000 | 3801 | 3.33 | 29626217.00 | 5.64 |
| 10001 To 20,000 | 1727 | 1.52 | 25506876.00 | 4.85 |
| 20001 To 30,000 | 626 | 0.55 | 15648462.00 | 2.98 |
| 30001 To 40,000 | 425 | 0.37 | 15327838.00 | 2.92 |
| 40001 To 50,000 | 230 | 0.20 | 10707442.00 | 2.04 |
| 50001 To 1,00,000 | 680 | 0.60 | 51964314.00 | 9.88 |
| 1,00,000 and Above | 624 | 0.55 | 302323765.00 | 57.51 |
| Total | 113982 | 100.00 | 525726400.00 | 100.00 |

Pattern of Shareholding as on 31st March, 2022

| Sr. No | Category of Shareholders | No. of shares Held | Percentage of holdings |
|--------|--|-----------------------|---------------------------|
| 1. | Promoters | 19345500 | 3.68 |
| 2. | Foreign Institutional Investors/ Mutual Funds | Nil | Nil |
| 3. | Bodies Corporate | 99267274 | 18.88 |
| 4. | Individual shareholders holding nominal shares Capital up to Rs. 1 Lakhs | 211752122 | 40.28 |
| 5. | Individual Shareholders holding nominal Shares Capital in excess of Rs.1 Lakhs | 173013486 | 32.91 |
| 6. | Clearing Members | 2284570 | 0.43 |
| 7. | Hindu Undivided Family | 18668379 | 3.55 |
| 8. | Trusts | 80000 | 0.02 |
| 9. | Non-Resident Indians | 947542 | 0.18 |
| 10. | Foreign National | Nil | Nil |
| 11. | Any other specify | 367527 | 0.07 |
| | Total | 52,57,26,400 | 100 |



Dematerialization of Shares as on 31st March, 2022

The Equity Shares of the Company are compulsorily traded in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Company has arrangement with National Securities Depository Ltd. (NSDL) as well as Central Depository Services (India) Limited (CDSL) for demat facility.

| Particulars | No. of Shares | Percentage(in Share Capital) |
|-------------------------------------|---------------------|------------------------------|
| Held in dematerialized Form in CDSL | 31,77,05,152 | 60.43% |
| Held in dematerialized Form in NSDL | 17,65, 76,748 | 33.59% |
| Physical | 3,14,44,500 | 5.98% |
| Total Number of Shares | 52,57,26,400 | 100.00 |

Registered Transfer Agents (RTA):

For share transfers and other communication relating to share certificates, Dividend and change of address:

M/s Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi -110 020
Tel: 011-30857575 (10) Lines Fax: 011-30857562, Email: yiren@skylinerta.com

In order to facilitate investor servicing, the Company has designated an e-mail-id: yaminiinvestments@gmail.com mainly for registering complaints by investors.

Share Transfer System: -

Transfer of shares in physical form is processed by the Company's Registrars & Transfer Agents (RTA) generally within fifteen days from the date of receipt, provided the transfer/transmission in physical form after they are processed by the RTA are submitted to the Company for the necessary approval.

The Chairman transfer/transmission requests received in physical form from time to time. Investors may kindly take note that SEBI has mandated that in case of securities market transactions and off market/private transactions involving transfer of shares of a listed company in physical mode, it shall be compulsory for the transferee(s) to furnish a copy of the PAN card to the Company/RTA, together with the transfer documents for registering transfer of such shares.

Code of Conduct

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management and that the same has been hosted on the Company's website. All the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct, as on 31st March, 2022. The Company's Chairman Declaration to this effect forms a part of this report

Code for Prevention of Insider Trading

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insiders under the SEBI (Prevention of Insider Trading) Regulation, 2015 and the same is available on the Company's website <https://www.yaminiinvestments.com/>. This policy also includes practices and procedures for fair disclosures of unpublished price-sensitive information, initial and continual disclosures.

Legal Proceedings:

There is no legal proceeding pending against the Company.

**Address for Correspondence: All correspondences should be addressed to
YAMINI INVESTMENTS COMPANY LIMITED**

Regd: Off: D-215, Crystal Plaza, Opp. Infinity Mall, New Link Road, Mumbai-400053, Maharashtra

Telephone No: 022-40164455

Email: yaminiinvestments@gmail.com

Website: www.yaminiinvestments.com

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CERTIFICATE OF CORPORATE GOVERNANCE REPORT

Requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members of
YAMINI INVESTMENTS COMPANY LIMITED
D-215, Crystal Plaza, Opp. Infinity Mall,
New Link Road, Andheri (West),
Mumbai – 400 053

We have examined the compliance of conditions of Corporate Governance by Yamini Investments Company Limited (“the Company”) for the financial year ended **March 31, 2022** as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2022, except as mentioned in Secretarial Audit Report for the year.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
UDIN: A035073D000777353

Place: Kolkata
Date: 10/08/2022

DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2) (B) TO (I) OF THE LISTING REGULATIONS:

| Sr. No. | Particulars | Regulation | Compliance status Yes/No/N.A | Compliance observed for the following: |
|---------|---|------------|------------------------------|---|
| 1 | Board of Directors | 17 | Yes | <input checked="" type="checkbox"/> Board Composition <input checked="" type="checkbox"/> Meeting of Board of Directors <input checked="" type="checkbox"/> Review of compliance reports <input checked="" type="checkbox"/> Plans for orderly succession for appointments <input checked="" type="checkbox"/> Code of Conduct <input checked="" type="checkbox"/> Fees / compensation <input checked="" type="checkbox"/> Minimum information to be placed before the Board <input checked="" type="checkbox"/> Compliance Certificate <input checked="" type="checkbox"/> Risk Assessment & Management <input checked="" type="checkbox"/> Performance Evaluation of Independent Directors |
| 2 | Audit Committee | 18 | Yes | <input checked="" type="checkbox"/> Composition <input checked="" type="checkbox"/> Meeting of Audit Committee <input checked="" type="checkbox"/> Role of Audit Committee and review of information by the Committee |
| 3 | Nomination and Remuneration Committee | 19 | Yes | <input checked="" type="checkbox"/> Composition <input checked="" type="checkbox"/> Role of the Committee |
| 4 | Stakeholders Relationship Committee | 20 | Yes | <input checked="" type="checkbox"/> Composition <input checked="" type="checkbox"/> Role of the Committee |
| 5 | Risk Management Committee | 21 | Not Applicable | <input checked="" type="checkbox"/> The Company is not in the list of top 100 listed entities by market capitalization |
| 6 | Vigil Mechanism | 22 | Yes | <input checked="" type="checkbox"/> Formulation of Vigil Mechanism for Directors and employees <input checked="" type="checkbox"/> Direct access to Chairperson of Audit Committee |
| 7 | Related Party Transactions | 23 | Yes | <input checked="" type="checkbox"/> Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions <input checked="" type="checkbox"/> Related Party Transactions of the Company are pursuant to contracts duly approved by the Audit Committee, Board of Directors and Shareholders of the Company |
| 8 | Corporate Governance requirements with respect to subsidiary of Listed Entity | 24 | Not Applicable | <input checked="" type="checkbox"/> The Company does not have any subsidiary |
| 9 | Obligations with respect to Independent Directors | 25 | Yes | <input checked="" type="checkbox"/> Maximum Directorship and Tenure <input checked="" type="checkbox"/> Meeting of Independent Directors <input checked="" type="checkbox"/> Familiarization of Independent Directors |
| 10 | Obligations with respect to Directors and Senior Management | 26 | Yes | <input checked="" type="checkbox"/> Memberships / Chairmanships in Committees <input checked="" type="checkbox"/> Affirmation with compliance to Code of Business Conduct and Ethics from Directors and Management Personnel <input checked="" type="checkbox"/> Disclosure of shareholding by Non-executive Directors <input checked="" type="checkbox"/> Disclosures by Senior Management about potential conflicts of interest |
| 11 | Other Corporate Governance requirements | 27 | Yes | <input checked="" type="checkbox"/> Compliance with discretionary requirements <input checked="" type="checkbox"/> Filing of quarterly compliance report on Corporate Governance. |



| | | | | |
|----|---------|-----------------|-----|--|
| 12 | Website | 46(2)(b) to (i) | Yes | <input checked="" type="checkbox"/> Terms and conditions of appointment of Independent Directors Directors and Management Personnel <input checked="" type="checkbox"/> Details of establishment of Vigil Mechanism/ Whistle Blower Policy <input checked="" type="checkbox"/> Policy on dealing with Related Party Transactions <input checked="" type="checkbox"/> Details of familiarization programs imparted to Independent Directors. |
|----|---------|-----------------|-----|--|

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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

GLOBAL EQUITY MARKETS DURING THE FINANCIAL YEAR 2021-22:

The year 2020 will be recalled in the years to come with memories of Shock & Awe. In the first month of the Financial Year, namely April 2020, the world received an unprecedented Shock with Covid19 becoming a global pandemic, the lockdown of all activities to “Flatten the Curve” and to protect the people from the spread of the virus brought about unprecedented fall in activities. Millions faced unsurmountable personal challenges and a large number lost loved ones. For all those of us who were saved from the wrath of the pandemic have been fortunate and have to thank the almighty for his/her support and strength.

The developed nations left with no other recourse have flooded the world with currency to support their markets and their citizens. The COVID pandemic has added \$24 trillion to the global debt mountain over the last year a new study has shown, leaving it at a record \$281 trillion and the worldwide debt-to-GDP ratio at over 355%. The Institute of International Finance’s (‘IIF’) global debt monitor estimated government support programmes had accounted for half of the rise, while global firms, banks and households added \$5.4 trillion, \$ 3.9 trillion and \$2.6 trillion respectively.

One of the biggest threats to the present strong global equity markets is rising inflation. When it comes to inflation, the alarm bells are ringing louder with the commodity markets shattering records and governments continuing to pile on stimuli. Expectations of price pressures are apparent in the commodity markets, with iron ore, copper, aluminium and other metals either soaring or nearing record levels. The rise in commodity prices suggests that there could be some policy change sooner than later. The U.S. Federal Reserve may have to hike rates to stave off inflation, thereafter central banks globally may have to do the same.

Indian Economy

CRISIL Ltd. research states that India’s GDP growth will rebound to 11% in fiscal 2022, after an 8% contraction this fiscal. In nominal terms, the size of the economy next fiscal may be 2% larger than what it was in fiscal 2020. Perhaps the biggest concern is that the turnaround has to be more broad-based to bring back at least 14 million jobs estimated by the Centre for Monitoring of the Indian Economy to have been lost. As we all know the pandemic has hit the services sector harder than manufacturing. Within services, the sharpest decline was in trade, hotels, transport, and communication services, which account for roughly 16% of employment.

Small businesses, which make up more than a quarter of India’s GDP and over 40% of manufacturing output, are key to a broad-based recovery. They are the “missing middle”. The pandemic caused revenues of smaller firms to plunge sharper than larger firms, the main reason for job losses.

The second wave of Covid remains a big risk given that demand and animal spirits rise with hope and normalcy in everyday life.

Opportunities, Threats & Risks:

The Company is mainly exposed to market risk (including liquidity risk), interest risk and credit risk. However prudent business and risk management practices followed by the company over the years helps its to manage normal industry risk factors, which inter alia includes economic/ business cycle, fluctuations in the stock prices in the market, besides the interest rate volatility, and credit risk.

The Company is confident of managing these risks by observing a conservative financial profile in investment and trading of securities business.

Performance:

During the year, the company has earned Gross profit before tax of Rs. 26,24,200/- mainly from sale of shares and



securities and interest earned.

Discussion on financial performance with respect to operational performance:

Due to increasing competition an introduction of GST regime, there is a Decrease in company turnover by Rs.

Details of significant changes:

| Particular | 2020-21 | 2021-22 | Changes |
|-----------------------------|----------------|----------------|----------------|
| Turnover | 4,48,65,367 | 4,35,95,971 | -1269396 |
| Debtors Turnover | 296.12 | 0.16 | -295.96 |
| Inventory Turnover | 49.86 | 53.96 | 4.10 |
| Interest Coverage Ratio | - | - | - |
| Current Ratio | 0.04 | 0.03 | -0.00 |
| Debt Equity Ratio | - | - | - |
| Operating Profit Margin (%) | 23.00 | 14.00 | -9.00 |
| Net Profit Margin (%) | 6.02 | 5.61 | -0.41 |

Internal Control Systems:

The Company has an Internal Control System which is commensurate with the size, scale and complexity of its operations. The Internal Auditors monitor the efficiency and efficacy of the internal control systems in the Company, compliance with operating systems/accounting procedures and policies of the Company. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

The Company has adequate systems and procedures to provide assurance of recording transactions in all material respects. During the year, Ms. Shekhar Dodrajka, Chief Financial Officer, reviewed the adequacy and operating effectiveness of the internal financial controls as per Section 134 (5) of the Companies Act, 2013 by covering the following broad areas:

- i. Material level assessment
- ii. Entity level assessment
- iii. Risk Control Matrix covering major processes and developing controls internal audit and compliance.

The Company conducts its internal audit and compliance functions within the parameters of regulatory framework which is well commensurate with the size, scale and complexity of operations. The internal controls and compliance functions are installed, evolved, reviewed, and upgraded periodically.

The Company has appointed, Vikas N Jain and Associates, Chartered Accountants, to conduct internal audit covering all areas of operations including branches. The reports are placed before the Audit Committee of the Board.

The Audit Committee reviews the performance of the audit and compliance functions, the effectiveness of controls and compliance with regulatory guidelines and gives such directions to the Management as necessary / considered appropriate. The Company has framed a compliance policy to effectively monitor and supervise the compliance function in accordance with the statutory requirements.

Human Resources

People remain the most valuable asset of your Company. Your Company is professionally managed with senior management personnel having rich experience and long tenure with the Company. Your Company follows a policy of building strong teams of talented professionals. Your Company encourages, appreciates and facilitates long term

careers. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. The Company continues to focus on training programs for Skill Development, compliance and improved customer experience.

Cautionary Note

Certain statements in this Report may be forward-looking and are stated as may be required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of future performance and outlook. Your Company doesn't undertake to update these statements.

Disclosure of Accounting Treatment:

The Company has adopted Indian Accounting standards (Ind AS) with effect from 01st April, 2017 and accordingly, the results have been prepared in accordance with the Companies (Indian Accounting Standard) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013.

Acknowledgement

Your directors take this opportunity to place on record their appreciation to all employees for their hard work, spirited efforts, dedication and loyalty to the Company which has helped the Company maintain its growth. The Directors also wish to place on record their appreciation for the support extended by the Reserve Bank of India, other regulatory and government bodies, Company's auditors, customers, bankers, promoters and shareholders.

By Order of the Board
For YAMINI INVESTMENTS COMPANY LIMITED

Place : Mumbai
Date : 10/08/2022

Sd/-
Girish Verma
Director
DIN: 08524681

Sd/-
Vandana Agarwal
Director
DIN:02347593

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CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Yamini Investment Company Limited
D-215, Crystal Plaza, Opp. Infinity Mall,
New Link Road, Andheri (W), Mumbai-400053.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Yamini Investment Company Limited** having **CIN L67120MH1983PLC029133** and having registered office at **D-215, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W) Mumbai-400053**. (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), BSE as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| SR. NO. | NAME OF DIRECTORS | DIN | Date of Appointment |
|----------------|--------------------------|------------|----------------------------|
| 1 | VANDANA AGARWAL | 02347593 | 24/01/2013 |
| 2 | SATANAND PANDEY | 08240027 | 14/11/2018 |
| 3 | GIRISH VERMA | 08524681 | 10/08/2019 |
| 4 | PRITI RAO | 08240562 | 02/09/2020 |
| 5 | MANISH DALMIA | 05155708 | 28/08/2021 |
| 6 | TANIYA RAO | 08239994 | 02/08/2022 |

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
UDIN: A035073D000777320

Place: Kolkata
Date: 10/08/2022

INDEPENDENT AUDITOR'S REPORT**Independent Auditor's Report****TO THE MEMBERS****YAMINI INVESTMENTS COMPANY LIMITED****Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying standalone financial statements of **YAMINI INVESTMENTS COMPANY LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IndAS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Management's Responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.



Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional Skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the director's son March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transfer ring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.
 - iv. (a) According to the information represented by the management, to the best of its knowledge and belief, no fund has been advanced or loaned or invested (either in form of borrowed funds or share premium or any other source or kind of funds) by the company to or in any other person or entity, including foreign entities (intermediaries) with the understanding, whether directly or indirectly lend or invest in other person or



entity identified in any manner whatsoever by or behalf of the company (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiary.

b) According to the information represented by the management, to the best of its knowledge and belief no fund has been received by the company from any person or entities (Funding Parties) with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly, lent or invest in other person or entity identified in a manner whatsoever by or behalf of the Funding Party (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries: and

c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that representation under clause (a) and (b) contain any material misstatement.

v. On the basis of information and examination given to us, by the management on the best of its knowledge and belief, the company has neither declared or nor paid any divided during the year.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of YAMINI INVESTMENTS COMPANY LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **YAMINI INVESTMENTS COMPANY LIMITED** (the “Company”) as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the account in records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial control over financial reporting included obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

- A. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide



reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

FOR: - SSRV & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM NO. - 135901W

SATYENDRA SAHU
PARTNER
M. No : 126823
PLACE: - MUMBAI
DATE:30/05/2022

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ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of YAMINI INVESTMENTS LIMITED of even date)

- i. In respect of the Company's tangible & intangible assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of tangible & intangible assets.
 - (b) The Company has a program of verification to cover all the items of tangible & intangible assets in a phased manner which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain tangible & intangible assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as tangible & intangible assets in the standalone financial statements, the lease agreements are in the name of the Company.
- ii. The Company is a Construction company. Accordingly, the Management has conducted Physical Verification of Inventory at Reasonable interval during the year and no Material discrepancies between physical inventory and book records were notice on physical verification and the valuation of closing stock has been certified by the management and we have relied on the same.
- iii. According to the information and explanations given to us, the Company has granted unsecured loans to four bodies corporate, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
 - (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
 - (c) There is no overdue amount remaining outstanding as at the year-end.
 - (d) The Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- iv. In our opinion and according to the information given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- v. the company has not accepted deposits during the year and does not have any unclaimed deposits as at March31, 2022 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.



- vii. According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
- viii. According to the information and explanation given to us and based on examination of the record of the company the, there is no undisclosed income which has been recorded in the accounts during the year.
- ix. According to the information and explanations given to us and based on examination of the records of the Company, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or dues to debenture holders. The Company did not have any loans or borrowings from government during the year.
- x. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause3 (ix) of the Order is not applicable to the Company.
- xi. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian accounting standards.
- xiv. In our opinion and according to the information and explanation given to us, the company has the internal audit system as mandated by the provision of the section 138 of the company's act 2013
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company.
- xvii. According to the information and explanation given to us, the company has not incurred any cash losses in financial year and immediate preceding financial year.
- xviii. As audit tenure is not completed therefore accordingly section 140 sub-section 2 of companies act 2013 for removal of audit is not applicable for the year.

- xix. In our opinion and according to information and explanation given to us, the company can meet the liability which are exist as at the balance sheet date when such liabilities are due in the future.
- xx. According to the Information and explanation given to us, the company has not under obligation of corporate social responsibility, so there is no amount which remain unspent and need to transfer under special accounts in accordance with section 135 of the companies Act, 2013.
- xxi. In our opinion and according to information and explanation given to us, the company does not include any qualified and adverse remark in the audit report of the consolidated financial statement issued by the respective auditor

FOR: - SSRV & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM NO. - 135901W

SATYENDRA SAHU
PARTNER
M. No.: 126823
PLACE: - MUMBAI
DATE: 30/05/2022



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**YAMINI INVESTMENTS COMPANY LIMITED (CIN:
L67120MH1983PLC029133)**
Balance Sheet as at 31st March, 2022

| ASSETS | | Mar-22 | Mar-21 |
|--|----|---------------------|---------------------|
| (1) Non-current assets | | | |
| (a) Property, Plant and Equipment | 1 | 33,146 | 3,54,426 |
| (b) Capital work-in-progress | | - | - |
| (c) Investment Property | | - | - |
| (d) Goodwill | | - | - |
| (e) Other Intangible assets | | - | - |
| (f) Intangible assets under development | | - | - |
| (g) Biological Assets other than bearer plants | | - | - |
| (h) Financial Assets | | | |
| (i) Investments | 2 | 24,00,00,000 | 27,72,26,210 |
| (ii) Trade receivables | | - | - |
| (iii) Loans | | - | - |
| (iv) Others (to be specified) | | - | - |
| (i) Deferred tax assets (net) | 3 | 3,21,121 | 2,83,051 |
| (j) Other non-current assets | | - | - |
| (2) Current assets | | | |
| (a) Inventories | 4 | 36,48,000 | 36,48,000 |
| (b) Financial Assets | | - | - |
| (i) Investments | | - | - |
| (ii) Trade receivables | 5 | 3,04,31,100 | 10,860 |
| (iii) Cash and cash equivalents | 6 | 12,424 | 67,366 |
| (iv) Bank balances other than (iii) above | 6 | 7,18,999 | 27,34,165 |
| (v) Short Term Loans and Advances | 7 | 40,39,31,541 | 39,94,70,061 |
| (vi) Others (to be specified) | | - | - |
| (c) Current Tax Assets (Net) | | - | - |
| (d) Other current assets | 8 | 11,03,877 | 10,53,877 |
| Total Assets | | 67,78,30,928 | 68,48,48,016 |
| EQUITY AND LIABILITIES | | | |
| (1) Equity | | | |
| (i) Equity Share capital | 9 | 52,57,26,400 | 52,57,26,400 |
| (ii) Other Equity & Reserves | 10 | 14,70,44,942 | 14,49,48,368 |
| (2) LIABILITIES | | | |
| (i) Non-current liabilities | | | |
| (a) Financial Liabilities | | - | - |
| (i) Borrowings | | - | - |
| (ii) Trade payables | | - | - |
| (iii) Other financial liabilities (other than those specified in item (b), to be specified) | | - | - |
| (b) Provisions | | - | - |
| (c) Deferred tax liabilities (Net) | 0 | - | - |
| (d) Other non-current liabilities | | - | - |
| (ii) Current liabilities | | | |
| (a) Financial Liabilities | | - | - |
| (i) Short Term Borrowings | | - | - |
| (ii) Trade payables | 11 | 37,37,240 | 1,32,67,761 |
| (iii) Other financial liabilities (other than those specified in item (c)) | | - | - |
| (b) Other current liabilities | 12 | 5,47,636 | 2,02,137 |
| (c) Provisions | 13 | 7,74,710 | 7,03,350 |
| (d) Current Tax Liabilities (Net) | | - | - |
| Total Equity and Liabilities | | 67,78,30,928 | 68,48,48,016 |

The accompanying notes form an integral part of these standalone financial statements.

This is the Balance Sheet referred to in our report of even date.

For SSRV AND ASSOCIATES

Chartered Accountants

Firm's Registration No.: 135901W

Sd/-

Satyendra Sahu

Partner

Membership No.: 126823

Place: Mumbai

Date: 30.05.2022

For and on behalf of the Board of Directors

Sd/-

Vandana Agarwal

Whole Time Director

DIN-02347593

Sd/-

Shekhar Dodrajka

Chief Financial Officer

Sd/-

Priti Rao

Director

DIN-08240562

Sd/-

Alkesh Patidar

Company Secretary

**YAMINI INVESTMENTS COMPANY LIMITED****(CIN: L67120MH1983PLC029133)****Statement of Profit and Loss for the year ended 31st March 2022**

| | Particulars | Note No. | As at 31st March, 2022 | As at 31st March, 2021 |
|------|--|-----------------|-------------------------------|-------------------------------|
| I | Revenue From Operations | 14 | 3,04,31,100 | 2,46,75,000 |
| II | Other Income | 15 | 2,09,51,288 | 1,89,20,971 |
| III | Total Income (I+II) | | 5,13,82,388 | 4,35,95,971 |
| IV | EXPENSES | | | |
| | Cost of materials consumed | | - | - |
| | Purchases of Stock-in-Trade | 16 | 4,18,76,000 | 3,75,00,000 |
| | Changes in inventories of finished goods, | | - | - |
| | Stock-in -Trade and work-in-progress | 17 | 23,69,280 | - |
| | Employee benefits expense | 18 | 15,31,867 | 8,97,500 |
| | Payment to Auditors | 19 | 45,000 | 45,000 |
| | Finance costs | 20 | 1,902 | - |
| | Depreciation and amortization expense | 21 | 3,21,280 | 3,21,280 |
| | Other expenses | 22 | 24,03,845 | 22,07,991 |
| | Total expenses (IV) | | 4,85,49,174 | 4,09,71,771 |
| V | Profit/(loss) before exceptional items and tax (I- IV) | | 28,33,214 | 26,24,200 |
| VI | Exceptional Items | | - | - |
| VII | Profit/(loss) before tax (V-VI) | | 28,33,214 | 26,24,200 |
| VIII | Tax expense: | | | |
| | (1) Current tax | | 7,74,710 | 7,03,350 |
| | (2) Deferred tax | | (38,070) | (21,060) |
| IX | Profit (Loss) for the period from continuing operations (VII-VIII) | | 20,96,574 | 19,41,910 |
| X | Earnings per equity share (for continuing operation): | | | |
| | (1) Basic | | 0.004 | 0.004 |
| | (2) Diluted | | | |

The accompanying notes form an integral part of these standalone financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For SSRV AND ASSOCIATES

Chartered Accountants

Firm's Registration No.: 135901W

Sd/-

Satyendra Sahu

Partner

Membership No.: 126823

Place: Mumbai

Date: 30.05.2022

For and on behalf of the Board of Directors

Sd/-

Vandana Agarwal

Whole Time Director

DIN-02347593

Sd/-

Shekhar Dodrajka

Chief Financial Officer

Sd/-

Priti Rao

Director

DIN-08240562

Sd/-

Alkesh Patidar

Company Secretary

YAMINI INVESTMENTS COMPANY LIMITED

L67120MH1983PLC029133

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2022

| | For the year ended 31st March 2022 (Rupees) | For the year ended 31st March 2021 (Rupees) |
|---|---|---|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net profit before tax and after extra-ordinary items (As per profit & loss account) | 28,33,214 | 26,24,200 |
| Adjustments for items not included | 3,21,280 | 3,21,280 |
| Operating Profit before working capital changes | 31,54,494 | 29,45,480 |
| <u>Working capital adjustments: -</u> | | |
| (Increase)/ decrease in current loans and advances | -44,61,480 | -6,81,48,949 |
| (Increase)/ decrease in Trade receivables | -3,04,20,240 | 2,16,52,550 |
| (Increase)/ decrease in inventories | 26,69,280 | - |
| (Increase)/ decrease in other current assets | -50,000 | -6,71,877 |
| Increase/ (decrease) in current liabilities | -91,85,022 | 13,03,408 |
| Cash generated from operations | -3,85,92,968 | -4,29,19,388 |
| Direct Taxes Paid | 7,03,350 | 6,54,760 |
| Net cash flow from operating activities (A) | -3,92,96,318 | -4,35,74,148 |
| CASH FLOW FROM INVESTING ACTIVITIES | | |
| Proceed from sale(purchase) of investments | 3,72,26,210 | 4,61,17,450 |
| (Increase)/decrease in capital expenditure | - | - |
| (Increase)/decrease in fixed assets | - | - |
| Net cash flow from investing activities (B) | 3,72,26,210 | 4,61,17,450 |
| CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from issue of equity shares | - | - |
| Share Application Money received(refund) | - | - |
| Net cash flow from financing activities (C) | - | - |
| Net cash flow during the year (A + B + C) | -20,70,108 | 25,43,302 |
| Add: Opening cash and cash equivalents | 28,01,531 | 2,58,229 |
| Closing cash and cash equivalents | 7,31,423 | 28,01,531 |
| Components of cash and cash equivalents | | |
| Cash in hand | 12,424 | 67,366 |
| Deposit with banks in current accounts | 7,18,999 | 27,34,165 |
| Toal cash and cash equivalents | 7,31,423 | 28,01,531 |

The accompanying notes form an integral part of these standalone financial statements. This is the

Statement of Cash Flow referred to in our report of even date.

For SSRV AND ASSOCIATES
Accountants
Firm's Registration No.: 135901W

Sd/-
Satyendra Sahu
Partner
Membership No.: 126823
Place: Mumbai
Date: 30/05/2022

For and on behalf of the Board of Directors Chartered

| | |
|--|---|
| Sd/- Vandana Agarwal Whole Time Director DIN-02347593 | Sd/- Priti Rao Director DIN-08240562 |
| Sd/- Shekhar Dodrajka Chief Financial Officer | Sd/- Alkesh Patidar Company Secretary PAN-BHPPA8794J PAN: CCCPP6953M |



YAMINI INVESTMENTS COMPANY LTD.

**YAMINI INVESTMENTS COMPANY
LIMITED(CIN-
L67120MH1983PLC029133)**

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH,
2021 AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE
DEPRECIATION ON FIXED ASSETS AS PER COMPANIES ACT' 2013**

**NOTES
: 1**

Fixed Assets (Tangible Assets)

| Sr. No | Particulars | | | | | | Net Block | | |
|--------|-----------------------|--------------------------|--------------------|--------------------------|--------------------------|-----------------|--------------------------|----------------------------|----------------------------|
| | | Balance as on 31.03.2021 | Addition/ Deletion | Balance as on 31.03.2022 | Balance as on 31.03.2021 | During the year | Balance as on 31.03.2022 | WDV balances on 31.03.2022 | WDV balances on 31.03.2021 |
| 1 | MOBILE | 2,05,336 | - | 2,05,336 | 1,95,069 | - | 1,95,069 | 10,267 | 10,267 |
| 2 | COMPUTER & ASSESORIES | 14,32,697 | - | 14,32,697 | 14,18,745 | - | 14,18,745 | 13,952 | 13,952 |
| 3 | FURNITURE | 18,62,245 | - | 18,62,245 | 15,92,638 | 2,59,143 | 18,51,781 | 10,464 | 2,69,607 |
| 4 | AIR CONDITION | 4,15,140 | - | 4,15,140 | 3,94,383 | 7,519 | 4,01,902 | 13,238 | 20,757 |
| 5 | CCTV | 3,88,400 | - | 3,88,400 | 3,68,980 | 35,574 | 4,04,554 | -16,154 | 19,420 |
| 6 | INVERTER | 1,08,900 | - | 1,08,900 | 1,03,455 | 4,404 | 1,07,859 | 1,041 | 5,445 |
| 7 | LED TV | 1,68,250 | - | 1,68,250 | 1,59,838 | 6,806 | 1,66,644 | 1606 | 8,412 |
| 8 | MICROWAVE OVEN | 33,150 | - | 33,150 | 31,493 | 3,232 | 34,725 | -1,575 | 1,657 |
| 9 | RO | 28,560 | - | 28,560 | 27,132 | 1,156 | 28,288 | 272 | 1,428 |
| 10 | WATER | 69,630 | - | 69,630 | 66,149 | 3,446 | 69,595 | 35 | 3,481 |
| | TOTAL | 47,12,308 | - | 47,12,308 | 43,57,882 | 3,21,280 | 46,79,162 | 33,146 | 3,54,426 |

NOTES

(i) All above assets are freehold assets.

(ii) Pursuant to the enactment of Companies Act 2013, the

Depreciation on Computer has not been provided as residual value is more than WDV shown in the books.

**For SSRV AND ASSOCIATES
DirectorsChartered Accountants
Firm's Registration No.: 135901W**

For and on behalf of the Board of

**Sd/-
Satyendra Sahu
Partner
Membership No.: 126823**

**Sd/-
Vandana Agarwal
Whole Time Director
DIN-02347593**

**Sd/-
Priti Rao
Director
DIN-08240562**

**Place: Mumbai
Date: 30.05.2022**

**Sd/-
Shekhar Dodrajka
Chief Financial Officer
Secretary**

**Sd/-
Alkesh Patidar
Company**

Note 2: Non Current Investments

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|---|------------------------|------------------------|
| In Unquoted Preference shares | | |
| Investment in 6% non Redeemable Preference share Pankaj Piyush Trade & Investment Ltd | 20,00,00,000 | 20,00,00,000 |
| In Unquoted equity shares | | |
| DACE EXIM PRIVATE LIMITED | 60,00,000 | 75,00,000 |
| JUHI VYAPAAR PRIVATE LIMITED | - | 70,00,000 |
| KAKSH IMPEX PRIVATE LIMITED | - | 65,00,000 |
| LORD KRISHNA JEWELRY PRIVATE LIMITED | - | 82,56,000 |
| STARROSE DEALER PRIVATE LIMITED | 1,20,00,000 | 1,20,00,000 |
| SUBHLABH FINCON PVT. LTD. | - | 96,80,000 |
| SUBHLABH INVESTMENT CONSULTANTS PVT LTD | 1,20,00,000 | 1,20,00,000 |
| UJJWAL FINANCIAL MANAGEMENT PVT. LTD | - | 42,90,210 |
| VIGHNAHARTA INFRA DEVELOPERS PRIVATE LIMITED | 1,00,00,000 | 1,00,00,000 |
| Total | 24,00,00,000 | 27,72,26,210 |

Note 3: Deffered Tax Assets

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|----------------------------|------------------------------|------------------------------|
| Transfer from amalgamation | 2,83,051 | 2,61,991 |
| Less: Deffered Tax Assets | 38,070 | 21,060 |
| Total | 3,21,121 | 2,83,051 |

Note 4: Inventories

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|---------------|------------------------------|------------------------------|
| Equity Shares | 12,78,720 | 36,48,000 |
| Total | 12,78,720 | 36,48,000 |

Note 5: Trade Receivables

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--|------------------------------|------------------------------|
| Sundry Debtors Less than Six Months | 3,04,31,100 | 10,860 |
| Total | 3,04,31,100 | 10,860 |

Note 6: Cash and Cash Equivalents

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--|------------------------------|------------------------------|
| Balances with banks In Current Accounts | 7,18,999 | 27,34,165 |
| Cash in Hand | 12,424 | 67,366 |
| TOTAL | 7,31,423 | 28,01,531 |

**Note 7: Short Term Loans and Advances**

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|-------------------------|------------------------------|------------------------------|
| Loans to Others | 40,09,16,646 | 35,53,31,761 |
| Advance to Others | -- | 4,20,45,000 |
| Tax Deducted at Sources | 30,14,895 | 20,93,300 |
| Total | 40,39,31,541 | 39,94,70,061 |

Note 8: Other Current Assets

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|----------------------------|------------------------------|------------------------------|
| Rent Security Deposits | 1,56,700 | 1,06,700 |
| IT Deemand @20% AY 2017-18 | 9,47,177 | 1,82,000 |
| Total | 11,03,877 | 10,53,877 |

Note 9: Share capital

| Particulars | Mar-22 | | Mar-21 | |
|--|---------------------|---------------------|---------------------|---------------------|
| | Number of shares | Amount | Number of shares | Amount |
| (a) Authorised | | | | |
| Equity shares of Rs. 1/- each with voting rights | 65,88,20,000 | 65,88,20,000 | 65,88,20,000 | 65,88,20,000 |
| | 65,88,20,000 | 65,88,20,000 | 65,88,20,000 | 65,88,20,000 |
| (b) Issued | | | | |
| Equity shares of Rs. 1/- each with voting rights | 52,57,26,400 | 52,57,26,400 | 52,57,26,400 | 52,57,26,400 |
| | 52,57,26,400 | 52,57,26,400 | 52,57,26,400 | 52,57,26,400 |
| (c) Subscribed and fully paid up | | | | |
| Equity shares of Rs. 1/- each with voting rights | 52,57,26,400 | 52,57,26,400 | 52,57,26,400 | 52,57,26,400 |
| Total | 52,57,26,400 | 52,57,26,400 | 52,57,26,400 | 52,57,26,400 |

Refer Notes (i) to (ii) below

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

| Particulars | Opening Balance | Fresh Issue | Other Changes | Closing Balance |
|--|-----------------|-------------|---------------|-----------------|
| Issued, Subscribed and Fully Paid-up Equity shares with voting rights | | | | |
| - Number of shares | 52,57,26,400 | - | - | 52,57,26,400 |
| - Amount (Rs.) | 52,57,26,400 | - | - | 52,57,26,400 |
| - Number of shares | 52,57,26,400 | - | - | 52,57,26,400 |
| - Amount (Rs.) | 52,57,26,400 | - | - | 52,57,26,400 |

(ii) Details of shares held by each shareholder holding more than 5% shares:

| Class of shares / Name of shareholder | Mar-22 | | Mar-21 | |
|--|-----------------|-------------|--------------------|--------------|
| Equity shares with voting rights | - | 0.00 | - | 0.00 |
| 1. SURBHI INFRAPROJECT PRIVATE LIMITED | 1,00,0000 | .02 | 7,20,00,000 | 13.70 |
| Total | 1,00,000 | 0.02 | 7,20,00,000 | 13.70 |

Statement of changes in equity for the year ended March 31, 2022

| Equity shares of Re. 1 each issued, subscribed and fully paid | Mar-22 | | Mar-21 | |
|---|---------------------|---------------------|---------------------|---------------------|
| Particular | Number | Value | Number | Value |
| Balance at the beginning of the year | 52,57,26,400 | 52,57,26,400 | 52,57,26,400 | 52,57,26,400 |
| Changes during the year | - | - | - | - |
| Balance at the end of the year | 52,57,26,400 | 52,57,26,400 | 52,57,26,400 | 52,57,26,400 |

Note 10: Reserves & Surplus

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--|------------------------|------------------------|
| (a) Securities premium account | | |
| Opening balance | 13,08,31,600 | 13,08,31,600 |
| Add : Premium on shares issued during the year | - | - |
| | 13,08,31,600 | 13,08,31,600 |
| Less : Utilised during the year for: | - | - |
| Closing balance | 13,08,31,600 | 13,08,31,600 |
| (b) Surplus / (Deficit) in Statement of Profit and Loss | | |
| Opening balance | 1,41,16,768 | 1,21,74,858 |
| Add: Profit / (Loss) for the year | 20,96,574 | 19,41,910 |
| Less: Excess Provision Adjusted | - | - |
| Closing balance | 1,62,13,342 | 1,41,16,768 |
| Total | 14,70,44,942 | 14,49,48,368 |

**Note 11: Trade Payable**

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--------------------|---------------------------|---------------------------|
| Audit Fees Payable | 45,000 | 45,000 |
| Sundry Creditors | 36,92,240 | 1,32,22,761 |
| Total | 37,37,240 | 1,32,67,761 |

Note 12: Other Current Liabilities

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|----------------------|---------------------------|---------------------------|
| GST Input Tax Credit | | |
| CGST | -146342 | (1,02,042) |
| SGST | -146342 | (1,02,043) |
| IGST | -4527 | (3,930) |
| TDS Payable | 10,167 | 6,072 |
| Other Liabilities | 8,34,680 | 4,04,080 |
| Total | 5,47,636 | 2,02,137 |

Note 13: Short Term Provisions

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--------------------------|---------------------------|---------------------------|
| Provision for Income Tax | 7,03,350 | 6,54,760 |
| Add: During the year | 7,74,710 | 7,03,350 |
| Less: paid/adjusted | 7,03,350 | 6,54,760 |
| Total | 7,74,710 | 7,03,350 |

Note 14: Revenue from operations

| Particulars | For the year ended 31st March, 2022 | For the year ended 31st March, 2021 |
|----------------|--|--|
| Sale of Shares | 3,04,31,100 | 2,46,75,000 |
| Total | 3,04,31,100 | 2,46,75,000 |

Note 15: Other Income

| Particulars | For the year ended 31st March, 2022 | For the year ended 31st March, 2021 |
|-------------------------------|--|--|
| Interest Received | 2,07,51,288 | 1,88,64,700 |
| Interest on Income Tax Refund | - | 56,271 |
| Profit on Sale of Shares | 2,00,000 | - |
| Total | 2,09,51,288 | 1,89,20,971 |

Note 16: Purchase of Stock in Trade

| Particulars | For the year ended 31st March, 2022 | For the year ended 31st March, 2021 |
|--------------------|--|--|
| Purchase of Shares | 4,18,76,000 | 3,75,00,000 |
| Total | 4,18,76,000 | 3,75,00,000 |

Note 17: Changes in Inventories

| Particulars | For the year ended 31st March, 2022 | For the year ended 31st March, 2021 |
|---------------------|--|--|
| Opening Stock | 36,48,000 | 36,48,000 |
| Less: Closing Stock | 12,78,720 | 36,48,000 |
| Total | 23,69,280 | - |

Note 18: Employee Benefit Expenses

| Particulars | For the year ended 31st March, 2022 | For the year ended 31st March, 2021 |
|------------------|--|--|
| Salaries & Wages | 15,31,867 | 8,97,500 |
| Total | 15,31,867 | 8,97,500 |

Note 19: Payment To Auditors

| Particulars | For the year ended 31st March, 2022 | For the year ended 31st March, 2021 |
|-------------------------|--|--|
| As Statutory Audit Fees | 45,000 | 45,000 |
| Total | 45,000 | 45,000 |

Note 20: Finance Cost

| Particulars | For the year ended 31st March, 2022 | For the year ended 31st March, 2021 |
|--------------|--|--|
| Bank Charges | 1,902 | - |
| Total | 1,902 | - |

Note 21: Depreciation and amortisations

| Particulars | For the year ended 31st March, 2022 | For the year ended 31st March, 2021 |
|---|--|--|
| Depreciation Expenses & Preliminary expenditure w/off | 3,21,280 | 3,21,280 |
| Total | 3,21,280 | 3,21,280 |

**Note 22 : Other expenses**

| Particulars | For the year ended 31st March, 2022 | For the year ended 31st March, 2021 |
|------------------------------------|--|--|
| Advertisement Expenses | 59,292 | 56,100 |
| AGM Conduct Exp. | 15,000 | 15,000 |
| Business Promotion Expenses | 20,004 | 44,646 |
| Demat Charges | 2,500 | - |
| Depository Fees | 1,64,857 | 4,80,527 |
| Director Remuneration | 5,00,000 | 3,00,000 |
| Electricity Expenses | 25,647 | 11,120 |
| Filing Fees & Subscription | 20,400 | - |
| Listing and Depository Fee | 3,00,000 | - |
| Misc Expenses | 21,590 | 30,592 |
| General Expenses | 3,342 | - |
| Printing & Stationary Expenses | 22,654 | 20,570 |
| Professional Charges | 6,03,150 | 7,18,550 |
| Rent Expenses | 3,12,375 | 4,76,414 |
| Rounded Off | (6) | 2 |
| SEBI fees | 2,70,000 | - |
| Telephone Expenses | 21,671 | 17,331 |
| Travelling and Conveyance Expenses | 31,869 | 37,139 |
| Website Maintenance | 9,500 | - |
| | 24,03,845 | 22,07,991 |

Note 1 - Significant Accounting Policies and Notes thereon

Corporate information

M/s YAMINI INVESTMENTS COMPANY LIMITED (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. **E-210, CRYSTAL PLAZA, OPP-INFINTY MALL NEW LINK ROAD, ANDHERI (WEST) ANDHERI WEST Mumbai City MH 400053 IN** Being a Public Limited Company its shares are listed on BSE stock exchanges. The company's Principal Business in Investment like Loans & Advance and Investments.

Note 1 -SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS:

a. Statement of compliance:

The financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act. For the year ended 31st March, 2021, the financial statements of the Company have been prepared in compliance with the Indian Accounting Standards (Ind AS) noticed under Section 133 of Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016.

b. Basis of preparation of financial statements

The Company has prepared the Financial Statements which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2022, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements).

These financial statements have been prepared and presented under the historical cost convention, on accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements

The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest INR", except otherwise indicated.

c. Use of estimates and judgments

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.



The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

d. Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

e. Revenue Recognition

Revenue is recognized based to the extent it is probable that the economic benefit will flow to the company and revenue can be reliably measured regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, and excludes taxes & duties collected on behalf of the Government and is reduced for estimated customer returns, rebates and other similar allowances.

Interest Income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the company and significant risk and reward incidental to sale of products is transferred to the buyer, usually on delivery of the goods.

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

f. Inventories

Inventories are valued at the lower of cost and net realizable value (NRV). At cost or Net Realizable value whichever is lower.

g. Cash Flow Statement

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

For the purpose of the statement of cash flows, cash and cash equivalents includes cash on hand, term deposits and other short term highly liquid investments, net of bank overdrafts as they are considered an integral part of the Company's cash management. Bank overdrafts are shown within short term borrowing in balance sheet.

h. Tangible fixed assets

Fixed assets are stated at cost, less depreciation and impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

| Particular | Estimated life in Years |
|------------------------------------|-------------------------|
| Computer and Data Processing Units | 3 |
| Plant and machinery | 9 |
| Furniture and fixtures | 5 |

i. Depreciation

Depreciation on fixed assets is provided on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013, whichever is higher. However Management has not estimated the useful lives of assets and rate is used as per the Companies Act, 2013.

j. Borrowing

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

k. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. In the current year, the custom duty paid on acquisition of Fixed asset has been capitalized as the duty paid is not refundable.

All other borrowing costs are recognized in Statement of Profit and Loss in the period in which they are incurred.



l. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

m. Income taxes

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax Laws used to compute the amounts are those that are enacted, at the reporting date.

Deferred Taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets including the unrecognized deferred tax assets, if any, at each reporting date, are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date and are adjusted for its appropriateness.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

n. Earnings per share

Basic earnings per share is computed by dividing the profit/(loss) for the year by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit/(loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

o. Cash flow statement

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income and expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

p. Provisions, Contingent Liabilities & Contingent Assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

| | As at 31st March, 2022 | As at 31st March, 2021 |
|--|---|---|
| (a) Contingent Liabilities Security given by the company in respect of loans taken by other companies | Nil | Nil |
| (b) Commitments | Nil | Nil |

q. Earning and Expenditure in Foreign Currency

| | For the year ended 31st March, 2022 | For the year ended 31st March, 2021 |
|--------------|--|--|
| Earnings | Nil | Nil |
| Expenditures | Nil | Nil |

**r. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

The Company has no dealing with any party registered under the Micro, Small and Medium Enterprises Development Act, 2006.

s. Cash and cash equivalent

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and demand deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

t. Related party transaction

As per the Ind AS 24, the disclosures of transactions with the related parties are given below -:

| Sr. No | Name of Related Party | Nature of Relationship | Transactions | Amount |
|--------|-----------------------|-------------------------|----------------------------|-----------|
| 1. | Ms.Vandana Agarwal | Whole-time Director | Remuneration & Perquisites | 3,00,000. |
| 2 | Mr. Manish Dalmia | Managing Director | Remuneration & Perquisites | 2,00,000 |
| 2 | Ms. Priti Rao | Director | Remuneration & Perquisites | NIL |
| 3 | Mr.SATANAND PANDEY | Director | Remuneration & Perquisites | Nil |
| 4 | Mr. GIRISH VERMA | Director | Remuneration & Perquisites | Nil |
| 5 | Mr.Shekhar Dodrajka | Chief Financial Officer | Salary | Nil |
| 6 | Shalini Agarwal | Chief Financial Officer | Salary | Nil |
| 7. | Mr. Alkesh Patidar | Company Secretary | Salary | 3,23,735. |

u. Event occurring after the date of balance sheet

Where material event occurring after the date of the balance sheet are considered up to the date of approval of accounts by the board of director

v. Note on Impact of COVID-19

The World Health Organization (WHO) declared the novel Coronavirus (COVID-19) outbreak a global pandemic on March 11, 2020. Consequent to this, the Government of India had declared lockdown on March 23, 2020 and therefore, the Company suspended its business operations. COVID-19 has impacted the normal business operations of the Company by way of interruption in production, supply chain disruption, closure of production facilities etc. during the lock-down period. However, business operations resumed from June 01, 2020 after obtaining necessary permissions from the appropriate government authorities. We have also taken necessary precautions to ensure the health, safety and wellbeing of all our employees as well as put in place SOPs and guidelines as per state government directives to prevent the spread of Covid-19. The Company has made a detailed assessment of its liquidity position for FY 2021 and the recoverability and carrying value of its assets comprising property, plant and equipment, intangible assets, right of use assets, investments, inventory, and trade receivables. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the COVID-19 which may be different from that estimated as at the date of approval of these standalone financial results. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

w. Recoverability of trade receivables

Required judgments are used in assessing the recoverability of overdue trade receivables and for determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate risk of non-payment.

x. The Company has reclassified/regrouped previous year figures where necessary to confirm to the current year's classification

**For SSRV AND ASSOCIATES
(CHARTERED ACCOUNTANTS)
ICAI FRN. 135901W**

For and on behalf of the Board of Directors

**Vishnu Kant Kabra
Partner
Membership No.: 403437**

**Vandana Agarwal
Whole Time Director
DIN-02347593**

**Priti Rao
Director
DIN-08240562**

**Place: Mumbai
Date:**

**Shekhar Dodrajka
Chief Financial Officer**

**Alkesh Patidar
Company Secretary**



YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

Regd. Off.: D-215, CRYSTAL PLAZA, OPP. INFINITY MALL, NEW LINK ROAD, ANDHERI (W), MUMBAI- 400 053

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

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

BOOK POST

Name & Address of the Shareholder

If undelivered please return to:

**Yamini Investments Company Limited
D-215 Crystal Plaza Opp. Infinity Mall,
New Link Road, Andheri West,
Mumbai- 400 053**

YAMINI INVESTMENTS COMPANY LIMITED

(CIN- L67120MH1983PLC029133)

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2022

AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE

Additional Disclosure Requirements - Schedule III & CARO 2020

Share Capital

| Shares held by promoters at the end of the year 31st March 2022 | | | | |
|---|-------------------------------------|--------------------|---------------------|-----------------------------|
| Sr. No. | Promoter Name | No. of Shares** | % of total shares** | % Change during the year*** |
| 1 | VANDANA AGARAWAL | 2,85,500 | 0.05 | 0 |
| 2 | MADHUR BUILDCON PRIVATE LIMITED | 1,89,60,000 | 3.61 | 0 |
| 3 | SURBHI INFRAPROJECT PRIVATE LIMITED | 1,00,000 | 0.02 | -13.68 |
| | Total | 1,93,45,500 | 3.68 | 0 |

| Shares held by promoters at the end of the year 31st March 2021 | | | | |
|---|-------------------------------------|--------------------|---------------------|-----------------------------|
| Sr. No. | Promoter Name | No. of Shares** | % of total shares** | % Change during the year*** |
| | VANDANA AGARAWAL | 2,85,500 | 0.05 | 0 |
| | MADHUR BUILDCON PRIVATE LIMITED | 1,89,60,000 | 3.61 | 0 |
| | SURBHI INFRAPROJECT PRIVATE LIMITED | 7,20,00,000 | 13.70 | 0 |
| | Total | 9,12,45,500 | 17.36 | 0 |

*Promoter here means promoter as defined in the Companies Act, 2013.

** Details shall be given separately for each class of shares

*** percentage change shall be computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue.

Trade Payables - Ageing Disclosures

Trade Payables ageing schedule: As at 31st March, 2022

| Particulars | Outstanding for following periods from due date of payment | | | | |
|----------------------------|--|-------------|-----------|-------------------|-------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 37,37,240 | 1,28,25,000 | 17,80,000 | - | 1,83,42,240 |
| (iii) Disputed dues- MSME | - | - | - | - | - |
| (iv) Disputed dues - Other | - | - | - | - | - |

Trade Payables ageing schedule: As at 31st March, 2021

| Particulars | Outstanding for following periods from due date of payment | | | | |
|----------------------------|--|-----------|-----------|-------------------|-------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 1,32,67,761 | 17,80,000 | - | - | 1,50,47,761 |
| (iii) Disputed dues- MSME | - | - | - | - | - |
| (iv) Disputed dues - Other | - | - | - | - | - |



Trade Payables - MSME Disclosures

The following details relating to Micro, Small and Medium Enterprises shall be disclosed in the notes:-

(a) the principal amount and the interest due thereon (to be shown separately) **remaining unpaid** to any supplier **at the end** of each accounting year;

(b) the amount of **interest paid** by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day **during each accounting year**;

(c) the amount of **interest due and payable** for the period of delay in making **payment (which have been paid but beyond the appointed day during the year)** but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;

(d) the amount of **interest accrued and remaining unpaid** at the end of each accounting year; and

(e) the amount of further interest **remaining due and payable** even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.

Explanation.-The terms 'appointed day', 'buyer', 'enterprise', 'micro enterprise', 'small enterprise' and 'supplier', shall have the same meaning assigned to those under clauses (b), (d), (e), (h), (m) and (n) respectively of section 2 of the Micro, Small and Medium Enterprises

Trade Receivables- Ageing Disclosures

Trade Receivables ageing schedule as at 31st March,2022

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|--|--|------------------|-----------|-----------|-------------------|-------------|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables - considered good | 3,04,31,100 | - | - | - | - | 3,04,31,100 |
| (i) Undisputed Trade receivables - considered doubtful | - | - | - | - | - | - |
| (iii) Disputed trade receivables considered good | - | - | - | - | - | - |
| (iv) Disputed trade receivables considered doubtful | - | - | - | - | - | - |

Trade Receivables ageing schedule as at 31st March,2021

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|--|------------------|-----------|-----------|-------------------|--------|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables -considered good | 10,860 | - | - | - | - | 10,860 |
| (i) Undisputed Trade receivables -considered doubtful | - | - | - | - | - | - |
| (iii) Disputed trade receivables considered good | - | - | - | - | - | - |
| (iv) Disputed trade receivables considered doubtful | - | - | - | - | - | - |

Borrowed Funds Utilisation

VA. Where the company has not used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date, the company shall disclose the details of where they have been used.

Relaisable Value of Assets (Non-Current) - Opinion of Board

W. If, in the opinion of the Board, any of the assets other than 10[Property, Plant and Equipment36[,Intangible assets]] and non-current investments do not have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion, shall be stated.



1. Title deeds of Immovable Property not held in name of the Company:

There is no Property, Plant & Equipment held by the company throughout the year.

2. Revaluation of PPE

The Company has not revalued any of its Property, Plant and Equipment during the year.

3. Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and related pa

No such loans or advances had been granted by the company.

4. Capital-Work-in Progress (CWIP)

Not Applicable

5. Intangible Assets under development

Not Applicable

6. Details of Benami Property held

No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

7. Borrowings from bank or financial institution on the basis of security of current assets

The Company has not been sanctioned any borrowings, at any points of time during the year, from banks or financial institutions on the basis of security of current assets

8. Wilful Defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

9. Relationship with Struck Off Companies

Not Applicable

10. Registration of charges or satisfaction with Registrar of Companies

Not Applicable

11. Compliance with number of layers of companies

Not Applicable

12. Financial Ratios

Separately Annexed

13. Compliance with approved Scheme(s) of Arrangements

Not Applicable

14. Utilisation of Borrowed Funds and Share Premium

Not Applicable

15. Corporate Social Responsibility

There is no liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility.

16. Details of Crypto Currency or Virtual Currency

No such transactions were entered by the company during the year.

YAMINI INVESTMENTS COMPANY LIMITED
(CIN- L67120MH1983PLC029133)

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2022
AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE**

Additional Disclosure Requirements - Schedule III & CARO 2020

Share Capital

| Shares held by promoters at the end of the year 31st March 2022 | | | | |
|--|-------------------------------------|------------------------|----------------------------|------------------------------------|
| Sr. No. | Promoter Name | No. of Shares** | % of total shares** | % Change during the year*** |
| 1 | VANDANA AGARAWAL | 2,85,500 | 0.05 | 0 |
| 2 | MADHUR BUILDCON PRIVATE LIMITED | 1,89,60,000 | 3.61 | 0 |
| 3 | SURBHI INFRAPROJECT PRIVATE LIMITED | 1,00,000 | 0.02 | -13.68 |
| | Total | 1,93,45,500 | 3.68 | 0 |

| Shares held by promoters at the end of the year 31st March 2021 | | | | |
|--|-------------------------------------|------------------------|----------------------------|------------------------------------|
| Sr. No. | Promoter Name | No. of Shares** | % of total shares** | % Change during the year*** |
| | VANDANA AGARAWAL | 2,85,500 | 0.05 | 0 |
| | MADHUR BUILDCON PRIVATE LIMITED | 1,89,60,000 | 3.61 | 0 |
| | SURBHI INFRAPROJECT PRIVATE LIMITED | 7,20,00,000 | 13.70 | 0 |
| | Total | 9,12,45,500 | 17.36 | 0 |

*Promoter here means promoter as defined in the Companies Act, 2013.

** Details shall be given separately for each class of shares

*** percentage change shall be computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue.



YAMINI INVESTMENTS COMPANY LTD.

Trade Payables - Ageing Disclosures

Trade Payables ageing schedule: As at 31st March,2022

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|-------------|-----------|-------------------|-------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 37,37,240 | 1,28,25,000 | 17,80,000 | - | 1,83,42,240 |
| (iii) Disputed dues-MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |

Trade Payables ageing schedule: As at 31st March,2021

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|-----------|-----------|-------------------|-------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 1,32,67,761 | 17,80,000 | - | - | 1,50,47,761 |
| (iii) Disputed dues-MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |

Trade Payables - MSME Disclosures

The following details relating to Micro, Small and Medium Enterprises shall be disclosed in the notes: -

- the principal amount and the interest due thereon (to be shown separately) **remaining unpaid** to any supplier **at the end** of each accounting year;
- the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;
- the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;
- the amount of interest accrued and remaining unpaid at the end of each accounting year; and

(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.

Explanation.-The terms 'appointed day', 'buyer', 'enterprise', 'micro enterprise', 'small enterprise' and 'supplier', shall have the same meaning assigned to those under clauses (b), (d), (e), (h), (m) and (n) respectively of section 2 of the Micro, Small and Medium Enterprises Development Act, 2006.]

Trade Receivables- Ageing Disclosures

Trade Receivables ageing schedule as at 31st March,2022

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|--|--|------------------|-----------|-----------|-------------------|-------------|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables - considered good | 3,04,31,100 | - | - | - | - | 3,04,31,100 |
| (i) Undisputed Trade receivables - considered doubtful | - | - | - | - | - | - |
| (iii) Disputed trade receivables considered good | - | - | - | - | - | - |
| (iv) Disputed trade receivables considered doubtful | - | - | - | - | - | - |

Trade Receivables ageing schedule as at 31st March,2021

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|--|------------------|-----------|-----------|-------------------|--------|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables -considered good | 10,860 | - | - | - | - | 10,860 |
| (i) Undisputed Trade receivables -considered doubtful | - | - | - | - | - | - |
| (iii) Disputed trade receivables considered good | - | - | - | - | - | - |
| (iv) Disputed trade receivables considered doubtful | - | - | - | - | - | - |

similar information shall be given where no due date of payment is specified, in that case disclosure shall be from the date of the transaction.

Borrowed Funds Utilisation

VA. Where the company has not used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date, the company shall disclose the details of where they have been used.

Realizable Value of Assets (Non-Current) - Opinion of Board

W. If, in the opinion of the Board, any of the assets other than 10[Property, Plant and Equipment36[, Intangible assets]] and non-current investments do not have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion, shall be stated.

IV. Additional Regulatory Info

Title deeds of Immovable Property not held in name of the Company

The company shall provide the details of all the immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company in format given below and where such immovable property is jointly held with others, details are required to be given to the extent of the company's share.

| Relevant line item in Balance Sheet | Description of item of property | Gross Carrying Value | Title deeds held in the name of | Whether title deed holder is a promoter,director or relative of promoter/director or employee of promoter/director | Property held since which date | Reasons for not being held in the name of the company** |
|---|---------------------------------|----------------------|---------------------------------|--|--------------------------------|---|
| | | | | | | **also indicate if in dispute |
| PPE | | | | | | |
| Investment property | | | | | | |
| PPE retired from active use and held for disposal | | | | | | |
| Others | | | | | | |

Loans & Advances to Related Parties

(iii) Following disclosures shall be made where Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:

- (a) repayable on demand or
- (b) without specifying any terms or period of repayment

| Type of Borrower | Amount of loan or advance in the nature of loan outstanding | Percentage to the total Loan and Advances in the nature of loans |
|------------------|---|--|
| Promoters | | |
| Directors | | |
| KMPs | | |
| Related Parties | | |

Capital WIP / Intangible Assets under Developments

- (iv)
- &(v) **Capital-Work-in Progress (CWIP) / Intangible assets under development (ITAUD)**

(a) For Capital-work-in progress / Intangible assets under development (ITAUD), following ageing schedule shall be given:

CWIP/ITAUD aging schedule:

| CWIP/ITAUD | Amount in CWIP for a period of |
|------------|--------------------------------|
|------------|--------------------------------|

| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total* |
|--------------------------------|------------------|-----------|-----------|-------------------|--------|
| Projects in progress | NA | | | | |
| Projects temporarily suspended | | | | | |

*Total shall tally with CWIP amount in the balance sheet.

(b) For Capital-work-in progress / Intangible assets under development (ITAUD), whose completion is overdue or has exceeded its cost compared to its original plan, following completion schedule should be given:

CWIP/ITAUD completion schedule shall be given:**

| CWIP/ITAUD | To be completed in | | | |
|------------|--------------------|-----------|-----------|-------------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years |
| Project 1 | NA | | | |
| Project 2 | | | | |

**Details of projects where activity has been suspended shall be given separately.

Details of Benami Property held

Where any proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder, the company shall disclose the following: -

- (a) Details of such property, including year of acquisition,
- (b) Amount thereof,
- (c) Details of Beneficiaries,
- (d) If property is in the books, then reference to the item in the Balance Sheet,
- (e) If property is not in the books, then the fact shall be stated with reasons,
- (f) Where there are proceedings against the company under this law as an abetter of the transaction or as the transferor then the details shall be provided,
- (g) Nature of proceedings, status of same and company's view on same.

Comments on details submitted to Banks & reconciliation thereof -

Where the Company has borrowings from banks or financial institutions on the basis of security of current assets, it shall disclose the following: -

- (a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.
- (b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed.

(viii) **Wilful Defaulter***

Where a company is a declared wilful defaulter by any bank or financial Institution or other lender, following details shall be given:

- (a) Date of declaration as wilful defaulter,
- (b) Details of defaults (amount and nature of defaults),

* "wilful defaulter" here means a person or an issuer who or which is categorized as a wilful defaulter by any bank or financial institution (as defined under the Act) or consortium thereof, in accordance with the guidelines on wilful defaulters

(ix) **Relationship with struck off companies**

| Name of struck off Company | Nature of transactions with struck off Company | Balance Outstanding | Relationship with struck off company, if any, to be disclosed |
|----------------------------|--|---------------------|---|
| | Investment in securities | | |
| | Receivables | | |
| | Payables | | |
| | Shares held by struck off company | | |
| | Other outstanding balances (to be specified) | | |

(x) **Registration of charges or satisfaction with Registrar of Companies**

Where any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period, details and reasons thereof shall be disclosed.

(xi) **Compliance with number of layers of companies**

Where the company has not complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, the name and CIN of the companies beyond the specified layers and the relationship/extent of holding of the company in such downstream companies shall be disclosed.

(xii) **Following Ratios to be disclosed: -**

| | |
|---------------------------------------|-------|
| (a) Current Ratio, | 86.46 |
| (b) Debt-Equity Ratio, | 0.01 |
| (c) Debt Service Coverage Ratio, | |
| (d) Return on Equity Ratio, | |
| (e) Inventory turnover ratio, | 23.8 |
| (f) Trade Receivables turnover ratio, | 1 |
| (g) Trade payables turnover ratio, | 1 |
| (h) Net capital turnover ratio, | 0.04 |
| (i) Net profit ratio, | 6.89 |
| (j) Return on Capital employed, | 0.54 |
| (k) Return on investment. | 0.42 |

The company shall explain the items included in numerator and denominator for computing the above ratios. Further explanation shall be provided for any change in the ratio by more than 25% as compared to the preceding year.

(xiii) **Compliance with approved Scheme(s) of Arrangements**

Where any Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, the Company shall disclose that the effect of such Scheme of Arrangements have been accounted for in the books of account of the Company 'in accordance with the Scheme' and 'in accordance with accounting standards' and deviation in this regard shall be explained.

(xiv) **Utilisation of Borrowed funds and share premium:**

(A) Where company has **advanced or loaned or invested funds** (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

the company shall disclose the following:-

- (I) date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary.
- (II) date and amount of fund further advanced or loaned or invested by such Intermediaries to other intermediaries or Ultimate Beneficiaries along with complete details of the ultimate beneficiaries.
- (III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries
- (IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).;

Where a company has **received any fund** from any person(s) or entity(ies), including foreign entities (Funding Party)

- (B) with the understanding (whether recorded in writing or otherwise) that the company shall -
 - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

the company shall disclose the following: -

- (I) date and amount of fund received from Funding parties with complete details of each Funding party.
- (II) date and amount of fund further advanced or loaned or invested other intermediaries or Ultimate Beneficiaries along with complete details of the other intermediaries' or ultimate beneficiaries.
- (III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries
- (IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).;

Property, Plant & Equipment's & Intangible Assets – Revaluation

(iii) A reconciliation of the gross and net carrying amounts of each class of assets at the beginning and end of the reporting period showing additions, disposals, acquisitions through business combinations, **amount of change due to revaluation (if change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment)** and other adjustments and the related depreciation and impairment losses/reversals shall be disclosed separately.]

(iv) Where sums have been written-off on a reduction of capital or revaluation of assets or where sums have been added on revaluation of assets, **every balance sheet subsequent to date of such write-off, or addition shall show the reduced or increased figures as applicable and shall by way of a note also show the amount of the reduction or increase as applicable together with the date thereof for the first five years subsequent to the date of such reduction or increase.**

IV. Additional Regulatory Info

- (ii) **Where the Company has revalued its Property, Plant and Equipment, the company shall disclose as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules,2017**