



# YAMINI INVESTMENTS COMPANY LIMITED

(CIN:L67120MH1983PLC029133)

A general methodology and  
an introduction to different  
types of investment



ANNUAL REPORT  
2016-17



# **YAMINI INVESTMENTS COMPANY LTD.**

(CIN: L67120MH1983PLC029133)

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# **34TH ANNUAL REPORT 2016-17**



**YAMINI INVESTMENTS COMPANY LTD.**

(CIN: L67120MH1983PLC029133)



# **YAMINI INVESTMENTS COMPANY LTD.**

(CIN: L67120MH1983PLC029133)

## **COMPANY INFORMATION**

### **BOARD OF DIRECTORS**

**Mrs. Vandana Agarwal**  
Whole Time Director

**Mr. Mukesh Mittal**  
Executive Director

**Mr. Surendra Kumar Sharma**  
Independent Director

**Mr. Deep Chand Sharma**  
Independent Director

### **CHIEF FINANCIAL OFFICER**

**Ms. Shalini Agarwal**

### **BANKERS**

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

### **AUDITORS**

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

### **REGISTERED OFFICE**

**C-710, Cristal Plaza, Opp. Infinity Mall,  
New Link Road, Andheri (W),  
Mumbai-400 053**  
Tel: 022-40164455  
E-mail: [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com)  
Website: [www.yaminiinvestments.com](http://www.yaminiinvestments.com)

### **CORPORATE OFFICE**

**Unit No. 205, Aggarwal City Mall,  
2<sup>nd</sup> 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](mailto:admin@skylinerta.Com)  
Website: [www.skylinerta.com](http://www.skylinerta.com)



## NOTICE OF 34<sup>TH</sup> ANNUAL GENERAL MEETING

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

### ORDINARY BUSINESS

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

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

### **ITEM NO. 3: Ratification of Appointment of Auditors**

To ratify the appointment of auditors of the Company and to fix their Remuneration and to pass the following resolution as an Ordinary Resolution thereof:

“**RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment or re-enactment thereof) and pursuant to the approval of the Members at the Thirty Third Annual General Meeting, appointment of M/s. AGARWAL DESAI AND SHAH, Chartered Accountants, Mumbai (FRN - 124850W) as Auditors of the Company, be and is hereby ratified; and they do hold office as such from the conclusion of this Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors.”

Place: Mumbai  
Date: 18/07/2017

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

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

### Registered Office:

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



## NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed
2. A Member Entitled To Attend And Vote At The AGM Is Entitled To Appoint A Proxy To Attend And Vote In The Meeting Instead Of himself / Herself, And The Proxy Need Not Be A Member Of The Company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the Company.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. Pursuant to Reg. 42 of the SEBI (LODR) REGULATIONS, 2015 read with section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books will remain closed from (Tuesday, 19<sup>th</sup> September, 2017 to Monday, 25<sup>th</sup> September, 2017) (Both days inclusive) for the purpose of AGM.
10. Members are requested to notify any correction / change in their name / address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non-availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
11. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
12. With a view to using natural resources responsibly, we request shareholders to update their mail address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2016-17 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of their report. For members who have not registered their email addresses, physical copies of the Annual Report 2016-17 are being sent by the permitted mode.



13. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies(Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Reg. 44 of the SEBI (LODR) REGULATIONS, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). Apart from e-facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are appended herein below.

Nitesh Chaudhary, Practicing Company Secretary (Membership No: 28511, Mumbai) has been appointed as the scrutinizer to act as scrutinizer for the purpose of Annual General Meeting (e-voting & Ballot Voting in 34<sup>th</sup> AGM).

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
15. All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the AGM.
16. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
17. As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Company affairs. Information required to be furnished under Reg. 36 of the SEBI (LODR) REGULATIONS, 2015 for Directors retired by rotation/Appointment of Director/Reappointment/ratifications:

Information and other instructions relating to e-voting (NSDL) are as under:

1. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by National Securities Depository Limited ("NSDL"). The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting"). Instructions for e-voting are given herein below.
2. The facility for voting through electronic voting system or ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
3. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.



4. The remote e-voting period commences on **Friday, 22<sup>nd</sup> September, 2017 (9:00 am)** and **ends Thursday on 24<sup>th</sup> September, 2017 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **18<sup>th</sup> September, 2017**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>
    - (i) Click on Shareholder –Login
    - (ii) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (iii) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (iv) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (v) Select "EVEN" of "Yamini Investments Company Limited".
    - (vi) Now you are ready for remote e-voting as Cast Vote page opens.
    - (vii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (viii) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (ix) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (x) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [csniteshchaudhary@gmail.com](mailto:csniteshchaudhary@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- A. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

**EVEN (Remote e-voting Event Number) USER ID/PASSWORD/PIN**

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or call on toll free no.: 1800-222-
  - II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18<sup>th</sup> September, 2017.



- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18<sup>th</sup>September,2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com)
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM)
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. Mr. NiteshChaudhary, Practicing Company Secretary (Membership No. 28511) has been appointed as the Scrutinizer for the Annual General Meeting E-voting facility providing to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results of AGM voting will be declared along with the report of the Scrutinizer on 28<sup>th</sup> September at 4:00 PM and shall be placed on the website of the Company [www.yaminiinvestments.com](http://www.yaminiinvestments.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

Place: Mumbai  
Date: 18/07/2017

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

Sd/-  
VandanaAgarwal  
Whole-time Director  
DIN - 02347593

**Registered Office:**

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





## DIRECTORS' REPORT

To,  
**The Shareholders,**  
**Yamini Investments Company Limited**

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

### FINANCIAL RESULTS

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

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

### FINANCIAL PERFORMANCE

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

### RESERVES & SURPLUS

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

### DIVIDEND

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

### DEPOSITS

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

### CHANGE IN NATURE OF BUSINESS

There is no change in nature of business of Company.

### CHANGES IN SHARE CAPITAL

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

### CORPORATE GOVERNANCE

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



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

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

**a) Conservation of Energy:**

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

**b) Technology Absorption:**

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

**c) Foreign Exchange Earnings/Outgo:**

Earnings	<b>NIL</b>
Outgo	<b>NIL</b>

## **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- 31<sup>st</sup> March, 2017 till the date of this report.

## **RISK MANAGEMENT POLICY**

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

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

## **DIRECTORS**

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

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

## **BOARD EVALUATION**

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



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

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.

#### **NUMBER OF MEETINGS OF THE BOARD**

The Board met 5 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.

#### **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As on March 31, 2017, the Board consists of 4 members. Out of which one is executive director, one Woman Director is Whole-time Director and two Independent Directors on the Board of the Company.

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.

#### **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 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.

### **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 lakh 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, 2017, 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**

At the Annual General Meeting held on 30th September, 2015, the appointment of M/s.AGARWAL DESAI AND SHAH Chartered Accountants, Mumbai (FRN - 124850W), as the auditors of the Company to hold office till the conclusion of the 35th AGM of the Company in terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Agarwal Desai & Shah, Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

### **AUDITOR'S REPORT**

The Auditors have not made any qualification 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 2016-17, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for FY 2016-17 forms part of the Annual Report and part of the Board's report as **Annexure-1**.

### **EXPLANATION TO AUDITOR REMARKS**

The Secretarial Auditors Report (MR-3) contains some qualification and adverse remark in F.Y. 2016-17; following are the explanations of the Board:

1. The secretarial Auditors given remarks on Delay in the filing of ROC forms this was due to non-availability of signatory in the office for signing the form to file with ROC. The board ensure that the same will not be repeated in future in filing of forms.
2. During the audit of Company it was revealed that Inspection under Section of 207 of the Companies Act, 2013 by Regional Director, Mumbai is going on. The Board has made necessary submission of reply and the necessary documents to the Regional director under the inspection of Sec. 207 of the Companies Act, 2013.



## **INTERNAL AUDITOR**

KuranaSmita and Company, (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

## **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.

## **DETAILS OF SUBSIDIARY, JOINT VENTURES & ASSOCIATES**

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

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

No cases were filed during the Financial Year 2016-17 under Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013.

## **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 / behaviours 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](http://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 behaviour 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.

### **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 4 Directors namely Mrs.VandanaAgarwal Whole-Time Director, Mr. Mukesh Mittal Chairman Executive Director, Mr. Deep Chand SharmaIndependent Director, and Mr. Surendra Kumar Sharma Independent Director of the Company.
3. The secured debt of the company is Nil.
4. The Promoters holding is consists of 9,12,45,500equity shares of Rs.1/- each amounting to 17.36%. There was no un-paid dividend during the year.

### **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 : 18/07/2017

Sd/-  
Mukesh Mittal  
Director  
DIN: 05300556

Sd/-  
VandanaAgarwal  
Whole Time Director  
DIN: 02347593



“Annexure – 1”

**Form MR -3**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**  
**[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**  
C-710, 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 authorised 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, 2017 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, 2017 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under and certain provisions of Companies Act, 2013 and 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; -(Not Applicable to the Company during the Audit Period);
  - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- (Not Applicable to the Company during the Audit Period);

And other laws applicable specifically to the Company namely:

5. Information Technology Act, 2000 and the rules made there under;
6. Secretarial Standards issued by The Institute of Company Secretaries of India.





I have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with Bombay Stock Exchange;

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, 2017 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, subject to the following observations;

1. Delay in The filing of ROC forms.
2. During the audit of Company it was revealed that Inspection under Section of 207 of the Companies Act 2013 by Regional Director, Mumbai is going on.

I further report that, there were no actions / events in pursuance of:

1. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, requiring compliance thereof by the Company during the financial year.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

I further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory auditor and other designated professionals.

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. There was no changes in the composition of the Board of Directors during the period and appointment of Company Secretary & Whole-time Director during the year was under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors, 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. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

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.

**Place: Kolkata**

**Practicing Company Secretaries**

**Date: 08/07/2017**

**Sd/-**

**Akhil Agarwal**

**Membership No. A35073**

**C.P. No. 16313**

**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.



**"ANNEXURE A"**

**To,**  
**The Member,**  
**M/s Yamini Investments Company Limited**  
D-405, 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.

**Place: Kolkata**

**Practicing Company Secretaries**

**Date: 08/07/2017**

**Sd/-**

**AkhilAgarwal**

**Membership No. A35073**

**C.P. No. 16313**



"Annexure-2"

FORM NO. MGT 9

**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2017

**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	C-710, CRYSTAL PLAZA NEW LINK ROAD, ANDHERI (WEST) MUMBA-400053
6.	Whether listed company	Yes (Listed on BSE)
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Contact Officer : Mr. VirenderRana 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.: <a href="mailto:viren@skylinerta.com">viren@skylinerta.com</a> Website : <a href="http://www.skylinerta.com">www.skylinerta.com</a>

**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)

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2016]				No. of Shares held at the end of the year[As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	285500		285500	0.05%	285500	0	285500	0.05%	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	90960000	0	90960000	17.30%	90960000	0	90960000	17.30%	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(1)</b>	<b>91245500</b>		<b>91245500</b>	<b>17.35%</b>	<b>91245500</b>		<b>91245500</b>	<b>17.35%</b>	
<b>(2) Foreign</b>									
g) NRIs – Individuals	0	0	0	0	0	0	0	0	0
h) Other individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks/FI	0	0	0	0	0	0	0	0	0
k) Any other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) =</b>	<b>91245500</b>		<b>91245500</b>	<b>17.35%</b>	<b>91245500</b>		<b>91245500</b>	<b>17.35%</b>	



<b>(A)(1) + (A)(2)</b>									
<b>B. Public Shareholding</b>									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	202400	0	202400	0.04	0.04
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>202400</b>	<b>0</b>	<b>202400</b>	<b>0.04</b>	<b>0.04</b>
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	168666853	400000	169066853	32.16%	192862014	320000	193182014	36.75	4.59
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital uptoRs. 2 lakh	90222161	11035200	101257361	19.26%	68812586	10442900	79255486	15.08%	(4.18 )



ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	142264886	21811800	164076686	31.21%	113587454	18836800	132424254	25.19	(6.02)
c) Others (HUF)	0	0	0	0	26657912	1684800	28342712	5.39%	5.39
Non Resident Indians	0	0	0	0	0	0	0	0	
Clearing members	0	0	0	0	914034	0	914034	0.17%	0.17
Trusts	80000	0	80000	0.02%	80000	80000	160000	0.03%	0.01
Sub-total (B)(2):-	401233900	33247000	434480900	82.65%	402914000	31364500	434278500	82.61%	0
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>401233900</b>	<b>33247000</b>	<b>434480900</b>	<b>82.65%</b>	<b>403116400</b>	<b>31364500</b>	<b>434480900</b>	<b>82.65%</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>492479400</b>	<b>33247000</b>	<b>525726400</b>	<b>100%</b>	<b>494361900</b>	<b>31364500</b>	<b>525726400</b>	<b>100%</b>	

ii) Shareholding of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year 2016-17			Shareholding at the end of the year 2015-16			% 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	72000000	13.7	N.A	0
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

SN	Name of Shareholders	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					
	At the beginning of the year	91245500	17.36	91245500	17.36
	At the end of the year	91245500	17.36	91245500	17.36

iv).Shareholding Pattern of top ten Shareholders (other than, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	Date	No. of shares	% of total shares of the company
1.	SHRI RAVINDRA MEDIA VENTURES					
	At the beginning of the year	15577932	2.96			
				13/05/2016	16683178	3.17
				12/08/2016	16764728	3.19
				16/09/2016	16766678	3.19
				25/11/2016	16936717	3.22
				02/12/2016	17122117	3.26



				09/12/2016	17122167	3.26
	At the end of the year	<b>17122167</b>	<b>3.26</b>			
<b>2.</b>	<b>MIDLAND FINANCIAL ADVISORY PRIVATE LIMITED</b>					
	At the beginning of the year	1567463	0.3			
				30/06/2016	10503821	2
				17/03/2017	10103821	1.92
	At the end of the year	<b>10103821</b>	<b>1.92</b>			
<b>3.</b>	<b>JAI AMBE TRADEXIM PRIVATE LIMITED</b>					
	At the beginning of the year	9215944	1.75			
				Nil	Nil	Nil
	At the end of the year	<b>9215944</b>	<b>1.75</b>			
<b>4.</b>	<b>NATURAL INVESTMENT MANAGEMENT</b>					
	At the beginning of the year	8031437	1.53			
				27/05/2016	8280937	1.58
				16/09/2016	8736128	1.66
				03/02/2017	8681128	1.65
				10/02/2017	8675247	1.65
				24/02/2017	8455247	1.61
				03/03/2017	8145247	1.55
				10/03/2017	7868967	1.5
				17/03/2017	7717967	1.47
				31/03/2017	7812967	1.49
	At the end of the year	<b>7812967</b>	<b>1.49</b>			
<b>5.</b>	<b>VEENIT BUILDERS PRIVATE LIMITED</b>					





	At the beginning of the year	7104553	1.35			
				29/07/2016	7152227	1.36
				17/03/2017	6852227	1.3
	At the end of the year	<b>6852227</b>	<b>1.3</b>			
<b>6.</b>	<b>FORTUNATE INFRA DEVELOPERS PRIVATE LIMITED</b>					
	At the beginning of the year	5888981	1.12			
				29/07/2016	5898981	1.12
	At the end of the year	<b>5898981</b>	<b>1.12</b>			
<b>7.</b>	<b>DUXTON HILLS BUILDER PRIVATE LIMITED</b>					
	At the beginning of the year	5523174	1.05			
				13/05/2016	5527874	1.05
				20/05/2016	5562754	1.06
				15/07/2016	5571704	1.06
	At the end of the year	<b>5571704</b>	<b>1.06</b>			
<b>8.</b>	<b>OVERALL LOGISTICS PRIVATE LIMITED</b>					
	At the beginning of the year	5358459	1.02			
				24/06/2016	5381910	1.02
	At the end of the year	<b>5381910</b>	<b>1.02</b>			
<b>9.</b>	<b>FRUGAL DEVELOPERS PRIVATE LIMITED</b>					
	At the beginning of the year	4814335	0.92			
				22/04/2016	4824335	0.92
				13/05/2016	4825835	0.92
				16/09/2016	4905305	0.93
	At the end of the year	<b>4905305</b>	<b>0.93</b>			



10.	R K STOCKHOLDING PVT. LTD	6911241	1.31			
				08/04/2016	7603097	1.45
				15/04/2016	8287615	1.58
				22/04/2016	9177942	1.75
				29/04/2016	9722588	1.85
				06/05/2016	10236661	1.95
				13/05/2016	10629390	2.02
				20/05/2016	10907752	2.07
				27/05/2016	11053430	2.1
				03/06/2016	11240197	2.14
				10/06/2016	11644922	2.22
				17/06/2016	11869110	2.26
				24/06/2016	12270672	2.33
				30/06/2016	273212	0.05
				01/07/2016	294661	0.06
				08/07/2016	403651	0.08
				15/07/2016	633417	0.12
				22/07/2016	816461	0.16
				29/07/2016	75002	0.01
				05/08/2016	461023	0.09
				12/08/2016	775426	0.15
				19/08/2016	559616	0.11
				26/08/2016	788616	0.15
				02/09/2016	1027583	0.2
				09/09/2016	698152	0.13
				16/09/2016	837624	0.16



				23/09/2016	1010227	0.19
				30/09/2016	1240811	0.24
				07/10/2016	1287302	0.24
				14/10/2016	1321571	0.25
				21/10/2016	1586206	0.3
				28/10/2016	1792262	0.34
				04/11/2016	1862940	0.35
				11/11/2016	1965583	0.37
				18/11/2016	2053268	0.39
				25/11/2016	2169699	0.41
				02/12/2016	2218716	0.42
				09/12/2016	2219906	0.42
				16/12/2016	2218476	0.42
				23/12/2016	2244046	0.43
				06/01/2017	2235119	0.43
				13/01/2017	2202482	0.42
				20/01/2017	2209967	0.42
				27/01/2017	2231871	0.42
				03/02/2017	2157621	0.41
				10/02/2017	2185988	0.42
				17/02/2017	2370279	0.45
				24/02/2017	2729373	0.52
				03/03/2017	3070687	0.58
				10/03/2017	3798387	0.72
				17/03/2017	3936637	0.75
				24/03/2017	3938607	0.75



				31/03/2017	4421757	0.84
	At the end of the year	<b>4421757</b>	<b>0.84</b>			

v) Shareholding of Directors and Key Managerial Personnel: -

SN	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.	VandanaAgarwal				
	At the beginning of the year	285500	.05	285500	.05
	At the end of the year	285500	.05	285500	.05

**V) INDEBTEDNESS- NIL**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**



SN.	Particulars of Remuneration	Name of WTD			Total Amount
		Vandana Agarwal			
1	Gross salary	2,00,000	-	-	2,00,000
	(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	-	-	-	-
	<b>Total (A)</b>	<b>2,00,000</b>	-	-	<b>2,00,000</b>
	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 –Company Secretary**



Salary in Rs.

SN	Particulars of Remuneration	Key Managerial Personnel			
		Company Secretary	CFO		
1	Gross salary	1,60,750/-	1,52,670/-	-	-
	(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	-	-	-	-
	<b>Total</b>	<b>1,60,750/-</b>	<b>1,52,670/-</b>	-	-

**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)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
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 : 18/07/2017

Sd/-  
Mukesh Mittal  
Director  
DIN: 05300556

Sd/-  
Vandana Agarwal  
Whole Time 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:

<b>Name(s) of the related party and nature of relationship</b>	<b>Nature of contracts/arrangements/transactions</b>	<b>Duration of the contracts / arrangements /transactions</b>	<b>Salient terms of the contracts or arrangements or transactions including the value, if any:</b>	<b>Date(s) of approval by the Board, if any:</b>	<b>Amount paid as advances, if any (Amount in Rs.)</b>
Nil	Nil	Nil	Nil	Nil	Nil

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

Place : Mumbai  
Date : 18/07/2017

Sd/-  
Mukesh Mittal  
Director  
DIN: 05300556

Sd/-  
Vandana Agarwal  
Whole Time Director  
DIN: 02347593



“Annexure - 4”

CFO CERTIFICATE

I, Shalini Agarwal, 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**

Sd/-

**Shalini Agarwal  
Chief Financial Officer**

**Place: Mumbai  
Date: 18/07/2017**





“Annexure –5”

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

1. Ration of remuneration of each Director to the median remuneration of the employees of the company for the year 2016-17

Sr. no	Name and designation of the Director/KMP	Remuneration for FY 16-17 (Amount Rs. In Lakhs)	Ratio to the Median Remuneration
1	Mrs. Vandana Agarwal, Whole- Time Director	2	-
2	Mr. Mukesh Mittal, Director	-	-
3	Mr. Deep Chand Sharma Independent Director	-	Not Applicable
4	Mr. Surendra Kumar Sharma Independent Director	-	Not Applicable

2. The Percentage increase in remuneration of each director, CFO, CEO, CS or manager if any in

Sr. no	Name and designation of the Director/KMP	Remuneration for FY 15-16 (Amount Rs. In Lakhs)	Remuneration for FY 16-17 (Amount Rs. In Lakhs)	% Change
1	Mrs. Vandana Agarwal, Whole- Time Director	Nil	2,00,000	100%
2	Mr. Mukesh Mittal, Director	-	-	-
3	Mr. Deep Chand Sharma Independent Director	-	-	Not Applicable
4	Mr. Surendra Kumar Sharma Independent Director	-	-	Not Applicable
5	Sumit Bajaj* Company Secretary	-	1,60,750	-
6.	Shalini Agarwal Chief Financial Officer	1,04,669	1,52,670	45.86%

\* Company secretary Sumit Bajaj was resigned w.e.f 30<sup>th</sup> May, 2017.

The Number of Permanent employee on the roll of the Company during as on 31<sup>st</sup> March 2017 is below ten.



## **REPORT ON CORPORATE GOVERNANCE FOR F.Y. 2016-17**

### **Pursuant to Clause 49 of Listing Agreements & 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. COMPOSITION OF BOARD MEETING**

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

<b>SR. NO.</b>	<b>NAME OF DIRECTORS</b>	<b>CATEGORY</b>
1.	Mrs. VandanaAgrawal	Whole Time Director & Chairman
2.	Mr. Mukesh Mittal	Executive Director
3.	Mr. Surendra Kumar Sharma	Independent Director
4.	Mr. Deep Chand Sharma	Independent Director

#### **3. MEETINGS AND ATTENDANCE DURING THE YEAR**

Attendance of Directors at the Meeting of Board of Directors for the Financial Year 2016-17.



The Company has conducted 5 Board Meetings during the year on 30/05/2016, 11/08/2016, 11/11/2016, 09/01/2017 and 13/02/2017.

Name of Director	Category	No. of Board Meetings in the Year During respective tenure of Directors	
		Held	Attended
Mr. Mukesh Mittal	Executive Director	5	5
Mrs. Vandana Agarwal	Whole-Time Director	5	5
Mr. Surendra Kumar Sharma	Independent Director	5	5
Mr. Deep Chand Sharma	Independent Director	5	5

The Details of Board of Director Meeting Held during the Financial Year 2016– 2017:

As per the disclosures furnished none of the Directors are disqualified to act as directors of this Company or any other public Company under Section 164 and other applicable provisions of the Companies Act, 2013.

The requisite information as prescribed under Clause 49 of the Listing Agreement is placed before the Board from time to time and is generally provided as part of the Agenda papers of the Board Meeting and /or is placed at the table during the course of the meeting.

#### **4. COMMITTEE OF THE BOARD**

The Company has four committees viz: 1. Audit Committee, 2. Nomination and Remuneration Committee, 3. Stake Holders Relationship Committee, and 4. Risk Management 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. 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 2017, Four Audit Committee Meetings were held on 30.05.2016, 11.08.2016, 11.11.2016 and 13.02.2017 all members were present at these meetings. The composition of the Audit Committee by Members is as follows: Your Company has constituted Audit Committee under the Chairmanship of Mr. Surendra Kumar Sharma has designated as Chairman of the Audit Committee. The present Audit committee consisting of Mr. Deep Chand Sharma as a member, Mr. Mukesh Mittal as a member and Mr. Surendra Kumar Sharma 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. Surendra Kumar Sharma	Chairman	Independent Director
Mr. Deep Chand Sharma	Member	Independent Director
Mr. Mukesh Mittal	Member	Executive 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.

Your Company has constituted Nomination and Remuneration Committee under the Chairmanship of Mr. Surendra Kumar Sharma.

During the financial year ended 31st March 2017, Four Nomination and Remuneration Committee Meetings were held on 30.05.2016, 11.08.2016, 11.11.2016 and 13.02.2017 all members were present at these meetings. The composition of the Nomination and Remuneration by Members is as follows:

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

NAME OF DIRECTORS	STATUS OF COMMITTEE	NATURE OF DIRECTORSHIP
Mr. Surendra Kumar Sharma	Chairman	Independent Director
Mr. Deep Chand Sharma	Member	Independent Director
Mr. Mukesh Mittal	Member	Executive 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;

## 3. 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. Surendra Kumar Sharma. During the financial year ended 31st March 2017, Four Nomination and Remuneration Committee Meetings were held on 30.05.2016, 11.08.2016, 11.11.2016 and 13.02.2017 all members were present at these meetings. The composition of the Nomination and Remuneration by Members is as follows:



The Present Stake Holders Relationship Committee consists as follows:

NAME OF DIRECTORS	STATUS OF COMMITTEE	NATURE OF DIRECTORSHIP
Mr. Surendra Kumar Sharma	Chairman	Independent Director
Mr. Deep Chand Sharma	Member	Independent Director
Mr. Mukesh Mittal	Member	Executive Director

#### **4. RISK MANAGEMENT COMMITTEE:**

The Company has a well-defined risk management framework in place. The committee ensures that by following the regulatory norms, the company effectively manages the risks and has a focused Risk Management monitoring in place.

Your Company has re-constituted Risk Management Committee under the Chairmanship of Mr. Surendra Kumar Sharma.

The Present Risk Management Committee consists as follows:-

NAME OF DIRECTORS	STATUS OF COMMITTEE	NATURE OF DIRECTORSHIP
Mr. Surendra Kumar Sharma	Chairman	Independent Director
Mr. Deep Chand Sharma	Member	Independent Director
Mrs. VandanaAgrawal	Member	Whole-Time Director

#### **5. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis Report forms part of this Annual Report

#### **6. GENERAL BODY MEETINGS:**

Details of the Last 3 AGM are given as under:

Year	Date	Time	Venue
2013-2014	30.09.2014	11.00 am	Shop No: 1, Surekha Coop Housing Society, Dadabhai Road, Vile Parle (west), Mumbai- 400 056
2014-2015	30.09.2015	09.30 am	Anmol Banquets, 2 <sup>nd</sup> Floor, Harmony Mall, opp. Royal Enfield Showroom, Link Road, Goregaon (W), Mumbai- 400 104
2015-2016	30.09.2016	09.00 am	Anmol Banquets, 2 <sup>nd</sup> Floor, Harmony Mall, opp. Royal Enfield Showroom, Link Road, Goregaon (W), Mumbai- 400 104

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

\*Company was conducted postal ballot during the financial year 2015-16 for adoption of new set of Memorandum & Article of Association.

#### **7. 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.

### **Compliances by the Company**

The Company has complied with all the requirements of the Listing Agreement 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.

### **CEO / CFO Certification**

Mrs. SHALINI AGARWAL, CFO of the Company have certified to the Board with regard to the compliance made by them in terms of regulation 27(2) of LODR and the certificate forms part of Annual Report. The Company complies with all the requirements of the Listing Agreement including the mandatory requirements of Clause 49 of the Agreement.

### **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](http://www.yaminiinvestments.com).

## **8. 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](http://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](mailto: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.

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

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

### **9. GENERAL SHAREHOLDER INFORMATION:**

#### **(a) AGM date, time and venue:**

Annual General Meeting scheduled to be held on 25<sup>th</sup> September, 2017 Monday, at 9.30 A.M. at Vyanjan Banquets, 43, Oshiwara Link Plaza, Next to Oshiwara Police Station, Link Road Extn., Andheri (W), Mumbai-400 102.

**\*Copy of Notice of Annual General Meeting along with Annual Report 2016-17 is available on Company website: [www.yaminiinvestments.com](http://www.yaminiinvestments.com)**

**(b) Financial Year:** The Financial Year is from 1<sup>st</sup> April to 31<sup>st</sup> March.

Tentative Schedule

Unaudited Results for quarter ending June 30, 2017	- 14th August, 2017
Unaudited Results for quarter ending September 30, 2017	- 14th Nov., 2017
Unaudited Results for quarter ending December 31, 2017	- 14th Feb, 2018
Unaudited Results for year ending March 31, 2018	- 30th May, 2018
AGM for year ending March 31, 2018	- 30 September, 2018

**(c) Book Closure period:** Share Transfer Register will be closed from 19<sup>th</sup> September, 2017 to 25<sup>th</sup> September, 2017 (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

**Stock Market Data**

All Prices in ₹

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Trade d Qty	* Spread	
										H-L	C-O
Apr 16	24.50	33.20	23.20	31.50	46,13,376	1,524	13,66,28,314	34,50,336	74.79	10.00	7.00
May 16	30.25	47.50	22.00	39.55	49,53,617	1,988	16,36,55,256	33,77,580	68.18	25.50	9.30
Jun 16	41.00	44.00	33.00	39.40	36,78,046	1,511	14,56,86,223	28,04,870	76.26	11.00	-1.60
Jul 16	38.00	44.00	34.00	38.75	34,15,845	1,304	13,63,00,675	23,91,161	70.00	10.00	0.75
Aug 16	39.00	46.90	34.05	38.40	30,12,496	1,337	11,16,95,395	22,85,948	75.88	12.85	-0.60
Sep 16	38.00	44.00	31.50	37.20	19,33,634	1,210	7,20,62,805	12,92,625	66.85	12.50	-0.80
Oct 16	35.10	41.80	27.25	33.40	17,11,370	1,015	5,83,19,597	11,97,216	69.96	14.55	-1.70
Nov 16	32.05	36.95	27.00	29.20	13,17,234	658	4,25,03,526	9,07,573	68.90	9.95	-2.85
Dec 16	29.30	30.90	21.00	23.55	16,15,055	635	4,03,82,439	11,45,089	70.90	9.90	-5.75
Jan 17	23.35	37.00	21.00	31.85	15,56,448	2,177	4,36,26,933	8,17,012	52.49	16.00	8.50
Feb 17	32.05	47.70	29.70	42.05	56,58,401	16,757	23,89,17,968	30,92,742	54.66	18.00	10.00
Mar 17	41.25	41.25	33.65	33.65	1,05,00,560	3,226	37,28,33,866	1,05,00,560	100.00	7.60	-7.60

**Distribution of Shareholding as on 31st March, 2017**

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	279	14.82	331024	0.06
5001 To 10,000	44	2.34	353614	0.07
10001 To 20,000	68	3.61	1075770	0.2
20001 To 30,000	64	3.4	1636976	0.31
30001 To 40,000	266	14.13	9808030	1.87
40001 To 50,000	47	2.5	2128188	0.4
50001 To 1,00,000	479	25.44	37003821	7.04





1,00,000 and Above	636	33.78	473388977	90.04
<b>Total</b>	<b>1883</b>	<b>100</b>	<b>525726400</b>	<b>100</b>

#### Pattern of Shareholding as on 31<sup>st</sup> March, 2017

Sr. No	Category of Shareholders	No. of shares Held	Percentage of holdings
1.	Promoters	91245500	17.36
2.	Foreign Institutional Investors/ Mutual Funds.	Nil	Nil
3.	Bodies Corporate	193182014	36.75
4.	Individual shareholders holding nominal shares Capital up to Rs. 2 lakh	79255486	15.08
5.	Individual Shareholders holding nominal Shares Capital in excess of Rs.2 lakh	132424254	25.19
6.	Clearing Members	914034	0.17
7.	Hindu Undivided Family	28342712	5.39
	Trusts	160000	0.03
7.	Non Resident Indians	Nil	0
8.	Foreign National	Nil	Nil
9.	Any other specify	202400	0.04
	<b>Total</b>	<b>52,57,26,400</b>	<b>100</b>

#### Dematerialization of Shares as on 31<sup>st</sup> March, 2017

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	35,41,53,736	67.36%
Held in dematerialized Form in NSDL	14,02,08,164	26.67%
Physical	31,3,64,500	5.97%
<b>Total Number of Shares</b>	<b>52,57,26,400</b>	<b>100.00</b>

#### Registered Transfer Agents (RTA):

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

<p><b>M/s Skyline Financial Services Private Limited</b>  D-153 A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi -110 020  Tel: 011-30857575 (10) Lines Fax: 011-30857562, Email: <a href="mailto:viren@skylinerta.com">viren@skylinerta.com</a></p>
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In order to facilitate investor servicing, the Company has designated an e-mail-id: [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com) mainly for registering complaints by investors.



### **Share Transfer System:-**

The Shares transfers are registered and returned within a period of 15 days of receipt if documents are in order. All requests for dematerialization of shares are processed and confirmed to the depositories, NSDL and CDSL within 7 working days. The share transfers are approved by the Share Transfer Committee which meets as and when required.

There are no outstanding warrants or any convertible instruments. The Company has not issued GDR/ADR.

### **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, 2017. The Company's Chairman Declaration to this effect forms a part of this report

### **Code for Prevention of Insider Trading**

The Company has framed a Code of Conduct for prevention of Insider Trading based on SEBI (Insider Trading) Regulations, 1992. This code is applicable to all Directors / officers / designated employees. The Code ensures the prevention of dealing in shares by persons having access to Unpublished Price Sensitive Information

### **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: C-710, Cristal Plaza, Opp. Infinity Mall, New Link Road, Mumbai-400053, Maharashtra

Telephone No: 022-40164455

Email: [yaminiinvestments@gmail.com](mailto:yaminiinvestments@gmail.com)

Website: [www.yaminiinvestments.com](http://www.yaminiinvestments.com)



## CERTIFICATE OF CORPORATE GOVERNANCE REPORT

To,  
**The Members of**  
**YAMINI INVESTMENTS COMPANY LIMITED**

C-710, Crystal Plaza, Opp. Infinity Mall,  
New Link Road, Andheri (West),  
Mumbai – 400 053

I have reviewed the implementation of Corporate Governance procedures by Yamini Investments Company Limited during the year ended 31st March, 2017, with the relevant records and documents maintained by the Company, furnished to me for my review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

On the basis of my review and according to the information and explanations given to me, the company has complied with the conditions of Corporate Governance as stipulated in Regulation 27(2) of LODR with the Stock Exchanges in all material respects. There were no Investors grievances pending for a period exceeding one month against the Company as per the records maintained by the Stake Holders Relationship Committee.

**Place: Kolkata**

**Practicing Company Secretaries**

**Date: 08/07/2017**

**Sd/-**

**Akhil Agarwal**

**Membership No. A35073**

**C.P. No. 16313**



**DECLARATION ON CODE OF CONDUCT**

To,  
The Members of  
YAMINI INVESTMENTS COMPANY LTD.

In accordance with Regulation 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, 2017.

By Order of the Board  
For YAMINI INVESTMENTS COMPANY LIMITED

Place : Mumbai  
Date : 18/07/2017

Sd/-  
Mukesh Mittal  
Director  
DIN: 05300556

Sd/-  
Vandana Agarwal  
Whole Time Director  
DIN: 02347593



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Economic Outlook

The global economy remained flat in 2017 with growth slowing down to just 3.1% compared to 3.4% in 2015 (as per latest IMF estimates). This marks the slowest pace of expansion since the global financial crisis in 2009 and the fourth successive year that the global economy has grown at a rate lower than its long-term average of 3.6% p.a. The Emerging Market & Developing Economies witnessed further deceleration in growth from 4.6% in 2015 to 4.0% in 2017 with the Chinese economy slowing down from 7.3% in 2015 to 6.9% in 2017 and other major constituent economies like Brazil and Russia witnessing contraction. The Advanced Economies, on the other hand, recorded a marginal uptick in growth - from 1.8% in 2015 to 1.9% in 2017. The US economy posted a muted growth of 2.4% for the second year in a row due to weak exports and decline in investments.

The Emerging Market & Developing Economies are likely to witness another year of muted growth at 4.0% before improving to 4.6% in 2017, aided by Brazil and Russia coming out of deep recession. Growth in China is projected to slow down further to 6.5% in 2017 and 6.2% in 2017, reflecting the on-going rebalancing of the economy towards a more sustainable and broad-based consumption and services led growth.

The Indian economy witnessed another challenging year growing by 7.5% in real terms during the first nine months of 2015-16 representing a marginal improvement over 2015-16 (7.2%). However, there was a marked decline in Nominal GDP growth which stood at 8.1% for the period April 2016 to December 2016 compared to 11.4% for the corresponding period in the previous year. Looking beyond the GDP numbers, a wide range of economic indicators suggest tepid performance across consumption, private investments and exports which have contracted significantly against the backdrop of a 6.5% in 2016 and 6.2% in 2017, reflecting the ongoing rebalancing of the economy towards a more sustainable and broad-based consumption and services led growth.

The Indian economy witnessed another challenging year growing by 7.5% in real terms during the first nine months of 2015-16 representing a marginal improvement over 2015-16 (7.2%). However, there was a marked decline in Nominal GDP growth which stood at 8.1% for the period April 2016 to December 2016 compared to 11.4% for the corresponding period in the previous year.

### 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.

Indian Economy will see reasonable growth of 5.6% in the near terms of inflation, oil prices, budget deficits, interest rates, commodity prices and infrastructural bottlenecks remains area of concern.

The sheer unpredictable nature of the markets makes investments a risky proposition. An investment company has to live with the fear of falling markets and movement of the sensex. However, the



company hopes to improve its performance on the strength of its long experience and its strong emphasis on the fundamentals. Your management has got ample exposure of the capital markets, which provide us an opportunity to make safer and profitable investments with minimum risks.

### **Performance**

During the year, the company has earned Gross profit before tax of Rs. 15,94,964 mainly from sale of shares and securities and interest earned.

### **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. Shalini Agarwal, 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, Kurana Smita and Company, 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.

### 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 : 18/07/2017

Sd/-  
Mukesh Mittal  
Director  
DIN: 05300556

Sd/-  
Vandana Agarwal  
Whole Time Director  
DIN: 02347593



## INDEPENDENT AUDITOR'S REPORT

To,  
The Members of  
M/s YAMINI INVESTMENTS COMPANY LTD

### 1. Report on the Financial Statements

I have audited the accompanying financial statements of **YAMINI INVESTMENTS COMPANY LTD** ("the Company"), which comprises the Balance Sheet as at March 31, 2017 the Statement of Profit and Loss for the year ended March 31, 2017 and a summary of significant accounting policies and other explanatory information.

### 2. Management's Responsibility for the Financial Statements

Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 judgements 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### 3. Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit.

I have taken in to account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

I conducted my audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the





appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the financial statements

#### **4. Opinion**

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, and its profit/ loss

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended March 31, 2017.

#### **5. Report on Other Legal and Regulatory Requirements**

5.1 As required by the Companies (Auditor's Report) Order, 2016("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, I give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

5.2 As required by section 143(3) of the Act, I report that:

- a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
- b) In my opinion proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books;
- c) The Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
- d) In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under the Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on March 31, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013;
- 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 B", and
- g) 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, in our opinion and to the best of my information and according to the explanations given to me:
  - (i) The company does not have any pending litigations which would impact its financial position;



- (ii) The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection fund by the company.
- (iv) The Company has provided requisite disclosures in the financial statement as to holdings as well as dealings in specified bank notes during the period from 8th November 2016 to 30th December 2016. Based on Audit procedures and relying on the management representation we report that the disclosure are in accordance with books of accounts maintained by the company and as produced to us by the Management.

**Place: Mumbai**  
**Date: 30.05.2017**

**For AGARWAL DESAI AND SHAH**  
**CHARTERED ACCOUNTANTS**  
**FRN: 124850W**

**Sd/-**  
**RISHI SEKHRI**  
**PARTNER**  
**MEMBERSHIP NO. 126656**



**“Annexure A” to the Auditor’s Report**

**(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date of YAMINI INVESTMENTS COMPANY LTD for the year ended 31st March, 2017)**

- (i) In respect of its Fixed Assets:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) The company has regular programme of physical verification of its fixed assets by which fixed assets are verified in phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regards to the size of the Company and the nature of its assets.
  - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) In respect of its Inventory:
  - a) The physical verification of inventory has been conducted at reasonable intervals by the management which in our opinion, having regard to the nature and location of stock, frequency of verification is reasonable.
  - b) In our opinion and according to the information and explanations given to us the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business.
  - c) In our opinion and according to the information and explanations given to us, the company has maintained proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured to any companies, firms, Limited Liabilities partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, provisions of clause 3(iii)(a) to (C) of the Order is not applicable to the company in respect of repayment of the principal amount and overdue interest.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans, Investments made.
- (v) The company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.



- (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, in respect of the activities carried on by the company.
- (vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the company, amount deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales tax/ value added tax, service tax, wealth tax , duty of customs, duty of excise, cess and other material statutory dues has been regularly deposited during the year by the company with appropriate authorities. As explained to us, the company did not have any dues on account of employees' state insurance and duty of excise.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax. duty of custom, value added tax, cess and other material statutory dues were in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us there are no material dues of Provident fund, sales tax, wealth tax, income tax, service tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank. The company has not issued any debentures.
- (ix) The company is did not raise money by way of initial public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company , the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to explanations and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177



and 188 o the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the paragraph 3(xvi) of the order is not applicable to the company and hence not commented upon.

**Place: Mumbai**  
**Date: 30.05.2017**

**For AGARWAL DESAI AND SHAH**  
**CHARTERED ACCOUNTANTS**  
**FRN: 124850W**

**Sd/-**  
**RISHI SEKHRI**  
**PARTNER**  
**MEMBERSHIP NO. 126656**



## **“Annexure B” to the Independent Auditor’s Report**

Report on the Internal Financial Controls 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 LTD. (“the Company”) as of March 31, 2017 in conjunction with my audit of the standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

The Company’s management 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 (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 company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors’ Responsibility**

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

### **Meaning of Internal Financial Controls over Financial Reporting**

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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 my opinion, 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, 2017, 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 (ICAI).

**Place: Mumbai**  
**Date: 30.05.2017**

**For AGARWAL DESAI AND SHAH**  
**CHARTERED ACCOUNTANTS**  
**FRN: 124850W**

**Sd/-**  
**RISHI SEKHRI**  
**PARTNER**  
**MEMBERSHIP NO. 126656**



**YAMINI INVESTMENTS COMPANY LTD**

(CIN- L67120MH1983PLC029133)\*

**Balance sheet as at 31st March, 2017**

Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016
		Rs.	Rs.
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	3	52,57,26,400	52,57,26,400
(b) Reserves and surplus	4	13,81,41,031	13,69,28,480
		66,38,67,431	66,26,54,880
<b>2 Non Current Liabilities</b>			
(a)Deferred Tax Liabilities	5	10,226	1,20,653
		10,226	1,20,653
<b>3 Current liabilities</b>			
(b) Trade Payables	6	27,94,653	5,24,94,200
(c) Other Current Liabilities	7	2,38,998	5,780
(d) Short-term provisions	8	5,26,459	33,619
		35,60,110	5,25,33,599
<b>TOTAL</b>		<b>66,74,37,767</b>	<b>71,53,09,132</b>
<b>B ASSETS</b>			
<b>1 Non Current Assets</b>			
(a)Fixed Assets			
(i) Tangible Assets	9	26,39,471	35,75,731
(b) Non-Current Investments	10	25,59,00,000	20,00,00,000
		25,85,39,471	20,35,75,731
<b>2 Current assets</b>			
(a)Inventories	11	17,99,300	2,65,55,839
(b)Trade Receivables	12	3,26,81,660	69,08,689
(c) Cash and cash equivalents	13	35,75,209	83,72,647
(d) Short term loans & advances	14	37,06,92,127	46,95,96,226
(e) Other current assets	15	1,50,000	3,00,000
		40,88,98,296	51,17,33,401
<b>TOTAL</b>		<b>66,74,37,767</b>	<b>71,53,09,132</b>
See accompanying notes forming part of the financial statements	1-31		

In terms of our report attached.

**For For AGARWAL DESAI & SHAH**

Firm Registration No: 124850W

Chartered Accountants

Sd/-

[RISHI SEKHRI]

Partner

Membership No. 126656

Place : Mumbai

Date : 30.05.2017

For and on behalf of the Board of Directors

Sd/-

**Vandana Agarwal**

Director

[DIN-02347593]

Sd/-

**Mukesh Mittal**

Director

[DIN-05300556]

Sd/-

**Shalini Agarwal**

(Chief Financial Officer)





<b>YAMINI INVESTMENTS COMPANY LTD</b>				
<b>Statement of Profit and Loss for the year ended 31st March 2017</b>				
Particulars		Note No.	For the year ended 31st March, 2017	For the year ended 31st March, 2016
			Rs.	Rs.
<b>1</b>	<b>Revenue</b>			
1.a	Revenue from operations	16	7,47,20,190	12,86,19,726
1.b	Other Income	17	2,89,28,737	4,01,94,749
<b>2</b>	<b>Total revenue</b>		<b>10,36,48,927</b>	<b>16,88,14,475</b>
<b>3</b>	<b>Expenses</b>			
	(a) Purchase of Stock in Trade	18	6,89,40,022	16,39,57,794
	(b) Changes in Inventories	19	2,47,56,539	(1,43,96,509)
	(c) Employee Benefit Expense	20	18,94,425	19,19,286
	(d) Payment To Auditors	21	60,000	18,500
	(e) Finance Cost	22	11,051	30,465
	(f) Depreciation and amortisations	23	9,36,260	25,74,832
	(g) Other expenses	24	54,55,666	71,79,725
	<b>Total expenses</b>		<b>10,20,53,963</b>	<b>16,12,84,093</b>
<b>4</b>	<b>Profit / (Loss) before tax (2 - 3)</b>		15,94,964	75,30,382
<b>5</b>	<b>Tax expense:</b>			
	(a) Current tax expense for current year			
	- Income Tax		4,92,840	23,26,890
	- Deferred Tax		(1,10,427)	(10,727)
	(b) Current tax expense for prior year		-	-
			<b>3,82,413</b>	<b>23,16,163</b>
<b>6</b>	<b>Profit / (Loss) for the year (4 - 5)</b>		12,12,551	52,14,219
<b>7</b>	<b>Earnings per share (of Rs. 1/- each):</b>	30		
	(a) Basic		0.00	0.01
	(b) Diluted		0.00	0.01
	See accompanying notes forming part of the financial statements	1-31		

In terms of our report attached.

For For AGARWAL DESAI & SHAH

Firm Registration No: 124850W

Chartered Accountants

Sd/-

[RISHI SEKHRI]

Partner

ICAI Membership No. 126656

Place: Mumbai

Date: 30.05.2017

For and on behalf of the Board of Directors

Sd/-

Vandana Agarwal

Director

[DIN-02347593]

Sd/-

Mukesh Mittal

Director

[DIN-05300556]

Sd/-

Shalini Agarwal

(Chief Financial Officer)



**YAMINI INVESTMENTS COMPANY LTD**  
Notes forming part of the financial statements

**Note 3: Share capital**

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares		Number of shares	
<b>(a) Authorised</b>				
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>(b) Issued</b>				
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
<b>(c) Subscribed and fully paid up</b>				
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
<b>Total</b>	<b>52,57,26,400</b>	<b>52,57,26,400</b>	<b>52,57,26,400</b>	<b>52,57,26,400</b>

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
<b>Issued, Subscribed and Fully Paid-up</b>				
<i>Equity shares with voting rights</i>				
year ended 31st March, 2017				
- Number of shares	52,57,26,400	-	-	52,57,26,400
- Amount (Rs.)	52,57,26,400	-	-	52,57,26,400
year ended 31st March, 2016				
- 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	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
(As per List Attached)		-		-
<b>Total</b>	-	-	-	-



**YAMINI INVESTMENTS COMPANY LTD**  
Notes forming part of the financial statements

**Note 4: Reserves & Surplus**

Particulars	As at 31-Mar-17	As at 31-Mar-16
<b>(a) Securities premium account</b>		
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>(b) Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening balance	60,96,880	8,82,661
Add: Profit / (Loss) for the year	12,12,551	52,14,219
Add: Adjustments with retain earning	-	-
Closing balance	73,09,431	60,96,880
<b>Total</b>	<b>13,81,41,031</b>	<b>13,69,28,480</b>

**Note 5: Deferred Tax Liability**

Particulars	As at 31-Mar-17	As at 31-Mar-16
Transfer from amalgamation	1,20,653	1,31,380
Add: deferred tax liability created	-	-
Less: deferred tax assets	(1,10,427)	(10,727)
<b>Total</b>	<b>10,226</b>	<b>1,20,653</b>

**Note 6: Trade Payables**

Particulars	As at 31-Mar-17	As at 31-Mar-16
Audit Fees Payable	1,05,000	18,500
Sundry Creditors	26,89,653	5,24,75,700
<b>Total</b>	<b>27,94,653</b>	<b>5,24,94,200</b>

**Note 7: Other Current Liabilities**

Particulars	As at * 31-Mar-17	As at 31-Mar-16
TDS Payable	1,21,717	5,780
Other Liabilities	1,17,281	
	2,38,998	5,780

**Note 8: Short Term Provisions**

Particulars	As at 31-Mar-17	As at 31-Mar-16
Provision for Income Tax	5,26,459	33,619
<b>Total</b>	<b>5,26,459</b>	<b>33,619</b>



**Note 10: Non-Current Investments**

Particulars	As at	As at
	31-Mar-17	31-Mar-16
	-	-
Non-Trade (Un-quoted) Investments		
Investment in Pankaj Piyush Trade & Investment Ltd. 6%	20,00,00,000	20,00,00,000
Non-Cumulative Compulsary Redeemable Preference Shares		
Other Investment in Shares	5,59,00,000	
<b>Total</b>	<b>25,59,00,000</b>	<b>20,00,00,000</b>

**Note 11: Inventories**

Particulars	As at	As at
	31-Mar-17	31-Mar-16
	-	-
Equity shares	17,99,300	2,65,55,839
<b>Total</b>	<b>17,99,300</b>	<b>2,65,55,839</b>

**Note 12: Trade Receivables**

Particulars	As at	As at
	31-Mar-17	31-Mar-16
	-	-
Sundry Debtors		
Over Six Months	-	-
Others	3,26,81,660	69,08,689
<b>Total</b>	<b>3,26,81,660</b>	<b>69,08,689</b>

**Note 13: Cash and Cash Equivalents**

Particulars	As at	As at
	31-Mar-17	31-Mar-16
	-	-
Balances with banks		
In current accounts	23,38,211	41,12,043
Cash in hand	12,36,998	42,60,604
<b>Total</b>	<b>35,75,209</b>	<b>83,72,647</b>

**Note 14: Short Term Loans and Advances**

Particulars	As at	As at
	31-Mar-17	31-Mar-16
(A) Loans		
To Others	31,18,58,101	46,82,70,305
(B) Advances - Unsecured and considered good		
To Others	5,50,75,629	10,860
(C) Balances with government authorities		
TDS	37,58,397	13,15,061
<b>Total</b>	<b>37,06,92,127</b>	<b>46,95,96,226</b>

**Note 15: Other Current Assets**

Particulars	As at	As at
	31-Mar-17	31-Mar-16
	-	-
Rent Security Deposits	1,50,000	3,00,000
<b>Total</b>	<b>1,50,000</b>	<b>3,00,000</b>



**YAMINI INVESTMENTS COMPANY LTD**  
**Notes forming part of the financial statements**

**Note 16 : Revenue from operations**

Particulars	For the year ended 31-Mar-17	For the year ended 31-Mar-16
	-	-
Sale of Goods		
Shares, Securities and bonds	7,47,20,190	12,86,19,726
<b>Total</b>	<b>7,47,20,190</b>	<b>12,86,19,726</b>

**Note 17 : Other Income**

Particulars	For the year ended 31-Mar-17	For the year ended 31-Mar-16
	-	-
Interest Income	2,89,28,737	4,01,94,749
<b>Total</b>	<b>2,89,28,737</b>	<b>4,01,94,749</b>

**Note 18: Purchase of Stock in Trade**

Particulars	For the year ended 31-Mar-17	For the year ended 31-Mar-16
	-	-
- Shares, Securities and bonds	6,89,40,022	16,39,57,794
<b>Total</b>	<b>6,89,40,022</b>	<b>16,39,57,794</b>

**Note 19: Changes in Inventories**

Particulars	For the year ended 31-Mar-17	For the year ended 31-Mar-16
	-	-
Opening Stock	2,65,55,839	1,21,59,330
Less: Closing Stock	17,99,300	2,65,55,839
<b>Total</b>	<b>2,47,56,539</b>	<b>(1,43,96,509)</b>

**Note 20: Employee Benefit Expenses**

Particulars	For the year ended 31-Mar-17	For the year ended 31-Mar-16
	-	-
Salaries & Wages	18,94,425	19,19,286
<b>Total</b>	<b>18,94,425</b>	<b>19,19,286</b>

**Note 21: Payment To Auditors**

Particulars	For the year ended 31-Mar-17	For the year ended 31-Mar-16
	-	-
As Statutory Audit Fees	60,000	18,500
<b>Total</b>	<b>60,000</b>	<b>18,500</b>



**Note 22: Finance Cost**

Particulars	For the	For the
	year ended	year ended
	31-Mar-17	31-Mar-16
Bank Charges	11,051	8,274
Interest Expenses	-	22,191
<b>Total</b>	<b>11,051</b>	<b>30,465</b>

**Note 23: Depreciation and amortisations**

Particulars	For the	For the
	year ended	year ended
	31-Mar-17	31-Mar-16
Depreciation	9,36,260	9,36,712
Deferred revenue expenditure written off	-	16,13,900
Pre-Operative expenditure written off	-	1,220
Preliminary expenditure written off	-	23,000
<b>Total</b>	<b>9,36,260</b>	<b>25,74,832</b>

**Note 24 : Other expenses**

Particulars	For the	For the
	year ended	year ended
	31-Mar-17	31-Mar-16
Advertisement & Publication charges	46,035	57,980
Director Remuneration	2,00,000	-
Conveyance Expenses	3,45,826	1,01,392
Demat A/c Charges	529	1,500
Electricity Expenses	37,080	5,770
Filing fee & subscriptions	7,200	10,000
Listing Fees	2,29,000	3,24,478
Misc Expenses	22,459	61,828
Postage Stamps & Couriers	21,597	78,318
Printing & Stationary	81,546	66,345
Professional Charges	5,90,700	1,65,545
Rent Expenses	5,24,400	4,67,400
ROC Fees	10,800	8,400
Interest on Tds	45	-
Stamp Duty Expenses	-	57,94,855
Telephone Expenses	1,15,948	35,914
Business Promotion Expenses	6,24,619	-
Depository Fees	2,14,325	-
AGM conduct Exp.	18,900	-
Bad Debt	5,46,337	-
Commission Paid	18,18,320	-
	<b>54,55,666</b>	<b>71,79,725</b>



## YAMINI INVESTMENTS COMPANY LIMITED

CIN: L67120MH1983PLC029133

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1ST APRIL 2016 TO 31ST MARCH, 2017

## Note - 10 (Fixed Assets)

[Amount in Rupees]

Tangible assets	Useful Life in year	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		Balance as at 1 April, 2016	Additions / Deletion	Balance as at 31 March, 2017	Balance as at 1 April, 2016	Depreciation during the year	Balance as at 31 March, 2017	W.D.V. as on 31.03.17	W.D.V. as on 31.03.2016
<b>(i) Tangible Assets</b>									
(a) Mobile	5	2,05,336	-	2,05,336.00	37,981.00	39,014.00	76,995.00	1,28,341.00	1,67,355.00
(b) Computers	3	14,32,697	-	14,32,697.00	5,82,352.00	4,82,540.00	10,64,892.00	3,67,805.00	8,50,345.00
(c) Furniture & Fixtures	10	18,62,245	-	18,62,245.00	2,50,723.00	1,76,913.00	4,27,636.00	14,34,609.00	16,11,522.00
(d) Air Conditioner	5	4,15,140	-	4,15,140.00	88,667.00	78,877.00	1,67,544.00	2,47,596.00	3,26,473.00
(e) CCTV Camera	5	3,88,400	-	3,88,400.00	85,833.00	73,796.00	1,59,629.00	2,28,771.00	3,02,567.00
(f) Invetor	5	1,08,900	-	1,08,900.00	24,604.00	22,869.00	47,473.00	61,427.00	84,296.00
(g) LED TV	5	1,68,250	-	1,68,250.00	38,013.00	35,332.00	73,345.00	94,905.00	1,30,237.00
(h) Microwave Oven	5	33,150	-	33,150.00	7,080.00	6,299.00	13,379.00	19,771.00	26,070.00
(i) RO System	5	28,560	-	28,560.00	6,453.00	5,998.00	12,451.00	16,109.00	22,107.00
(j) Water Cooler	5	69,630	-	69,630.00	14,871.00	14,622.00	29,493.00	40,137.00	54,759.00
<b>Total</b>		<b>47,12,308</b>	<b>-</b>	<b>47,12,308.00</b>	<b>11,36,577.00</b>	<b>9,36,260.00</b>	<b>20,72,837.00</b>	<b>26,39,471.00</b>	<b>35,75,731.00</b>
Previous year		-	-	-	-	-	-	-	-

## IN TERMS OF OUR REPORT ATTACHED

For Agarwal Desai & Shah  
Chartered Accountants  
Firm Registration No-124850W

For and on behalf of the Board of Directors of  
YAMINI INVESTMENTS COMPANY LIMITED

Sd/-  
RISHI SEKHARI  
Partner  
Membership No-126656

Sd/-  
SHALINI AGARWAL  
Chief Financial Officer

Sd/-  
Vandana Agarwal  
Director  
DIN - 02347593

Sd/-  
Mukesh Mittal  
Director  
DIN - 05300556

Place: Mumbai  
Date: 30.05.2017



## **YAMINI INVESTMENTS COMPANY LTD**

### **Notes forming part of the financial statements**

#### **1. Corporate information**

M/s YAMINI INVESTMENTS COMPANY LTD (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Being a Public Limited Company its shares are listed on BSE & CSE stock exchanges. The company caters to domestic markets only.

#### **2. Significant accounting policies**

##### **2.1 Basis of accounting and preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Indian Accounting Standards Rules), 2015 read with Rule 3(2) thereof and the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The company is a small and medium-sized company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the company has complied with the Accounting Standards as applicable to an SMC. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. There are no changes in any accounting policies during the year.

##### **2.2 Use of estimates**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

##### **2.3 Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

##### **2.4 Other Income**

Interest income is accounted on accrual basis.

##### **2.5 Cash Flow Statement**

Cash flow statement is applicable as the company is not a small company as per provisions of section 2(85) of Companies Act, 2013.

##### **2.6 Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income 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. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

## 2.7 Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability. "

Current and deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.

## 2.8 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

### Note 25: Contingent Liabilities and Commitments to the extent not provided for

	Amount (₹)	
	As at 31st March, 2017	As at 31st March, 2016
<b>(a) Contingent Liabilities</b>		
Security given by the company in respect of loans taken by other companies	Nil	Nil
<b>(b) Commitments</b>	Nil	Nil

### Note 26: Earning and Expenditure in Foreign Currency

	Amount (₹)	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Earnings	Nil	Nil
Expenditures	Nil	Nil

### Note 27: 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.

**Note 28:**

In the opinion of the Board, the current assets have value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

**Note 29: Related Parties, Related Party Transactions & Balances receivable/payable as at the end of the year**

<b>29.a: Related Parties</b>	
<b>Description of relationship</b>	<b>Names of related parties</b>
(a) Enterprises under the same management	
(i) Ultimate Holding Company	Nil
(ii) Holding Company	Nil
(iii) Subsidiaries	Nil
(iv) Fellow Subsidiaries (to be given only if there are transactions)	Nil
(b) Associates and Joint Ventures	Nil
(c) Key Management Personnel (KMP)	Vandana Agarwal Shalini Agarwal
(d) Relatives of KMP	Nil
<b>(e) Company in which KMP / Relatives of KMP can exercise significant influence</b>	

<b>29.b: Related Party Transactions</b>			<b>Amount (₹)</b>
<b>Particulars of Related Party</b>	<b>Nature of Transactions</b>	<b>For the year ended 31st March, 2017</b>	<b>For the year ended 31st March, 2016</b>
	Nil	Nil	Nil

<b>29.c: Balances receivables/(payable) as at the end of the year</b>		<b>Amount (₹)</b>	
<b>Particulars of Related Party</b>	<b>As at 31st March, 2017</b>	<b>As at 31st March, 2016</b>	
Receivable	Nil	Nil	
Payable	Nil	Nil	

**Note 30: Specified Bank Notes Disclosures (SBN'S)**

During the year the company had Specified Bank Notes as defined in MCA notifications G.S.R.308(E) dated March 31,2017.

The Details of Specified Bank Notes(SBN) held and transacted during the period from November 8,2016 to December 30,2016 is given below:

<b>Particulars</b>	<b>SBN's</b>	<b>Other Denomination Notes</b>	<b>Total</b>
<b>Closing Cash balance at 8 November, 2016</b>	-	89,752.00	89,752.00
<b>Transaction Between 9 November 2016 and 30 December 2016 is given below :</b>			
Add: Withdrawal from Bank Accounts	-	-	-
Add: Receipts for permitted transactions	-	-	-
Less: Paid for permitted transactions	-	985.00	985.00
Less: Deposited in Bank Accounts	-	-	-
Closing Cash balance at 30 December, 2016	-	-	88,767.00



**Note 31: Earning Per Shares****year ended 31st March, 2017**

Amount (₹)

	Continuing Operations				Discontinuing Operations				Total Operations			
	Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items	
	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted
Face Value of Shares	10	10	10	10	10	10	10	10	10	10	10	10
Profit/Loss	1212551	1212551	1212551	1212551	0	0	0	0	1212551	1212551	1212551	1212551
Weighted Average No. of Shares	525726400	525726400	525726400	525726400	525726400	525726400	525726400	525726400	525726400	525726400	525726400	525726400
EPS (Rs.)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

**year ended 31st March, 2016**

Amount (₹)

	Continuing Operations				Discontinuing Operations				Total Operations			
	Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items	
	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted
Face Value of Shares	10	10	10	10	10	10	10	10	10	10	10	10
Profit/Loss	5214219	5214219	5214219	5214219	0	0	0	0	5214219	5214219	5214219	5214219
Weighted Average No. of Shares	525726400	525726400	525726400	525726400	525726400	525726400	525726400	525726400	525726400	525726400	525726400	525726400
EPS (Rs.)	0.01	0.01	0.01	0.01	0.00	0.00	0.00	0.00	0.01	0.01	0.01	0.01

**Note 32: Figures for the previous year**

The figures for the previous year have been regrouped and/or rearranged wherever found necessary to make those comparable with the figures for the current year.

**In terms of our report attached**

**For AGARWAL DESAI & SHAH**  
**Firm Registration No: 124850W**  
**Chartered Accountants**

**Sd/-**  
**[ RISHI SEKHRI ]**  
**Partner**  
**ICAI Membership No. 126656**

**Place : Mumbai**  
**Date : 30.05.2017**

**For and on behalf of the Board of Directors**

**Sd/-**  
**Vandan Agarwal**  
**Whole Time Director**  
**DIN : 02347593**

**Sd/-**  
**Mukesh Mittal**  
**Director**  
**DIN : 05300556**

**Sd/-**  
**Shalini Agarwal**  
**Cheif Financial Officer**



# YAMINI INVESTMENTS COMPANY LIMITED

CIN: L67120MH1983PLC029133

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2017

[Amount in Rupees]

	For the year ended 31st March 2017	For the year ended 31st March 2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net profit before tax and after	15,94,964	75,30,382
<b>Adjustments for items not included:</b>		
Net prior year adjustments	-	-
Depreciation and Amortisation Expense	9,36,260	25,74,832
Adjustment in the scheme of amalgamation	-	-
(Profit)/Loss on sale/discard of assets (net)	-	-
Operating Profit before working capital changes	<u>25,31,224</u>	<u>1,01,05,214</u>
<b>Adjustment for Working capital:</b>		
(Increase)/ decrease in current loans and advances	9,89,04,099	(4,06,37,985)
(Increase)/ decrease in Trade receivables	(2,57,72,971)	(61,00,989)
(Increase)/ decrease in inventories	2,47,56,539	(1,43,96,509)
(Increase)/ decrease in other current assets	1,50,000	6,88,739
Increase/ (decrease) in short term borrowings	-	(40,000)
Increase/ (decrease) in current liabilities	<u>(4,89,73,489)</u>	<u>5,24,56,384</u>
<b>Cash generated from operations</b>	<u>5,15,95,402</u>	<u>20,74,854</u>
Direct Taxes Paid	<u>(4,92,840)</u>	<u>(38,19,717)</u>
<b>Net cash flow from operating activities (A)</b>	<u><u>5,11,02,562</u></u>	<u><u>(17,44,863)</u></u>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Sale/(Purchase) of fixed assets	-	(55,000.00)
Sale/(Purchase) of investments	(5,59,00,000.00)	-
Expenses amortised or capitalised	-	-
<b>Net cash flow from investing activities (B)</b>	<u><u>(5,59,00,000)</u></u>	<u><u>(55,000.00)</u></u>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from issue of Share Capital	-	-
Share Application Money	-	-
Increase/ (decrease) in long-term borrowings	-	-
<b>Net cash flow from financing activities (C)</b>	<u><u>-</u></u>	<u><u>-</u></u>
<b>Net cash flow during the year (A + B + C)</b>	<u>(47,97,438)</u>	<u>(17,99,863.00)</u>
Add: Opening cash and cash equivalents	<u>83,72,647</u>	<u>1,01,72,510</u>
<b>Closing cash and cash equivalents</b>	<u><u>35,75,208.61</u></u>	<u><u>83,72,647</u></u>
<b>Components of cash and cash equivalents</b>		
Cash in hand	12,36,998	42,60,604
Deposit with banks in current accounts	<u>23,38,211</u>	<u>41,12,043</u>
<b>Toal cash and cash equivalents (Note 14)</b>	<u><u>35,75,209.00</u></u>	<u><u>83,72,647</u></u>
	(0)	-

1 All figures in brackets are outflow.

2 Previous year's figures have been regrouped wherever necessary

IN TERMS OF OUR REPORT ATTACHED

For For AGARWAL DESAI & SHAH

Chartered Accountants

Firm Registration No: 124850W

For and on behalf of the Board of Directors of  
YAMINI INVESTMENTS COMPANY LIMITED

Sd/-

[ RISHI SEKHRI]

Partner

ICAI Membership No. 126656

Sd/-

SHALINI AGARWAL

Chief Financial Officer

Sd/-

VANDANA AGARWAL

Director

DIN-02347593

Sd/-

MUKESH MITTAL

Director

DIN-05300556





# YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

Regd. Off.: C-710, 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](mailto:yaminiinvestments@gmail.com); Website: [www.yaminiinvestments.com](http://www.yaminiinvestments.com)

## Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

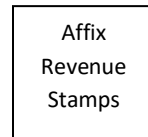
Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the company, to be held on Monday, the 25<sup>th</sup> day of September, 2017 at 9:30 A.M. at Vyanjan Banquets, 43, Oshiwara Link Plaza, Next to Oshiwara Police Station, Link Road Extn., Andheri (W), Mumbai-400 102, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2017.		
2.	To appoint a Director in place of Mr. Mukesh Mittal (DIN:05300556), who retires by rotation and being eligible offers himself for re-appointment.		
3.	To Ratify the appointment of auditors of the Company and to fix their Remuneration.		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_ day of \_\_\_ 20\_\_\_



Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder  
across Revenue Stamp

### Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

### ELECTRONIC VOTING PARTICULARS

EVEN (Remote E -Voting Event)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.





# YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

Regd. Off.: C-710, 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](mailto:yaminiinvestments@gmail.com); Website: [www.yaminiinvestments.com](http://www.yaminiinvestments.com)

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## ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the members attending \_\_\_\_\_

(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 34<sup>th</sup> Annual General Meeting of the Yamini Investments Company Limited. At Vyanjan Banquets, 43, Oshiwara Link Plaza, Next to Oshiwara Police Station, Link Road Extn., Andheri (W), Mumbai- 400 102, on Monday, the 25<sup>th</sup> September, 2017 at 9:30 a.m.

\_\_\_\_\_  
(Member's /Proxy's Signature)

### **Note:**

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



**POLLING PAPER**

**(Form No. MGT-12)**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

**Name of the Company: YAMINI INVESTMENTS COMPANY LIMITED**  
**Registered Office: C-710, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai- 400 053**  
**CIN:L67120MH1983PLC029133**

**BALLOT PAPER**

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	Type of Resolution	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2017.				
2.	To appoint a Director in place of Mr. Mukesh Mittal (DIN:05300556), who retires by rotation and being eligible offers himself for re-appointment.				
3.	To Ratify the appointment of auditors of the Company and to fix their Remuneration.				

**Place:**

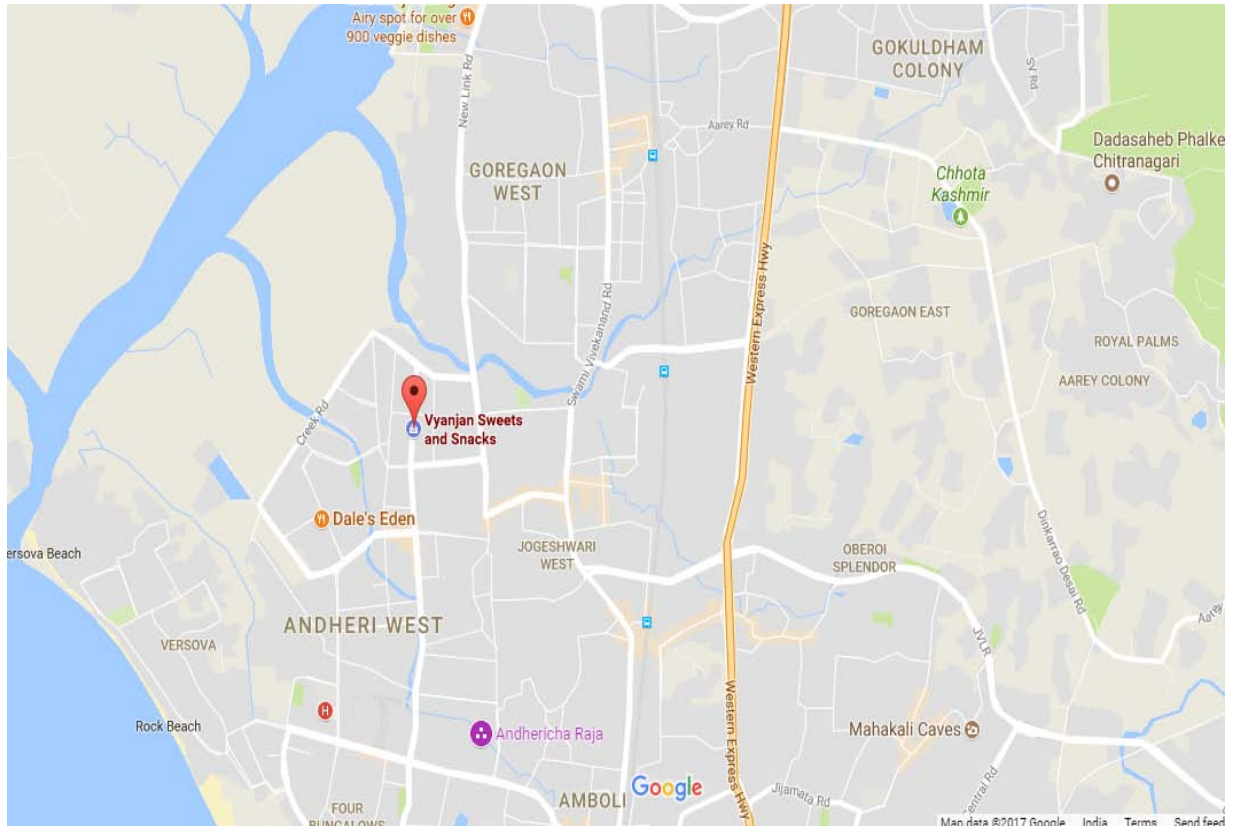
**Date:**

**(Signature of the shareholder)**

**(\*as per Company records)**



## ROAD MAP FOR VENUE OF THE AGM



### VENUE OF AGM

- Vyanjan Banquets, 43, Oshiwara Link Plaza, Next to Oshiwara Police Station, Link Road Extn., Andheri (W), Mumbai- 400 102





**BOOK POST**

**Name & Address of the Shareholder**

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If undelivered please return to:

**Yamini Investments Company Limited  
C-710 Crystal Plaza Opp- Infinity Mall,  
New Link Road, Andheri West,  
Mumbai- 400 053**

