



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; Website: www.yaminiinvestments.com

NOTICE OF 35TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 35TH 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 TUESDAY, 25TH SEPTEMBER, 2018 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, 2018 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: To appoint SSRV & Associates, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as may be amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the proposal of audit committee and further recommendation of Board of Directors of the Company, SSRV & Associates, Chartered Accountants, Firm Registration No. 135901W, Mumbai be and are hereby appointed as Statutory Auditors of the Company in place of M/S AGARWAL DESAI & SHAH Chartered Accountants, Firm Registration No. 124850W, for a term of Three consecutive years from the conclusion of 35th Annual General Meeting till the conclusion of the 38th Annual General Meeting (AGM) of the Company to be held in the year 2021, subject to ratification by the members at every AGM held after this 35th AGM, to examine and audit the accounts of the Company on such remuneration plus reimbursement of out-of-pocket expense, as may be mutually agreed between the Board of Directors/Audit Committee of the Company and the Statutory Auditors.”

SPECIAL BUSINESS

ITEM NO. 4: Determination Of fee for delivery of any documents through a particular mode to a Member.

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

“RESOLVED THAT pursuant to the provisions of Section 20(2) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby given to the Board of Directors of the Company (the ‘Board’ which term shall include its Committee(s) constituted / to be constituted by it to exercise its powers including the powers conferred by this resolution) to levy

amount of Rs. 25/- (Rupees Twenty Five Only) per such document as a fee to member to enable recovery of expenses incurred by the Company towards complying with such request for delivery of any documents through a particular mode;

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

Place: Mumbai
Date: 27/08/2018

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

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

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

NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed
2. A Member Entitled To Attend And Vote At The AGM Is Entitled To Appoint A Proxy To Attend And Vote In The Meeting Instead Of himself / Herself, And The Proxy Need Not Be A Member Of The Company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the Company.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

6. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. Pursuant to Reg. 42 of the SEBI (LODR) REGULATIONS, 2015 read with section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books will remain closed from (Thursday, 20th September, 2018 to Tuesday, 25th September, 2018) (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 2017-18 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 2017-18 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 35th AGM).

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
15. All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the AGM.
16. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.

17. As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs. Information required to be furnished under Reg. 36 of the of the SEBI (LODR) REGULATIONS, 2015 for Directors retired by rotation/Appointment of Director /Reappointment/ratifications:

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

1. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by National Securities Depository Limited ("NSDL"). The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting"). Instructions for e-voting are given herein below.
2. The facility for voting through electronic voting system or ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
3. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on Saturday, 22nd September, 2018 (9:00 am) and ends Monday on 24th September, 2018 (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 19th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (i) Click on Shareholder – Login
 - (ii) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (iii) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (iv) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (v) Select "EVEN" of "Yamini Investments Company Limited".
 - (vi) Now you are ready for remote e-voting as Cast Vote page opens.
 - (vii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (viii) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (ix) Once you have voted on the resolution, you will not be allowed to modify your vote.

(x) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csniteshchaudhary@gmail.com with a copy marked to evoting@nsdl.co.in

A. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number) USER IDPASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2018.
- 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. 19th September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or yaminiinvestments@gmail.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM)
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. Mr. Nitesh Chaudhary, Practicing Company Secretary (Membership No. 28511) has been appointed as the Scrutinizer for the Annual General Meeting E-voting facility providing to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results of AGM voting will be declared along with the report of the Scrutinizer on 26th September at 4:00 PM and shall be placed on the website of the Company

www.yaminiinvestments.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

Place: Mumbai
Date: 27/08/2018

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

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

Registered Office:

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

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

ITEM NO. 4:

Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 provides the mode of service of documents inter-alia to the members of the Company. Further, proviso to sub-section (2) of that Section states that where a member requests for delivery of any document through a particular mode, he shall pay such fees as may be determined by the company in its Annual General Meeting ('AGM').

Accordingly, approval of shareholders is sought, to authorize the Board of Directors to determine the fee to be charged from a member who requests delivery of any documents through a particular mode. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

**Place: Mumbai
Date: 27/08/2018**

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

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Form No. MGT-11

Proxy form

[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 35th Annual General Meeting of the company, to be held on Tuesday, the 25th day of September, 2018 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, 2018.		
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 appoint SSRV & Associates, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration		
4.	Determination of fee for delivery of any documents through a particular mode to a member.		

* Applicable for investors holding shares in Electronic form.

Signed this ___ day of ___ 20 ___

Affix
Revenue
Stamps

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; Website: www.yaminiinvestments.com

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 35th 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 Tuesday, the 25th September, 2018 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, 2018.				
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 appoint SSRV & Associates, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration				
4.	To Determination of fee for delivery of any documents through a particular mode to a member				

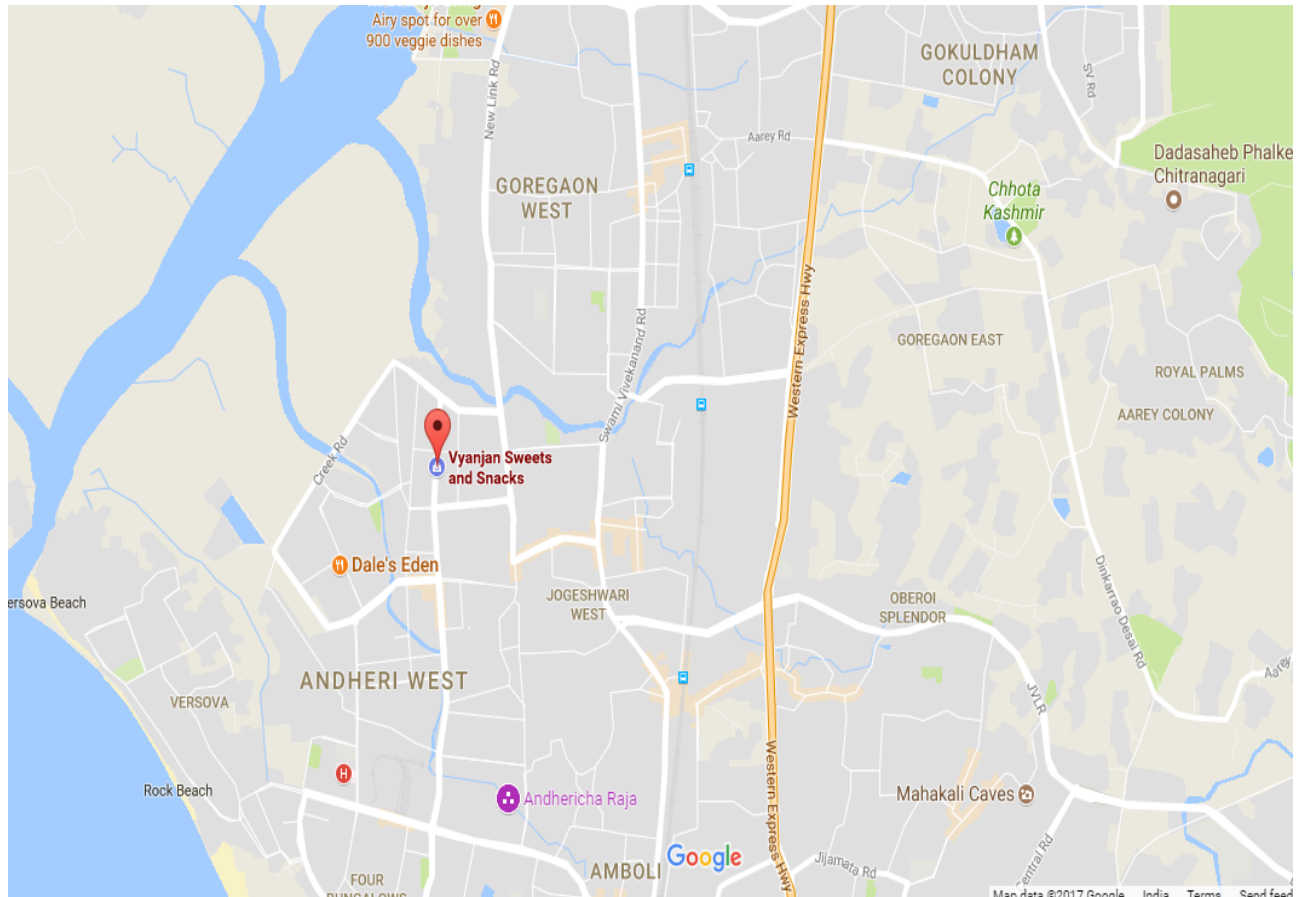
Place:

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**