



# **YAMINI INVESTMENTS COMPANY LTD.**

(CIN: L67120MH1983PLC029133)

Regd. Off.: E-210, 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)

## **NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT 36<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 WEDNESDAY, 25<sup>TH</sup> SEPTEMBER, 2019 AT 09:30 A.M TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS**

#### **ITEM NO. 1 ADOPTION OF FINANCIAL STATEMENT:**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon;

### **SPECIAL BUSINESS**

#### **ITEM NO. 2 TO REGULARIZE THE APPOINTMENT OF MS. ARZOO BIMAL PATODIA (DIN: 07555814) AS AN INDEPENDENT NON- EXECUTIVE DIRECTOR:**

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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made there under, for the time being in force) and Regulation 16(1)(b) of the Listing Regulation and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, Ms. Arzoo Bimal Patodia (DIN: 07555814) who was appointed as an Additional Director (Independent Women Director) of the Company by the Board in its meeting held on 14<sup>th</sup> November, 2018 in terms of Section 161(1) of the Act and whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director to appoint as Independent Women Director for a term of 5 years in this AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e. up to 41<sup>st</sup> Annual General Meeting of the Company will be held in Calendar, Year 2024”. Ms. Arzoo Bimal Patodia (DIN: 07555814) has given a declaration under Section 149(7) of the Companies Act, 2013 that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, in the opinion of the Board also, she fulfils the conditions specified in the Companies Act, 2013 for such an appointment.

None of the other Directors (other than Ms. Arzoo Bimal Patodia (DIN: 07555814) /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.”

#### **ITEM NO. 3 TO REGULARIZE THE APPOINTMENT OF MR. SATANAND PANDEY (DIN: 08240027) AS AN INDEPENDENT NON- EXECUTIVE DIRECTOR:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made there under, for the time being in force) and Regulation 16(1)(b) of the Listing Regulation and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, Mr. Satanand Pandey (DIN: 08240027) who was appointed as an Additional Director (Independent Director) of the Company by the Board in its meeting held on 14<sup>th</sup> November, 2018 in terms of Section 161(1) of the Act and whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director to appoint as Independent Director for a term of 5 years in this AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e. up to 41<sup>st</sup> Annual General Meeting of the Company will be held in Calendar, Year 2024". It may be noted Mr. Satanand Pandey (DIN: 08240027) has given a declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, in the opinion of the Board also, he fulfils the conditions specified in the Companies Act, 2013 for such an appointment.

None of the other Directors (other than Mr. Satanand Pandey (DIN: 08240027) /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions."

**ITEM NO. 4 TO REGULARIZE THE APPOINTMENT OF MR. GIRISH VERMA (DIN: 08524681) AS AN INDEPENDENT NON- EXECUTIVE DIRECTOR:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made there under, for the time being in force) and Regulation 16(1)(b) of the Listing Regulation and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, Mr. Girish Verma (DIN: 08524681), who was appointed as an Additional Director (Independent Director) of the Company by the Board in its meeting held on 10<sup>th</sup> August, 2019 in terms of Section 161(1) of the Act and whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director to appoint as Independent Director for a term of 5 years in this AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e. up to 41<sup>st</sup> Annual General Meeting of the Company will be held in Calendar, Year 2024". Mr. Girish Verma (DIN: 08524681) has given a declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, in the opinion of the Board also, he fulfils the conditions specified in the Companies Act, 2013 for such an appointment.

None of the other Directors (other than Mr. Girish Verma (DIN: 08524681)/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions."

#### **ITEM NO. 5 INCREASE IN THE LIMIT OF BORROWING POWERS OF THE COMPANY:**

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

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 30 crores (Rupees Thirty Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 30 crores (Rupees Thirty Crores only).

**RESOLVED FURTHER THAT** any of the directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

None of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.”

#### **ITEM NO. 6 INCREASE IN INVESTMENTS(S), LOANS, GURANTEE AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013:**

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to

be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of 80 Crores (Rupees Eighty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

None of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions."

**Place: Mumbai**  
**Date: 10/08/2019**

**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**  
**E-210, 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 (Friday, 20<sup>th</sup> September, 2019 to Wednesday, 25<sup>th</sup> September, 2019) (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 2018-19 is being sent through electronic mode only to the members whose email addresses are registered with the Company /Depository Participant(s), unless any member has requested for a

physical copy of their port. For members who have not registered their email addresses, physical copies of the Annual Report 2018-19 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: F-10010, Mumbai) has been appointed as the scrutinizer to act as scrutinizer for the purpose of Annual General Meeting (e-voting & Ballot Voting in 36<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 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 **Sunday, 22<sup>nd</sup> September, 2019 (9:00 am)** and **ends Tuesday on 24<sup>th</sup> September, 2019 (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, 2019**, 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 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990
  - 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, 2019.
  - V. Any person, who acquires shares of the Company and becomes 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, 2019 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. Nitesh Chaudhary, Practicing Company Secretary (Membership No. FCS 10010) 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 26<sup>th</sup> September 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: 10/08/2019

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  
(CIN: L67120MH1983PLC029133)  
E-210, 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)



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

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

### **ITEM NO. 2:**

Ms. Arzoo Bimal Patodia (DIN: 07555814) was appointed as an Additional Director by the Board with effect from 14<sup>th</sup> November, 2018 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Arzoo Bimal Patodia (DIN: 07555814) will hold office up to the date of the ensuing AGM, was appointed as additional Independent Women Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Ms. Arzoo Bimal Patodia (DIN: 07555814) as Independent Women Director under Section 149 of the Companies Act, 2013 and regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of five consecutive i.e. up to the 41<sup>st</sup> Annual General Meeting of the company which will be held in the F.Y. 2024, and she shall not be liable to retire by rotation. In the opinion of the Board Ms. Arzoo Bimal Patodia (DIN: 07555814) fulfils the conditions specified in the Act and rules made there under as also under the Listing Regulation for her appointment as Independent Director of the Company. Further Ms. Arzoo Bimal Patodia (DIN: 07555814) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Director. The Company has received notices in writing from member proposing her candidature for the office of Independent Director of the Company. The Company has also received declaration from the Director that she meets the criteria of Independence as prescribed both under sub section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Arzoo Bimal Patodia (DIN: 07555814) is interested in the above resolution as appointee as set out in item no. 2 of the Notice with regard to her appointment. Copy of the draft letter for appointment of Ms. Arzoo Bimal Patodia (DIN: 07555814) as an Independent Director setting out the terms and conditions is available for inspection by members free of cost at the registered office of the Company at the time specified as above.

The Directors, therefore, recommend the Resolution as set out in item no. 2 for the approval of the Members of the Company. Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

### **ITEM NO. 3:**

Mr. Satanand Pandey (DIN: 08240027) was appointed as an Additional Director by the Board with effect from 14<sup>th</sup> November, 2018 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Satanand Pandey (DIN: 08240027) will hold office up to the date of the ensuing AGM, was appointed as additional Independent Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Mr. Satanand Pandey (DIN: 08240027) as Independent Director under Section 149 of the Companies Act, 2013 and regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of five consecutive i.e. up to the 41<sup>st</sup> Annual General Meeting of the company which will be held in the F.Y. 2024, and he shall not be liable to retire by rotation. In the opinion of the Board Mr. Satanand Pandey (DIN: 08240027) fulfils the conditions specified in the Act and rules made there under as also under the Listing Regulation for his appointment as Independent Director of the Company. Further Mr. Satanand Pandey (DIN: 08240027) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Company has received notices in writing from member proposing his candidature for the office of Independent Director of the Company. The Company has also received declaration from the Director that he meets the criteria of Independence as prescribed both under sub section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Satanand Pandey (DIN: 08240027) is interested in the above resolution as appointee as set out in item no. 3 of the Notice with regard to his appointment. Copy of the draft letter for appointment of Mr. Satanand

Pandey (DIN: 08240027) as an Independent Director setting out the terms and conditions is available for inspection by members free of cost at the registered office of the Company at the time specified as above.

The Directors, therefore, recommend the Resolution as set out in item no.3 for the approval of the Members of the Company. Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

#### **ITEM NO. 4:**

Mr. Girish Verma (DIN: 08524681) was appointed as an Additional Director by the Board with effect from 10<sup>th</sup> August, 2019 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Girish Verma (DIN: 08524681) will hold office up to the date of the ensuing AGM, was appointed as additional Independent Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Mr. Girish Verma (DIN: 08524681) as Independent Director under Section 149 of the Companies Act, 2013 and regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of five consecutive i.e. up to the 41<sup>st</sup> Annual General Meeting of the company which will be held in the F.Y. 2024, and he shall not be liable to retire by rotation. In the opinion of the Board Mr. Girish Verma (DIN: 08524681) fulfils the conditions specified in the Act and rules made there under as also under the Listing Regulation for his appointment as Independent Director of the Company. Further Mr. Girish Verma (DIN: 08524681) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Company has received notices in writing from member proposing his candidature for the office of Independent Director of the Company. The Company has also received declaration from the Director that he meets the criteria of Independence as prescribed both under sub section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Girish Verma (DIN: 08524681) is interested in the above resolution as appointee as set out in item no. 4 of the Notice with regard to his appointment. Copy of the draft letter for appointment of Mr. Girish Verma (DIN: 08524681) as an Independent Director setting out the terms and conditions is available for inspection by members free of cost at the registered office of the Company at the time specified as above.

The Directors, therefore, recommend the Resolution as set out in item no. 4 for the approval of the Members of the Company. Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

#### **ITEM NO. 5:**

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits to Rs. 30 Crores for the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1) (a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorization is also proposed to be increased to Rs. 30 Crores for the Company.

The Directors, therefore, recommend the Resolution as set out in item no. 05 for the approval of the Members of the Company.

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

**ITEM NO. 6:**

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, with prior approval of Members by means of a Special Resolution is required to be passed by way of postal ballot.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits, subject to the approval of members the proposed to be increased in the limit up to Rs. 80 Crores (Rupees Eighty Crores Only) for the company. Hence, the Special Resolution at Item No.6 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The company's main business activity is investment activity accordingly the company is an Investment Company hence for the investment limit is not applicable as stated in the Section 186 of the Companies Act, 2013 and rules thereon, but for the best secretarial practice the said resolution is proposed to the shareholders for their approval.

The Directors, therefore, recommend the Resolution as set out in item no. 6 for the approval of the Members of the Company.

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

**Place: Mumbai**  
**Date: 10/08/2019**

**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**  
**E-210, 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)**

**DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (IN PURSUANCE OF Regulation 36(3) of the Listing Regulation):**

<b>SR. NO.</b>	<b>PARTICULARS</b>	<b>DETAILS</b>
1	Name of the Directors and DIN	Ms. Arzoo Bimal Patodia, 07555814
2	Date of Birth	01/03/1995 ,
3	Age	24
4	Qualification	Graduation
5	Date of Appointment	14.11.2018
6	Nature of his expertise in specific functional areas	Marketing
7	List of other Directorships and Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee	HAMILTON POLES MANUFACTURING CO LTD
8	Shareholding in the company	Nil

<b>SR. NO.</b>	<b>PARTICULARS</b>	<b>DETAILS</b>
1	Name of the Directors and DIN	Mr.Girish Verma , 08524681
2	Date of Birth	26/01/1983 ,
3	Age	36
4	Qualification	Graduation
5	Date of Appointment	10.08.2019
6	List of other Directorships and Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee	No other directorship.
7	Nature of his expertise in specific functional areas	Finance & Investment
8	Shareholding in the company	Nil

<b>SR. NO.</b>	<b>PARTICULARS</b>	<b>DETAILS</b>
1	Name of the Directors and DIN	Mr. Satanand Pandey, 08240027
2	Date of Birth	28/01/1956 ,
3	Age	63
4	Qualification	Graduation
5	Date of Appointment	14.11.2018
6	Nature of his expertise in specific functional areas	Management & Investment
7	List of other Directorships and Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee	No other directorship
8	Shareholding in the company	Nil



# YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

Regd. Off.: E-210, 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 (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 36<sup>th</sup> Annual General Meeting of the company, to be held on Wednesday, the 25<sup>th</sup> day of September, 2019 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:

SR. No.	Resolution(S)	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	To Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2019.		
2.	To regularise the appointment of Ms. Arzoo Bimal Patodia (DIN: 07555814) an Independent Non- Executive Director.		
3.	To regularise the appointment of Mr. Satanand Pandey (DIN: 08240027) as Independent Director of the Company		
4.	To regularise the appointment of Mr. Girish Verma (DIN: 08524681), as Independent Director of the Company		
5.	To increase in the limit of borrowing powers of the company.		
6.	To increase in investments(s), loans, guarantee and security in excess of limits specified under section 186 of companies act, 2013:		

\* 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 Number)	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.: E-210, 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)

## 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 36<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 Wednesday, the 25<sup>th</sup> day of September, 2019 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: E-210, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai- 400 053**

**CIN:L67120MH1983PLC029133**

**BALLOT PAPER**

Sr. 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:

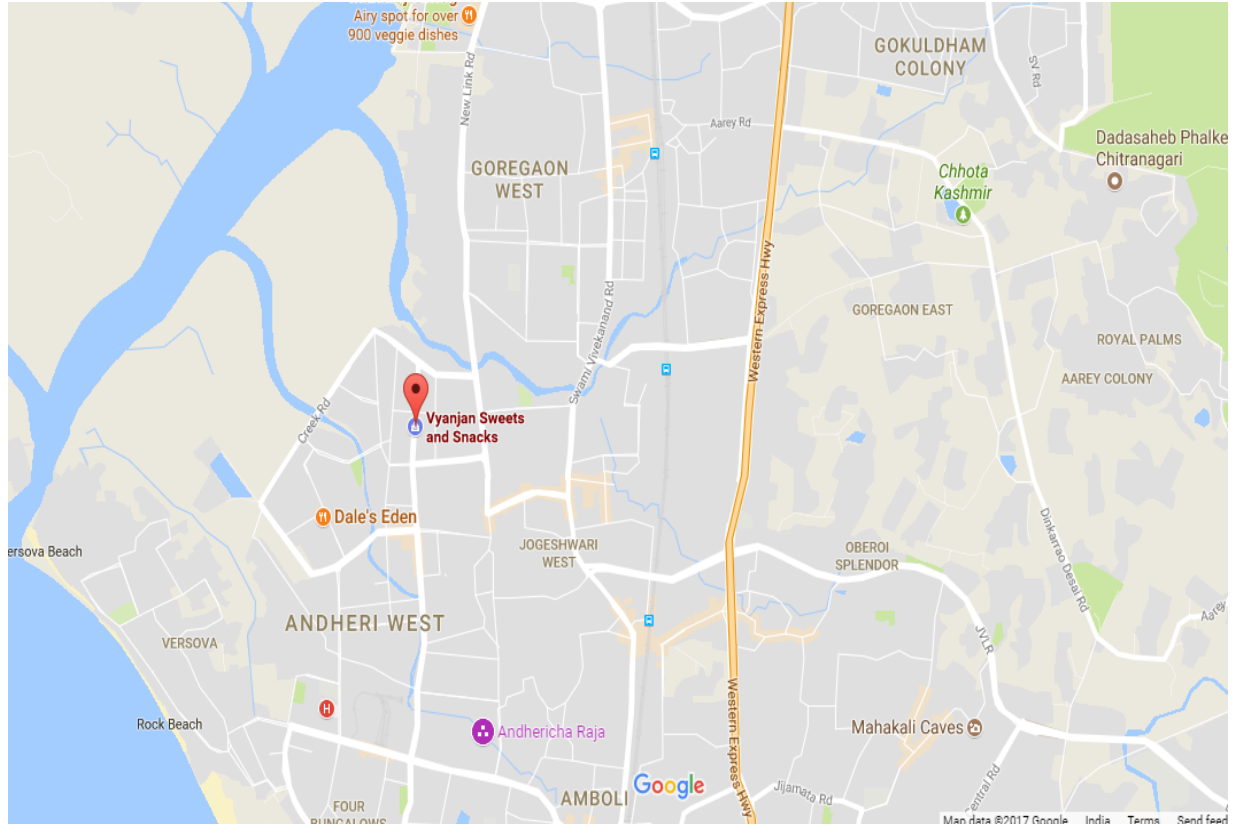
Sr. No.	Item No.	Type of Resolution	No. Of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2019.				
2.	To regularise the appointment of Ms. Arzoo Bimal Patodia (DIN: 07555814) an Independent Non-Executive Director.				
3.	To regularise the appointment of Mr. Satanand Pandey (DIN: 08240027) as Independent Director of the Company.				
4.	To regularise the appointment of Mr. Girish Verma (DIN: 08524681), as Independent Director of the Company.				
5.	To increase in the limit of borrowing powers of the company.				
6.	To increase in investments(s), loans, guarantee and security in excess of limits specified under section 186 of companies act, 2013:				

**Place: Mumbai**

**Date: 25/09/2019**

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**(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