



YAMINI INVESTMENTS COMPANY LIMITED
(CIN- L67120MH1983PLC029133)

A general methodology and
an introduction to different
types of investment



ANNUAL REPORT
2017-18



YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

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35TH ANNUAL REPORT 2017-18



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

COMPANY SECRETARY

MR. ALKESH PATIDAR

CHIEF FINANCIAL OFFICER

MS. SHALINI AGARWAL

BANKERS

HDFC BANK LTD.

Sakinaka, Andheri (E),
Mumbai

ICICI BANK LTD.

Andheri Link Road,
Mumbai

AUDITORS

M/S AGARWAL 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

Website: www.yaminiinvestments.com

CORPORATE OFFICE

Unit No. 205, Aggarwal City Mall,

2nd floor, Road No. 44, Pitampura,

Delhi – 110034

SHARE TRANSFER AGENT

**M/S SKYLINE FINANCIAL SERVICES PRIVATE
LIMITED**

D-153 A, 1st Floor,

Okhla Industrial Area,

Phase –I, New Delhi -110 020

Tel: 011-64732681-88; Fax: 011-6812682

Email:admin@skylinerta.com

Website: www.skylinerta.com



NOTICE OF 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 port. 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. 19thSeptember,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),
Mumbai-400 053
(CIN: L67120MH1983PLC029133)
Tel: 022-40164455
E-mail: yaminiinvestments@gmail.com
Website: 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)

SR. NO.	PARTICULARS	DETAILS
1	Name of the Directors	Mukesh Mittal
2	DIN	05300556
3	Date of Birth	02/01/1984
4	Qualification	Graduation
5	Age	34
6	Date of Appointment	24.01.2013
7	List of other Directorships	1. Venkateshwara Industrial Promotion Co. Ltd 2. Aengus Power and Infra Limited
8	Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	Membership of Audit and Stakeholder committee of the following companies: 1. Venkateshwara Industrial Promotion Co. Ltd



DIRECTORS' REPORT

To,
The Shareholders,
Yamini Investments Company Limited

The Directors have pleasure in presenting their 35th Director Report & Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2018.

FINANCIAL RESULTS

The summary of the financial performance of the Company for the year ended 31st March, 2018 as compared to the previous year is as below.

Particulars	Year ended 31.03.2017 (Amount in Rs.)	Year ended 31.03.2018 (Amount in Rs.)
Total Income	10,36,48,927.00	4,56,77,029.00
Total Expenditure	10,20,53,963.00	4,38,49,081.00
Profit/(Loss) before Tax	15,94,964.00	18,27,948.00
Profit/(Loss) After Tax	12,12,551.00	14,99,459.00
Paid up Share Capital	52,57,26,400.00	52,57,26,400.00
Reserve And Surplus	13,81,41,031.00	13,96,40,490.00

FINANCIAL PERFORMANCE

The Company has earned profit after tax of Rs. 14,99,459/- (Rs. Fourteen Lakhs Ninety Nine Thousand Four Hundred Fifty Nine Only) during the current financial year as against Rs. 12,12,551/- (Twelve Lakhs Twelve Thousand Five Hundred Fifty one Only) earned during the previous financial year. Profit before tax is 18,27,948/- (Eighteen Lakhs Twenty Seven Thousand Nine Hundred Fourty Eight only) as compared to 15,94,964/- (Fifteen Lakhs Ninety Four Thousand Nine Hundred Sixty Four Only) in previous year.

RESERVES & SURPLUS

There is no amount transferred in General reserve, free reserve or special reserve from the Current year profit.

DIVIDEND

To maintain the liquidity of funds, the Board of Directors has decided not to declare any dividend for this financial year 2017-18. The Board assures you to present a much strong financial statements in coming years.

DEPOSITS

As on 31.03.2018, the company does not have any deposit in any form from anyone. There was no deposit held by the company as on 31.03.2018, which was overdue or unclaimed by the depositors.

CHANGE IN NATURE OF BUSINESS

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

CHANGES IN SHARE CAPITAL

The paid up equity share capital as on 31st March, 2018 was Rs.52,57,26,400/- (Fifty Two Crore Fifty seven Lakhs Twenty Six Thousand four hundred).There is no change in the capital structure of the company during the year, as no new shares were issued and there is no capital reduction or restructuring done by the Company during the period under consideration.

CORPORATE GOVERNANCE



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

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	NIL
Outgo	NIL

PARTICULARS OF LOAN, GUARANTEE AND INVESTMENTS UNDER SECTION 186

During the period under review, the loans, advance and guarantees were provided by the Company under the provisions of Section 186 of Companies Act, 2013 is given in the balance sheet and schedule of Loans and Advances.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company has occurred between the ends of the financial year of the Company 31st March, 2018 till the date of this report.

RISK MANAGEMENT POLICY

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

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

DIRECTORS

The Board of the Company as on 31.03.2018 was as follows:

Sr. No.	Name Of Directors	Designation	Date of Appointment
1.	Mrs. Vandana Agarwal	Whole Time Director	24.01.2013



2.	Mr. Mukesh Mittal	Executive Director	24.01.2013
3.	Mr. Surendra Kumar Sharma	Independent Director	17.01.2015
4.	Mr. Deep Chand Sharma	Independent Director	17.01.2015
5.	Mr. Deepak Gupta *	Additional Director (executive)	14.02.2018
6.	Mr. Vikram *	Additional Independent Director	14.02.2018
7.	Mr. Narayanjee Thakur *	Additional Independent Director	14.02.2018

The following directors resigned after the closure of financial year i.e. 31.03.2018 but before the adoption of Director Report for F.Y. 2017-18:

- * Mr. Deepak Gupta resigned from the Directorship w.e.f. 30th April, 2018.
- * Mr. Mr. Vikram resigned from the Directorship w.e.f. 30th April, 2018.
- * Mr. Narayanjee Thakur resigned from the Directorship w.e.f. 30th April, 2018.

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

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

NUMBER OF MEETINGS OF THE BOARD

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

CHANGE IN DIRECTORS AND KMP DURING THE YEAR:



Sr. No.	Name Of Directors	Nature of change	Date of change
1.	Mr. Deepak Gupta	Appointed as Additional Director in a executive capacity	14.02.2018
2.	Mr. Vikram	Appointed as Additional Director in a non-executive Independent Director capacity	14.02.2018
3.	Mr. Narayanjee Thakur	Appointed as Additional Director in a non-executive Independent Director capacity	14.02.2018
4.	Mr. Nayankumar Gamdha	Appointed as Compliance Officer cum Company secretary of the Company	22.09.2017

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive and non-executive, independent directors to maintain the independence of the Board and separate its functions of governance and management. As on March 31, 2018, the Board consists of 7 members. Out of which two is executive director, one Woman Director is Whole-time Director and four 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 Lakhs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Independent Director, neither himself nor any of his relatives—
 - holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

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

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

GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

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

1. In preparation of the annual accounts for the financial year ended March 31, 2018, the applicable accounting standards have been followed.
2. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.



3. The directors have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The directors have prepared the annual accounts on a going concern basis.
5. The directors have laid down internal financial controls, which are adequate and are operating effectively.
6. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

AUDITORS

STATUTORY AUDITORS

M/s. SSRV & Associates, Chartered Accountants, Firm Registration No. 135901W, Mumbai are propose to be appointed as Statutory Auditors of the Company in place of retiring Auditor 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.

AUDITOR'S REPORT

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

SECRETARIAL AUDITOR

Mr. Akhil Agarwal, Practicing Company Secretary as a Secretarial Audit or was appointed to conduct the Secretarial Audit of the Company for the financial year 2017-18, as required under Section 204 of the Companies Act, 2013 and Rules there under.

The Secretarial Audit report for FY 2017-18 forms part of the Annual Report and part of the Board's report as **Annexure-1**.

EXPLANATION TO SECRETARIAL AUDITOR REMARKS

The Secretarial Auditors Report (MR-3) contains some qualification and adverse remark in F.Y. 2017-18; following are the explanations of the Board:

- i. 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.
- ii. During the audit of Company it was revealed that Inspection under Section of 207 of the Companies Act, 2013 by Regional Director, Mumbai was conducted. The Company 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

Vikas N Jain & Associates, (Chartered Accountants) performs the duties of internal auditors of the



company and his report is reviewed by the Audit Committee from time to time.

COST AUDITORS

Appointment of Cost Auditor is not applicable to the Company. Hence, the company has not appointed any Cost Auditor

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 2017-18 under Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013. In addition of the above the company has constitute "Internal Complaints Committee" as per Section 4 of the Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013.

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.

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 (as on the date of the Adoption of Annual Return & Director Report) namely Mrs. Vandana Agarwal Whole- Time Director, Mr. Mukesh Mittal Chairman Executive Director, Mr. Deep Chand Sharma Independent 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 9,12,45,500 equity shares of Rs.1/- each amounting to 17.36%. There was no un-paid dividend during the year.

CEO AND CFO CERTIFICATION:

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

PARTICULARS OF EMPLOYEES AND RELATED INFORMATION:

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are provided in the Annual Report. The disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, have been appended to this Report as Annexure IV.

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 : 27/08/2018

Sd/-
Mukesh Mittal
Director
DIN:05300556

Sd/-
Vandana Agarwal
Whole Time Director
DIN:02347593



“Annexure – 1”

FORM MR -3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[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, 2018 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, 2018 according to the provisions of:

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



directors/employees under the said guidelines / regulations during the year under review, the said regulation was not applicable to the company);

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

- Secretarial Standards with respect to Meeting of Board of Director(SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- The Listing Regulations Issued by the SEBI i.e. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Bombay Shops and Establishments Act, 1948;

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, 2018 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 was conducted.

I further report that

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

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

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

I further report that:

- During the audit period, there were no instances of:
 - (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
 - (ii) Redemption/buy-back of securities.
 - (iii) Merger/ amalgamation/ reconstruction etc.



(iv) Foreign technical collaborations

Note: This report is to be read with our letter of even date which is annexed as “**Annexure A**” and forms an integral part of this report.

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073

Place: Kolkata
Date: 13/08/2018



"ANNEXURE A"

To,
The Member,
M/s Yamini Investments Company Limited
C-710, Crystal Plaza, Opposite Infinity Mall,
New Link Road, Andheri (W),
Mumbai- 400053

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

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

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073

Place: Kolkata
Date: 13/08/2018



“Annexure-2”

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

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.: viren@skylinerta.com Website : www.skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Investments	66309	44.45 %
2	Sale of textile good	47820	55.55 %

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-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	285500	0	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	17.31	90960000	0	90960000	17.31	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
Sub-total (A)(1)	91245500	0	91245500	17.36%	91245500	0	91245500	17.36%	0
(2) Foreign									
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
Sub-total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	91245500	0	91245500	17.36%	91245500	0	91245500	17.36%	0



B. Public Shareholding									
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	202400	0	202400	0.04	0	0	0	0	(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
Sub-total (B)(1):-	202400	0	202400	0.04	0	0	0	0	(0.04)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	192862014	320000	193182014	36.75	194773101	320000	195093101	37.11	0.36
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital up toRs. 2 Lakhs	68812586	10442900	79255486	15.08	67372882	10922900	78295782	14.89	(0.19)



ii) Individual shareholders holding nominal share capital in excess of Rs 2 Lakhs	113587454	18836800	132424254	25.19	114187365	18836800	133024165	25.3	0.11
c) Others (HUF)	26657912	1684800	28342712	5.39	26210723	1684800	27895523	5.31	(0.08)
Non Resident Indians	0	0	0	0	1000	0	1000	0.00	0.00
Clearing members	914034	0	914034	0.17	11329	0	11329	0.00	(0.17)
Trusts	80000	80000	160000	0.03	80000	80000	160000	0.03	0.00
Sub-total (B)(2):-	402914000	31364500	434278500	82.61	402636400	31844500	434480900	82.64	0.03
Total Public Shareholding (B)=(B)(1)+ (B)(2)	403116400	31364500	434480900	82.64	402636400	31844500	434480900	82.64	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	494361900	31364500	525726400	100	493881900	31844500	525726400	100	0

ii) Shareholding of Promoters-

S N	Shareholder's Name	Shareholding at the beginning of the year 2017-18			Shareholding at the end of the year 2016-17			% 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

S. N.	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.	BELL INDUS FIBRECOM PVT LTD					
	At the beginning of the year	4023700	0.77			
				31/10/2017	-2297088	0.33
				03/11/2017	2297088	0.77
				25/01/2018	-1726612	0.44
				26/01/2018	-570476	0.33
				02/02/2018	2297088	0.77
	At the end of the year	4023700	0.77			
2.	FORTUNATE INFRA DEVELOPERS PRIVATE LIMITED					
	At the beginning of the year	5898981	1.12			
				01/09/2017	49800	1.13



	At the end of the year	5948781	1.13			
3.	FRUGAL DEVELOPERS PRIVATE LIMITED					
	At the beginning of the year	4905305	0.93			
				31/10/2017	-3663913	0.24
				03/11/2017	3663913	0.93
				25/01/2018	-1241392	0.70
				26/01/2018	-2422521	0.24
				02/02/2018	3663913	0.93
	At the end of the year	4905305	0.93			
4.	OVERALL LOGISTICS PRIVATE LIMITED					
	At the beginning of the year	5381910	1.02			
				Nil	Nil	Nil
	At the end of the year	5381910	1.02			
5.	DUXTON HILLS BUILDER PRIVATE LIMITED					
	At the beginning of the year	5571704	1.06			
				Nil	Nil	Nil
	At the end of the year	5571704	1.06			
6.	JAI AMBE TRADEXIM PRIVATE LIMITED					
	At the beginning of the year	9215944	1.75			
				Nil	Nil	Nil
	At the end of the year	9215944	1.75			
7.	NATURAL INVESTMENT MANAGEMENT					
	At the beginning of the year	7812967	1.49			
				15/12/2017	22500	1.49
	At the end of the year	7835467	1.49			
8.	R K STOCKHOLDING PVT. LTD					



	At the beginning of the year	4421757	0.84			
				07/04/2017	288712	0.90
				14/04/2017	109600	0.92
				21/04/2017	65	0.92
				28/04/2017	14510	0.92
				05/05/2017	31015	0.93
				12/05/2017	10	0.93
				02/06/2017	-134888	0.90
				14/07/2017	99900	0.92
				04/08/2017	26000	0.92
				17/11/2017	-4854684	0.00
				22/12/2017	27788	0.01
				29/12/2017	23712	0.01
				05/01/2018	34000	0.02
				12/01/2018	53000	0.03
				19/01/2018	300225	0.08
				25/01/2018	138315	0.11
				02/02/2018	49120	0.12
				09/02/2018	36976	0.13
				16/02/2018	308191	0.19
				23/02/2018	243515	0.23
				02/03/2018	99792	0.25
				16/03/2018	19500	0.25
	At the end of the year	1336131	0.25			
9.	VEENIT BUILDERS PRIVATE LIMITED					
	At the beginning of the year	6852227	1.30			
				02/06/2017	134888	1.33



				01/09/2017	26000	1.33
	At the end of the year	7013115	1.33			
10.	MIDLAND FINANCIAL ADVISORY PRIVATE LIMITED	10103821	1.92			
				01/09/2017	1167933	2.14
				16/02/2018	512155	2.24
	At the end of the year	11783909	2.24			

v) Shareholding of Directors and Key Managerial Personnel: -

S. N.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vandana Agarwal				
	At the beginning of the year	285500	0.05	285500	0.05
	At the end of the year	285500	0.05	285500	0.05

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



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

B. REMUNERATION TO OTHER DIRECTORS - NIL

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



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

Salary in Rs.

SN	Particulars of Remuneration	Key Managerial Personnel			
		Company Secretary	CFO		
1	Gross salary	2,02,000 /-	1,10,000/-	-	-
	(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	-	-	-	-
	Total	2,02,000 /-	1,10,000/-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

By Order of the Board
For YAMINI INVESTMENTS COMPANY LIMITED

Place : Mumbai
Date : 27/08/2018

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:

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

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

Place : Mumbai
Date : 27/08/2018

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: 27/08/2018**



“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 2017-18

Sr. no	Name and designation of the Director/KMP	Remuneration for FY 17-18 (Amount Rs. In Lakhss)	Ratio to the Median Remuneration
1	Mrs. Vandana Agarwal, Whole- Time Director	-	-
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 16-17 (Amount Rs. In Lakhss)	Remuneration for FY 17-18 (Amount Rs. In Lakhss)	% Change
1	Mrs. Vandana Agarwal* Whole- Time Director	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	Company Secretary	1,60,750	2,02,000	25.66%
7	Shalini Agarwal Chief Financial Officer	1,52,670	1,10,000	(27.95%)

* Vandana Agarwal, Whole time director of the Company has given her consent for No remuneration in the FY 2017-18 due to less profit of the company.

The Number of Permanent employee on the roll of the Company during as on 31st March 2018 is below ten.



REPORT ON CORPORATE GOVERNANCE FOR F.Y. 2017-18

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

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

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

1. COMPANY’S PHYLOSOPHY ON CORPORATE GOVERNANCE

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

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

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

2. BOARD OF DIRECTORS

Size and composition of the Board

As on 31st March 2018, the Company’s Board of Directors comprises 7 Members, 3 of whom are Executive Directors, and 4 are Non-Executive Directors (NEDs). All 4 NEDs are Independent Directors. The Board’s composition is in compliance with the requirements of Regulation 17 of the Listing Regulations.

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

The names and categories of the Directors on the Board, the number of directorships and committee positions held by them in other companies as on 31st March 2018 are given as below:



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

Sr. No.	Name Of Directors	Category of Directorship	No. of other Directorships ⁽¹⁾	No. of Committee positions held ⁽²⁾	
				Chairman	Member
1.	Mrs. Vandana Agarwal	Whole Time Director & Chairman	0	0	0
2.	Mr. Mukesh Mittal	Executive Director	1	1	0
3.	Mr. Deepak Gupta	Executive Director	1	0	0
4.	Mr. Surendra Kumar Sharma	Non-Executive - Independent Director	0	0	0
5.	Mr. Deep Chand Sharma	Non-Executive - Independent Director	0	0	0
6.	Mr. Narayanjee Thakur	Non-Executive - Independent Director	1	0	0
7.	Mr. Vikram	Non-Executive - Independent Director	1	0	0

Notes:

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

Changes in Board Composition

Changes in board composition during FY18 and up to the date of this report are tabled below:

Sr. No.	Name Of Directors	Nature of change	Date of change
1.	Mr. Deepak Gupta	Appointed as Additional Director in a executive capacity	14.02.2018
		Resigned as Director of the Company	30.04.2018
2.	Mr. Vikram	Appointed as Additional Director in a non-executive capacity	14.02.2018
		Resigned as Director of the Company	30.04.2018
3.	Mr. Narayanjee Thakur	Appointed as Additional Director in a non-executive capacity	14.02.2018
		Resigned as Director of the Company	30.04.2018

Board meetings



Dates for Board meetings in the ensuing year are decided in advance and circulated to all Directors. The agenda for each meeting, along with detailed notes, is circulated in advance to the Directors. Attendance of Directors at the Meeting of Board of Directors for the Financial Year 2017-18.

Six Board meetings were held during the year under review and the gap between two meetings did not exceed 120 days. These meetings were held on 30/05/2017, 27/08/2017, 14/08/2017, 22/09/2017, 14/11/2017 and 14/02/2018. One separate meeting of Independent Directors was also held on 14th March 2018.

Attendance of directors during FY 2017-18

S. N.	Name of Director	Category of Directorship	Attendance at AGM on 25th September, 2017	No. of Board Meetings in the Year During respective tenure of Directors	
				Held	Attended
1	Mr. Mukesh Mittal	Executive Director	Yes	6	6
2	Mrs. Vandana Agarwal	Whole-Time Director	Yes	6	6
3	Mr. Surendra Kumar Sharma	Independent Director	No	6	6
4	Mr. Deep Chand Sharma	Independent Director	No	6	6
5	Mr. Deepak Gupta ⁽¹⁾	Executive Director	NA	0	0
6	Mr. Vikram ⁽²⁾	Independent Director	NA	0	0
7.	Mr. Narayanjee Thakur ⁽³⁾	Independent Director	NA	0	0

⁽¹⁾Resigned as Director w.e.f. 30th April, 2018.

⁽²⁾Resigned as Director w.e.f. 30th April, 2018.

⁽³⁾Resigned as Director w.e.f. 30th April, 2018.

Meeting of Independent Directors

During the year under review, a separate meeting of the Independent Directors was held on 14th March 2018. At the said meeting, the Independent Directors reviewed the performance of Non- Independent Directors, the Board as a whole and the Chairman, after taking into account the view of Executive Director(s) & Non-Executive Director(s). They also assessed the quality, quantity and timeliness of flow of information between the Company's management to the Board.

3. 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 2018, Four Audit Committee Meetings were held on 30.05.2017, 14.08.2017, 14.11.2017 and 14.02.2018 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 2018, Two Nomination and Remuneration Committee Meetings were held on 22.09.2017 and 14.02.2018 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 2018, Two Nomination and Remuneration Committee Meetings were held on 30.05.2017 and 14.02.2018 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.

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. Vandana Agrawal	Member	Whole-Time Director

4. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

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

5. GENERAL BODY MEETINGS:

Details of the Last 3 AGM are given as under:

Year	Date	Time	Venue
2014-2015	30.09.2015	09.30 am	Anmol Banquets, 2 nd 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 nd Floor, Harmony Mall, opp. Royal Enfield Showroom, Link Road, Goregaon (W), Mumbai- 400 104
2016-2017	25.09.2017	09:30 am	Vyanjan Banquets, 43, Oshiwara Link Plaza, next to Oshiwara Police Station, link road extn., Andheri (w), Mumbai- 400 102

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.

6. DISCLOSURES:

Related Party Transactions:

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

None of the transactions with any of the related parties were in conflict with the interest of the Company at large.

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 17(8) read with Part B of Schedule II of the SEBI(LODR) Regulation, 2015 and the certificate forms part of Annual Report. The Company complies with all the requirements of the Listing Regulations.

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

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

During the period under review, the loans, advance and guarantees were provided by the Company under the provisions of Section 186 of Companies Act, 2013 is given in the balance sheet and schedule of Loans and Advances.



Vigil Mechanism

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

7. MEANS OF COMMUNICATION

(i) Quarterly and Half-yearly financial results

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

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

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

(ii) Official News Releases

Official news releases are made whenever it is considered necessary.

(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

8. GENERAL SHAREHOLDER INFORMATION:

(a) AGM date, time and venue:

Annual General Meeting scheduled to be held on 25th September, 2018 Tuesday, 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 2017-18 is available on Company website: www.yaminiinvestments.com**

(b) Financial Year: The Financial Year is from 1stApril to 31st March.

Tentative Schedule

Unaudited Results for quarter ending June 30, 2018 - 14th August, 2018

Unaudited Results for quarter ending September 30, 2018 - 14th Nov., 2018



Unaudited Results for quarter ending December 31, 2018 - 14th Feb, 2019
 Unaudited Results for year ending March 31, 2019 - 30th May, 2019
 AGM for year ending March 31, 2019 - 30 September, 2019

(c) **Book Closure period:** Share Transfer Register will be closed from 20th September, 2018 to 25th September, 2018 (Both Days Inclusive).

(d) **Dividend payment date:** Not Applicable

(e) **Stock Exchange where securities are listed:**

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

(f) **Stock Market Data:**

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

Stock Code: 511012

ISIN: INE457N01025

Period: Apr 2017 to March 2018

All Prices in ₹

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
										H-L	C-O
Apr 17	33.65	33.65	25.20	25.20	3,24,137	97	1,00,58,293	3,24,137	100.00	8.45	8.45
May 17	24.70	24.70	23.60	23.60	17,349	27	4,18,431	17,349	100.00	1.10	1.10
Jun 17	23.60	23.60	23.60	23.60	33,114	9	7,81,489	33,114	100.00	0.00	0.00
Jul 17	23.15	23.15	17.10	17.10	10,20,799	200	1,97,32,250	10,20,799	100.00	6.05	6.05
Aug 17	16.80	16.80	16.55	16.55	233	10	3,879	233	100.00	0.25	0.25
Sep 17	16.55	16.55	16.55	16.55	3,14,036	14	51,97,291	3,14,036	100.00	0.00	0.00
Oct 17	16.25	16.25	16.25	16.25	1	1	16	1	100.00	0.00	0.00
Nov 17	15.95	15.95	14.55	14.70	7,57,985	1,251	1,14,07,824	7,57,985	100.00	1.40	1.25
Dec 17	14.56	14.75	9.05	13.80	5,07,063	492	58,56,533	5,07,063	100.00	5.70	0.76
Jan 18	14.47	14.48	6.29	6.29	9,77,196	541	79,84,224	9,77,196	100.00	8.19	8.18
Feb 18	6.17	6.40	5.88	6.40	8,37,545	691	51,03,873	8,37,545	100.00	0.52	0.23
Mar 18	6.40	6.55	5.55	5.55	83,934	56	5,02,051	83,934	100.00	1.00	0.85

Distribution of Shareholding as on 31st March, 2018

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	505	24.12	475820	0.09
5001 To 10,000	52	2.48	396543	0.08



10001 To 20,000	75	3.58	1176377	0.22
20001 To 30,000	57	2.72	1446179	0.28
30001 To 40,000	260	12.42	9595980	1.83
40001 To 50,000	47	2.24	2112724	0.4
50001 To 1,00,000	464	22.16	35803103	6.81
1,00,000 and Above	634	30.28	474719674	90.3
Total	2094	100	525726400	100

Pattern of Shareholding as on 31st March, 2018

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	195093101	37.11
4.	Individual shareholders holding nominal shares Capital up to Rs. 2 Lakhs	78295782	14.89
5.	Individual Shareholders holding nominal Shares Capital in excess of Rs.2 Lakhs	133024165	25.3
6.	Clearing Members	11329	0.00
7.	Hindu Undivided Family	27895523	5.31
	Trusts	160000	0.03
7.	Non Resident Indians	1000	0
8.	Foreign National	Nil	Nil
9.	Any other specify	Nil	Nil
	Total	52,57,26,400	100

Dematerialization of Shares as on 31st March, 2018

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	35,78,88,541	68.07%
Held in dematerialized Form in NSDL	13,59,93,359	25.87%
Physical	3,18,44,500	06.06%
Total Number of Shares	52,57,26,400	100.00

Registered Transfer Agents (RTA):

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

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

Share Transfer System:-

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, 2018. 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
Website: 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, 2018, 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.

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073

Place: Kolkata
Date: 13/08/2018



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

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



				potential conflicts of interest
11	Other Corporate Governance requirements	27	Yes	<input type="checkbox"/> Compliance with discretionary requirements <input type="checkbox"/> Filing of quarterly compliance report on Corporate Governance.
12	Website	46(2)(b) to (i)	Yes	<input type="checkbox"/> Terms and conditions of appointment of Independent Directors <input type="checkbox"/> Composition of various Committees of Board of Directors <input type="checkbox"/> Code of Business Conduct and Ethics for Directors and Management Personnel <input type="checkbox"/> Details of establishment of Vigil Mechanism/ Whistle Blower Policy <input type="checkbox"/> Policy on dealing with Related Party Transactions <input type="checkbox"/> Details of familiarization programs imparted to Independent Directors.

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, 2018.

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

Place : Mumbai
Date : 27/08/2018

Sd/-
Mukesh Mittal
Director
DIN: 05300556

Sd/-
Vandana Agarwal
Whole Time Director
DIN: 02347593



Economic Outlook

The Indian Economy During the year 2017-18, the Indian economy continued its journey towards restoring macro-economic stability. Despite the global sluggishness, economic growth continued to be robust as inflation remained stable, while key macro parameters such as Fiscal Deficit and Current Account Deficit, improved – estimated at 3.5 percent and 0.7 percent of GDP respectively, by the end of the year. The IMF revised India's growth forecast to 6.8% in FY18, a decline from the official advance estimates of 7.1%. Measured in terms of Gross Value Added (GVA) at constant prices, agriculture grew at 4.9%, while manufacturing recorded a growth of 7.9% in 2017-18. Among the services sector, growth rate of 'financial, real estate & professional services' remained at 5.7% during the year. Large terms-of-trade gains, positive policy actions, structural reforms (the introduction of GST and formalisation of the inflation targeting framework) and improved confidence are expected to support consumer demand and investment. In the near term, however, private investment will likely be constrained by weakened corporate and public bank balance sheets and after effects of temporary negative consumption shock induced by cash shortages and payment disruptions associated with the recent currency note withdrawal and exchange initiative. The Union budget remained focused on boosting personal consumption through a reduction in the tax rates at the lowest slabs and record high allocation towards Mahatma Gandhi National Rural Employment Guarantee Act (MNREGA), which is expected to increase the spending power of the salaried class and rural population.

GLOBAL ECONOMIC OUTLOOK Global economic environment remained challenging in 2017 although economic activity is expected to pick up in 2018 and 2019, especially in emerging markets and developing economies. International Monetary Fund (IMF) in its latest outlook has upped the world GDP growth projections from 3.1% in 2016 to 3.5% in 2017. The real GDP growth in the United States dropped sharply to 1.6% in 2016 primarily on account of soft exports and declining investments. The growth is expected to rebound to 2.3% in 2018 and 2.5% in 2019 backed by expectations of fresh fiscal stimulus from the administration. The US seems to be the driver of global equity markets. Undoubtedly, the world's largest basket of wealth is managed in the US and therefore allocations are driven by the views of Fund Managers in the US. A vibrant US market motivates fund managers to allocate larger funds to other markets in search of new opportunities and as a means of diversification. Equity investors look for growth and global market capitalisation has grown with substantial growth in GDP. Going forward, perhaps the biggest risk to equity markets are the extended valuations in the US markets. The S&P 500 EPS over the last decade has remained in a narrow band of 85 -110 whereas the value of the S&P has appreciated significantly, especially in the last five years. The S&P EPS has fallen in the last three years. Further, since 2010, US companies have borrowed funds to do share buybacks which, according to some research reports, aggregated \$3.25 trillion for the S&P 500 companies and net of issuances, has reduced the number of shares issued by about 9.3%. Thus, in essence, if the number of shares had remained the same, the EPS would be lower by about 11%, reflecting a higher de growth in this period of rampant exuberance.

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. 18,27,948/- 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, Vikas N Jain and Associates, Chartered Accountants, to conduct internal audit covering all areas of operations including branches. The reports are placed before the Audit Committee of the Board.

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

Human Resources

People remain the most valuable asset of your Company. Your Company is professionally managed with senior management personnel having rich experience and long tenure with the Company. Your Company



follows a policy of building strong teams of talented professionals. Your Company encourages, appreciates and facilitates long term careers. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. The Company continues to focus on training programs for Skill Development, compliance and improved customer experience.

Cautionary Note

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

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 : 27/08/2018

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

We have audited the accompanying standalone financial statements of **YAMINI INVESTMENTS COMPANY LTD** ("the Company"), which comprises the Balance Sheet as at March 31, 2018 the Statement of Profit and Loss and the statement of cash flows for the year ended March 31, 2018 and a summary of significant accounting policies and other explanatory information (herein after referred to as "Standalone financial Statements").

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 (Ind AS) prescribed under section 133 of the Act read with relevant rules issued there under.

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

Our responsibility is to express an opinion on these Standalone financial statements based on our audit.

We 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.

We conducted our 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.

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

4. Opinion

In our opinion and to the best of our information and according to the explanations given to me, the aforesaid Standalone 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 31st March, 2018, and its profit/ loss and its cash flows for the year ended on that date.

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) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
- d) In our 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, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, 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 our 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.

Place: Mumbai
Date: 30.05.2018

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, 2018)

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

- (i) In respect of its fixed assets:
 - (a) The company has fixed assets so this clause is applicable to the company.

- (ii) In respect of its inventory:
 - (a) The inventories have been physically verified during the year by the management and in our opinion, the frequency of verification is reasonable. As explained to us, no material discrepancies were noticed on physical verification of inventories as compared to the book records.

- (iii) In respect of loans, secured or unsecured, granted to the parties covered in register maintained under section 189 of the Companies Act 2013:
 - (a) According to the information and explanations given to us, the Company has not granted any loans to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013; and therefore paragraph 3(iii) of the Order is not applicable.

- (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 Companies Act, 2013 in respect of loans, investments, guarantees and security.

- (v) In our opinion and according to the information and explanations given to us, the Company has not received any deposits during the year.

- (vi) To the best of our knowledge as explained, the requirement of maintenance of cost records under clause 148(1) of the Companies Act, 2013, read with companies (cost Records and Audit) Rules, 2014 , is not applicable to the company.

- vii) In respect of statutory dues:
 - (a) According to the records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, applicable to it, with the appropriate authorities.
 - (b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, Wealth Tax, Custom Duty, Excise Duty, Sales tax, VAT, Cess and other material statutory dues in arrears /were outstanding as at 31 March, 2018 for a period of more than six months from the date they became payable.

- viii) In our opinion and according to the information and explanations given to us, the Company has no dues to financial institutions, banks and debenture holders.

- ix) In our opinion, during the year, there were no moneys raised by way of initial public offer or further public offer and term loans.

- x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.



- xi) In our opinion and according to the information and explanations given to us, no any managerial remuneration was paid during the year.
- xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provision of clause 3(xii) of the Order is not applicable.
- xiii) In our opinion and according to the information and explanations given to us, there were no any transactions with related parties.
- xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures during the year under review therefore this clause is not applicable.
- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with the Directors.
- xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered u/s 45-IA of the Reserve Bank of India Act, 1934.

Place: Mumbai
Date: 30.05.2018

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, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The 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

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. I conducted our 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.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial 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.

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

Meaning of Internal Financial Controls over Financial Reporting

A 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 our 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, 2018, 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: 30.05.2018

For AGARWAL DESAI AND SHAH
CHARTERED ACCOUNTANTS
FRN: 124850W

Sd/-
RISHI SEKHRI
PARTNER
MEMBERSHIP NO. 126656



YAMINI INVESTMENTS COMPANY LIMITED

(CIN: L67120MH1983PLC029133)

Balance Sheet as at 31st March, 2018

ASSETS	-	Mar-18	Mar-17	Mar-16
(1) Non-current assets				
(a) Property, Plant and Equipment	1	1,703,211	2,639,471	3,575,731
(b) Capital work-in-progress		-	-	-
(c) Investment Property		-	-	-
(d) Goodwill		-	-	-
(e) Other Intangible assets		-	-	-
(f) Intangible assets under development		-	-	-
(g) Biological Assets other than bearer plants		-	-	-
(h) Financial Assets	2	300,900,000	255,900,000	200,000,000
(i) Investments		-	-	-
(ii) Trade receivables		-	-	-
(iii) Loans		-	-	-
(iv) Others (to be specified)		-	-	-
(i) Deferred tax assets (net)		-	-	-
(j) Other non-current assets		-	-	-
(2) Current assets				
(a) Inventories	3	6,796,500	1,799,300	26,555,839
(b) Financial Assets		-	-	-
(i) Investments		-	-	-
(ii) Trade receivables	4	29,923,267	32,681,660	6,908,689
(iii) Cash and cash equivalents	5	141,804	1,236,998	4,260,604
(iv) Bank balances other than (iii) above	5	1,104,070	2,338,211	4,112,043
(v) Loans		-	-	-
(vi) Others (to be specified)		-	-	-
(c) Current Tax Assets (Net)	6	331,621,050	370,692,127	469,596,226
(d) Other current assets	7	150,000	150,000	300,000
Total Assets		672,339,902	667,437,767	715,309,132
EQUITY AND LIABILITIES				
(1) Equity				
(i) Equity Share capital	8	525,726,400	525,726,400	525,726,400
(ii) Other Equity & Reserves	9	139,640,490	138,141,031	136,928,480
(2) LIABILITIES				
(i) Non-current liabilities				
(a) Financial Liabilities		-	-	-
(i) Borrowings		-	-	-
(ii) Trade payables		-	-	-
(iii) Other financial liabilities		-	-	-
(other than those specified in item (b), to be specified)		-	-	-



(b) Provisions		-	-	-
(c) Deferred tax liabilities (Net)	10	(131,982)	10,226	120,653
(d) Other non-current liabilities		-	-	-
(ii) Current liabilities		-	-	-
(a) Financial Liabilities		-	-	-
(i) Short Term Borrowings		-	-	-
(ii) Trade payables	11	5,791,836	2,794,653	52,494,200
(iii) Other financial liabilities (other than those specified in item (c))		-	-	-
(b) Other current liabilities	12	316,002	238,998	5,780
(c) Provisions	13	997,156	526,459	33,619
(d) Current Tax Liabilities (Net)		-	-	-
Total Equity and Liabilities		672,339,902	667,437,767	715,309,132

In terms of our report attached

For and on behalf of the Board of Directors

For AGARWAL DESAI & SHAH

Sd/-

Sd/-

Chartered Accountants

VANDANA AGARWAL

MUKESH MITTAL

Sd/-

Whole Time Director

Director

RISHI SEKHRI

DIN-02347593

DIN-05300556

Partner

Membership No. 126656

Sd/-

Place: Mumbai

Shalini Agarwal

Date: 30/05/2018

Chief Financial Officer

PAN-BHPPA8794J



YAMINI INVESTMENTS COMPANY LIMITED

(CIN: L67120MH1983PLC029133)

Statement of Profit and Loss for the year ended 31st March 2018

	Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
I	Revenue From Operations	14	23,045,150	74,720,190	128,619,726
II	Other Income	15	22,631,879	28,928,737	40,194,749
III	Total Income (I+II)		45,677,029	103,648,927	168,814,475
IV	EXPENSES				
	Cost of materials consumed		-	-	-
	Purchases of Stock-in-Trade	17	42,417,658	68,940,022	163,957,794
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	18	(4,997,200)	24,756,539	(14,396,509)
	Employee benefits expense	19	1,716,684	1,894,425	1,919,286
	Finance costs	20	5,318	11,051	30,465
	Depreciation and amortization expense	2	936,260	936,260	2,574,832
	Other expenses	21	3,770,361	5,515,666	7,198,225
	Total expenses (IV)		43,849,081	102,053,963	161,284,093
V	Profit/(loss) before exceptional items and tax (I- IV)		1,827,948	1,594,964	7,530,382
VI	Exceptional Items		-	-	-
VII	Profit/(loss) before tax (V-VI)		1,827,948	1,594,964	7,530,382
VIII	Tax expense:				
	(1) Current tax		470,697	492,840	2,326,890
	(2) Deferred tax	3	(142,208)	(110,427)	(10,727)
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		1,499,459	1,212,551	5,214,219
X	Earnings per equity share (for continuing operation):				
	(1) Basic		0.003	0.002	0.010
	(2) Diluted				

See accompanying notes to the financial statements

In terms of our report attached

For and on behalf of the Board of Directors

For AGARWAL DESAI & SHAH

Chartered Accountants

Sd/-

RISHI SEKHRI

Partner

Membership No. 126656

Place: Mumbai

Date: 30/05/2018

Sd/-

VANDANA AGARWAL

Whole Time Director

DIN-02347593

Sd/-

MUKESH MITTAL

Director

DIN-05300556

Sd/-

Shalini Agarwal

Chief Financial Officer

PAN-BHPPA8794J



YAMINI INVESTMENTS COMPANY LIMITED

L67120MH1983PLC029133

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2018

	For the year ended 31st March 2018 (Rupees)	For the year ended 31st March 2017 (Rupees)	For the year ended 31st March 2016 (Rupees)
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>			
Net profit before tax and after extra- ordinary items (As per profit & loss account)	1,827,948	1,594,964	7,530,382
Adjustments for items not included	936,260	936,260	2,574,832
<u>Operating Profit before working capital changes</u>	2,764,208	2,531,224	10,105,214
<u>Working capital adjustments: -</u>			
(Increase)/ decrease in current loans and advances	39,071,077	98,904,099	-40,637,985
(Increase)/ decrease in Trade receivables	2,758,393	-25,772,971	-6,100,989
(Increase)/ decrease in inventories	-4,997,200	24,756,539	-14,396,509
(Increase)/ decrease in other current assets	-	-	688,739
Increase/ (decrease) in secured or unsecured loans	-	-	-40,000
Increase/ (decrease) in current liabilities	3,074,187	-48,823,489	52,456,384
<u>Cash generated from operations</u>	42,670,665	51,595,402	2,074,854
Direct Taxes Paid	-	-492,840	-3,819,717
Net cash flow from operating activities (A)	42,670,665	51,102,562	-1,744,863
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>			
Proceed from sale(purchase) of investments	-45,000,000	-55,900,000	-
(Increase)/decrease in capital expenditure	-	-	-
(Increase)/decrease in fixed assets	-	-	-55,000
Net cash flow from investing activities (B)	-45,000,000	-55,900,000	-55,000
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>			
Proceeds from issue of equity shares	-	-	-
Share Application Money received(refund)	-	-	-
Net cash flow from financing activities (C)	-	-	-
Net cash flow during the year (A + B + C)	-2,329,335	-4,797,438	-1,799,863
Add: Opening cash and cash equivalents	3,575,209	8,372,647	10,172,510
Closing cash and cash equivalents	1,245,874	3,575,209	8,372,647
Components of cash and cash equivalents			
Cash in hand	141,804	1,236,998	4,260,604
Deposit with banks in current accounts	1,104,070	2,338,211	4,112,043
Toal cash and cash equivalents	1,245,874	3,575,209	8,372,647



YAMINI INVESTMENTS COMPANY LIMITED
Notes forming part of the financial statements

Note 2: Non Current Investments

Particulars	As at 31-Mar-18	As at 31-Mar-17
In Unquoted Preference shares		
Investment in 6% non Redeemable Preference share Pankaj Piyush Trade & Investment Ltd	200,000,000	200,000,000
In Unquoted equity shares		
BALAJI STOCK CONSULTANTS PVT. LTD. (13200 equity Share of Rs 10 Each)	6,204,000	6,204,000
DAYAVANT DEALER PVT. LTD (12575 equity Share of Rs 10 Each)	6,161,750	6,161,750
OMKARA DEALER PVT. LTD. (5290 equity Share of Rs 10 Each)	2,539,200	2,539,200
SUNFLOWER INVESTMENT MANAGEMENT PVT. LTD (17150 equity Share of Rs 10 Each)	3,172,750	3,172,750
CASTLE REALCON PVT. LTD (13100 equity Share of Rs 10 Each)	6,353,500	6,353,500
DACE EXIM PRIVATE LIMITED (37500 equity Share of Rs 10 Each)	7,500,000	-
DEVESHWAR REATY PVT. LTD (2450 equity Share of Rs 10 Each)	1,176,000	1,176,000
JUHI VYAPAAR PRIVATE LIMITED (12500 equity Share of Rs 10 Each)	5,000,000	-
KAKSH IMPEX PRIVATE LIMITED (11250 equity Share of Rs 10 Each)	4,500,000	-
LORD KRISHNA JEWELERY PRIVATE LIMITED (13600 equity Share of Rs 10 Each)	6,256,000	6,256,000
PEARL PLANET PVT. LTD (108437 equity Share of Rs 10 Each)	5,096,550	5,096,550
STARROSE DEALER PRIVATE LIMITED (20000 equity Share of Rs 10 Each)	10,000,000	-
SUBHLABH FINCON PVT. LTD. (16000 equity Share of Rs 10 Each)	7,680,000	7,680,000
SUBHLABH INVESTMENT CONSULTANTS PVT LTD (10000 equity Share of Rs 10 Each)	10,000,000	-
SYMPHONY DEALCOMM PVT. LTD (13500 equity Share of Rs 10 Each)	3,199,500	3,199,500
UJJWAL FINANCIAL MANAGEMENT PVT. LTD (16970 equity Share of Rs 10 Each)	8,060,750	8,060,750
VIGHNAHARTA INFRA DEVELOPERS PRIVATE LIMITED (16000 equity Share of Rs 10 Each)	8,000,000	-
Total	300,900,000	255,900,000

Note 3: Inventories

Particulars	As at 31-Mar-18	As at 31-Mar-17
Equity Shares	6,796,500	1,799,300
Total	6,796,500	1,799,300



Note 4: Trade Receivables

Particulars	As at	As at
	31-Mar-18	31-Mar-17
Sundry Debtors Less than Six Months	29,923,267	32,681,660
Total	29,923,267	32,681,660

Note 5: Cash and Cash Equivalents

Particulars	As at	As at
	31-Mar-18	31-Mar-17
Balances with banks In current accounts	1,104,070	2,338,211
Cash in hand	141,804	1,236,998
Total	1,245,874	3,575,209

Note 6: Short Term Loans and Advances

Particulars	As at	As at
	31 March, 2018	31 March, 2017
Loans to Others	320,372,188	311,858,101
Advance to Others	6,412,667	55,075,629
Tax Deducted at Sources	4,836,195	3,758,397
Total	331,621,050	370,692,127

Note 7: Other Current Assets

Particulars	As at	As at
	31 March, 2018	31 March, 2017
Rent Security Deposits	150,000	150,000
Total	150,000	150,000

Note 9: Reserves & Surplus

Particulars	As at	As at
	31-Mar-18	31-Mar-17
(a) Securities premium account		
Opening balance	130,831,600	130,831,600
Add : Premium on shares issued during the year	-	-
	130,831,600	130,831,600
Less : Utilised during the year for:	-	-
Closing balance	130,831,600	130,831,600
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	7,309,431	6,096,880
Add: Profit / (Loss) for the year	1,499,459	1,212,551
Closing balance	8,808,890	7,309,431
Total	139,640,490	138,141,031



Note 10: Deffered Tax Liabilities

Particulars	As at 31 March, 2018	As at 31 March, 2017
Transfer from amalgamation	10,226	120,653
Less: Deffered Tax Assets	(142,208)	(110,427)
Total	(131,982)	10,226

Note 11: Trade Payable

Particulars	As at 31 March, 2018	As at 31 March, 2017
Audit Fees Payable	60,000	105,000
Sundry Creditors	5,731,836	2,689,653
Total	5,791,836	2,794,653

Note 12: Other Current Liabilities

Particulars	As at 31 March, 2018	As at 31 March, 2017
TDS Payable	21,540	121,717
Other Liabilities	294,462	117,281
Total	316,002	238,998

Note 13: Short Term Provisions

Particulars	As at	As at
	31-Mar-18	31-Mar-17
Provision for Income Tax	526,459	-
Add: During the year	470,697	526,459
Less: paid/adjusted	-	-
Total	997,156	526,459

YAMINI INVESTMENTS COMPANY LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2018
AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE
DEPRECIATION ON FIXED ASSETS AS PER COMPANIES ACT' 2013

NOTES : 1**Fixed Assets (Tangible Assets)**

Sr. No	Particulars	Gross Block			Depreciation			Net Block	
		Balance as on 31.03.17	Addition/ Deletion	Balance as on 31.03.2018	Balance as on 31.03.2017	During the year	Balance as on 31.03.2018	WDV balance as on 31.03.2017	WDV balance as on 31.03.2018
1	MOBILE	205,336.00		205,336.00	76,995.00	39,013.00	116,008.00	128,341.00	89,328.00
2	COMPUTER & ASSESORIES	1,432,697.00	-	1,432,697.00	1,064,892.00	296,170.00	1,361,062.00	367,805.00	71,635.00
3	FURNITURE	1,862,245.00	-	1,862,245.00	427,636.00	363,281.00	790,917.00	1,434,609.00	1,071,328.00
4	AIR CONDITION	415,140.00		415,140.00	167,544.00	78,886.00	246,430.00	247,596.00	168,710.00
5	CCTV	388,400.00		388,400.00	159,629.00	73,795.00	233,424.00	228,771.00	154,976.00
6	INVERTER	108,900.00		108,900.00	47,473.00	22,868.00	70,341.00	61,427.00	38,559.00
7	LED TV	168,250.00		168,250.00	73,345.00	35,331.00	108,676.00	94,905.00	59,574.00
8	MICROWAVE OVEN	33,150.00	-	33,150.00	13,379.00	6,298.00	19,677.00	19,771.00	13,473.00
9	RO	28,560.00	-	28,560.00	12,451.00	5,997.00	18,448.00	16,109.00	10,112.00
10	WATER	69,630.00	-	69,630.00	29,493.00	14,621.00	44,114.00	40,137.00	25,516.00
	TOTAL	4,712,308.00	-	4,712,308.00	2,072,837.00	936,260.00	3,009,097.00	2,639,471.00	1,703,211.00

NOTES

(i) All above assets are freehold assets.

(ii) Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful live as specified in schedule II.

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

For AGARWAL DESAI & SHAH
 CHARTERED ACCOUNTANTS

Sd/-
 RISHI SEKHRI
 PARTNER
 126656

Place : Mumbai
 Date: 30.05.2018

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

Sd/-
 Vandana Agarwal
 Whole Time Director
 DIN-02347593

Sd/-
 Mukesh Mittal
 Director
 DIN-05300556

Sd/-
 Shalini Agarwal
 Chief Financial Officer
 PAN-BHPPA8794J



YAMINI INVESTMENTS COMPANY LIMITED
Notes forming part of the financial statements
Note 14: Revenue from operations

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Sale of Textile Goods	12,800,750	10,987,500	-
Sale of Shares	10,244,400	63,732,690	128,619,726
Total	23,045,150	74,720,190	128,619,726

Note 15: Other Income

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Interest Received	22,631,879	28,928,737	40,194,749
Total	22,631,879	28,928,737	40,194,749

Note 16: Purchase of Stock in Trade

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Purchase of Shares	42,417,658	68,940,022	163,957,794
Total	42,417,658	68,940,022	163,957,794

Note 17: Changes in Inventories

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Opening Stock	1,799,300	26,555,839	12,159,330
Less: Closing Stock	6,796,500	1,799,300	26,555,839
Total	(4,997,200)	24,756,539	(14,396,509)

Note 18: Employee Benefit Expenses

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Salaries & Wages	1,716,684	1,894,425	1,919,286
Total	1,716,684	1,894,425	1,919,286

Note 19: Payment To Auditors

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017	For the year ended 31st March, 2016
As Statutory Audit Fees	45,000	60,000	18,500
Total	45,000	60,000	18,500

Note 20: Finance Cost

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Bank Charges	5,318	11,051	30,465
Total	5,318	11,051	30,465

Note 21: Depreciation and amortisations

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Depreciation Expenses & Preliminary expenditure w/off	936,260	936,260	2,574,832
Total	936,260	936,260	2,574,832



Note 22 : Other expenses

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Advertisement Expenses	30,563	46,035	57,980
AGM Conduct Exp.	2,500	18,900	
Bad Debts	-	546,337	
Business Promotion Expenses	222,487	624,619	
Commission Paid	1,800,000	1,818,320	
Demat Charges	8,826	529	1,500
Depository Fees	23,166	214,325	
Director Remuneration	-	200,000	
Electricity Expenses	46,290	37,080	5,770
Filing Fees & Subscription	-	7,200	10,000
Interest on TDS	792	45	
Listing and Depository Fee	494,500	229,000	324,478
Misc Expenses	13,449	22,459	61,828
Postage, Telegram & Courier Charges	9,649	21,597	78,318
Printing & Stationary Expenses	46,354	81,546	66,345
Professional Charges	287,040	590,700	165,545
Rent Expenses	467,400	524,400	467,400
ROC Fees	-	10,800	8,400
Rounded Off	45	-	
Stamp Duty Expenses			5,794,855
Telephone Expenses	47,066	115,948	35,914
Travelling and Conveyance Expenses	218,508	345,826	101,392
Website Maintenance	6,726	-	-
	3,725,361	5,455,666	7,179,725

YAMINI INVESTMENTS COMPANY LIMITED
Notes forming part of the financial statements

Note 8: Share capital

Particulars	Mar-18		Mar-17	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised				
Equity shares of Rs. 1/- each with voting rights	658,820,000	658,820,000	658,820,000	658,820,000
	658,820,000	658,820,000	658,820,000	658,820,000
(b) Issued				
Equity shares of Rs. 1/- each with voting rights	525,726,400	525,726,400	525,726,400	525,726,400
	525,726,400	525,726,400	525,726,400	525,726,400
(c) Subscribed and fully paid up				
Equity shares of Rs. 1/- each with voting rights	525,726,400	525,726,400	525,726,400	525,726,400
Total	525,726,400	525,726,400	525,726,400	525,726,400

Refer Notes (i) to (ii) below

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

Particulars	Opening Balance	Fresh Issue	Other Changes	Closing Balance
Issued, Subscribed and Fully Paid-up				
Equity shares with voting rights				
-				
- Number of shares	525,726,400	-	-	525,726,400
- Amount (Rs.)	525,726,400	-	-	525,726,400
-				
- Number of shares	525,726,400	-	-	525,726,400
- Amount (Rs.)	525,726,400	-	-	525,726,400



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

Class of shares / Name of shareholder	Mar-18		Mar-17	
	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	-	0.00	-	0.00
1. SURBHI INFRAPROJECT PRIVATE LIMITED	7,20,00,000	13.70	7,20,00,000	13.70
Total	7,20,00,000	13.70	7,20,00,000	13.70

Statement of changes in equity for the year ended March 31, 2018

Equity shares of Re. 1 each issued, subscribed and fully paid	Mar-18		Mar-17		Mar-16	
	Number	Value	Number	Value	Number	Value
Balance at the beginning of the year	658,820,000.00	658,820,000.00	658,820,000.00	658,820,000.00	658,820,000.00	658,820,000.00
Changes during the year	-	-	-	-	-	-
Balance at the end of the year	658,820,000.00	658,820,000.00	658,820,000.00	658,820,000.00	658,820,000.00	658,820,000.00

Other equity

	Reserves and surplus					
	Capital redemption reserve	Securities premium account	General reserve	Retained earnings	Cash flow hedge reserve	Total
Balance as at April 1, 2016	-	130,831,600.00	-	6,096,880.00	-	136,928,480.00
Profit for the year	-	-	-	1,212,550.61	-	1,212,550.61
Other comprehensive income	-	-	-	-	-	-
Transfer from retained earnings	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	-
Dividend distribution tax	-	-	-	-	-	-
Balance as at March 31, 2017	-	130,831,600.00	-	7,309,430.61	-	138,141,030.61
Balance as at April 1, 2017	-	130,831,600.00	-	7,309,430.61	-	138,141,030.61
Profit for the year	-	-	-	1,499,459.00	-	1,499,459.00
Other comprehensive income	-	-	-	-	-	-
Transfer from retained earnings	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	-
Dividend distribution tax	-	-	-	-	-	-
Balance as at March 31, 2018	-	130,831,600	-	8,808,890	-	139,640,490

In terms of our report attached

For and on behalf of the Board of Directors

For AGARWAL DESAI & SHAH

Chartered Accountants

Sd/-

RISHI SEKHRI

Partner

Membership No. 126656

Place: Mumbai

Date: 30/05/2018

Sd/-

VANDANA AGARWAL

Whole Time Director

DIN-02347593

Sd/-

MUKESH MITTAL

Director

DIN-05300556

Sd/-

Shalini Agarwal

Chief Financial Officer

PAN-BHPPA8794J



YAMINI INVESTMENTS COMPANY LIMITED
Notes forming part of the financial statements

1. Corporate Information

M/s YAMINI INVESTMENTS COMPANY LIMITED (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. Being a Public Limited Company its shares are listed on BSE stock exchanges. The company's Principal Business in Investment like Loans & Advance and Investments.

2. Summary of Significant Accounting Policies and Key Accounting Estimates and Judgements:

2.1 Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act.

Up to the year ended 31st March, 2017, The financial statements of the Company have been prepared under the historical cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India to comply with the Accounting Standards noted under Section 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 2013 ("the 2013 Act").

The accounting policies adopted in the preparation of financial statements are consistent with those of previous period.

2.2 Basis of preparation of financial statements with Ind-As

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its Financial Statements as per the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 1st April, 2016. Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2018, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements". The figures for the previous year ended 31st March, 2017 and Opening Balance Sheet as on 1st April, 2016 have also been reinstated by the Management as per the requirements of Ind AS.

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

The Company has followed the provisions of Ind AS 101-"First Time adoption of Indian Accounting Standards" (Ind AS 101), in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. April 1, 2017. In accordance with Ind AS 101, the Company has presented reconciliations of Shareholders' equity under Previous GAAP and Ind AS as at March 31, 2017, and April 1, 2017 and of the Profit/ (Loss) after Tax as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2017. Refer note no 50.

The financial statements of the Company for the year ended 31st March, 2018 has been approved by the Board of Directors in their meeting held on 30.05.2018.



2.3 Use of Estimates and Judgements

The preparation of the financial statements in conformity with Ind AS requires judgements, estimates and assumptions to be made that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

2.4 Presentation of Financial Statements

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

2.5 Revenue recognition

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

2.6 Interest Income

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

2.7 Sale of Products

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

2.8 Other Income

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

2.9 Inventories

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

2.10 Cash Flow Statement

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

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

2.11 First Time Adoption to Ind AS

The Company has adopted Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs with effect from 01st April, 2017, with a transition of 1st April, 2016. Ind AS 101-First-time Adoption of Indian Accounting Standards requires that all Ind AS Standards and interpretations that are issued and effective for



the first Ind AS financial statements which is for the year ended 31st March, 2018 for the company, be applied retrospectively and consistently for all financial years presented. Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity). Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

2.12 Earnings per share

Basic Earnings per share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders adjusted for the effects of potential equity shares by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive equity shares into equity shares.

2.13 Taxes on income

The income tax expenses or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current and deferred tax is recognised in the statement of profit & loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Current Tax

Current tax liabilities (or assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the taxation authorities using the tax rates (and tax laws) that have been enacted or substantively enacted, at the end of the reporting period.

Deferred Tax

Deferred Tax assets and liabilities is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (i.e., tax base). Deferred tax is also recognized for carry forward of unused tax losses and unused tax credits.

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period. The Company reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.

Deferred tax relating to items recognized outside the Statement of Profit and Loss is recognized either in other comprehensive income or in equity. deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.



Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

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

2.14 Depreciation and Amortization

a. Tangible fixed assets

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

Particular	Estimated life in Years
Computers & Printers	3
Furniture and fixtures	5
equipment's	9

b. Depreciation

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

2.15 Provisions and contingencies

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events but is not recognized because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligation cannot be made. The Company discloses the existence of contingent liabilities in Other Notes of Financial Statements.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.



Note 23: Contingent Liabilities and Commitments to the extent not provided for

Amount (₹)

	As at 31st March, 2018	As at 31st March, 2017
(a) Contingent Liabilities Security given by the company in respect of loans taken by other companies	Nil	Nil
(b) Commitments	Nil	Nil

Note 24: Earning and Expenditure in Foreign Currency

Amount (₹)

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Earnings	Nil	Nil
Expenditures	Nil	Nil

Note 25: 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 26:

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 27: Related Parties, Related Party Transactions & Balances receivable/payable as at the end of the year**27.a: Related Parties**

Description of relationship	Names of related parties
(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
(e) Company in which KMP / Relatives of KMP can exercise significant influence	

27.b: Related Party Transactions

Amount (₹)

Particulars of Related Party	Nature of Transactions	For the year ended 31st March, 2018	For the year ended 31st March, 2017
		Nil	Nil

27.c: Balances receivables/(payable) as at the end of the year

Amount (₹)



Particulars of Related Party	As at 31st March, 2018	As at 31st March, 2017
Receivable	Nil	Nil
Payable	Nil	Nil

Note 28: Earning Per Shares

year ended 31st March, 2018

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	1499459	1499459	1499459	1499459	0	0	0	0	1499459	1499459	1499459	1499459
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, 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

Note 29: 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.



Note: 30 Reconciliation of equity

Yamini Investments Company Limited
CIN L67120MH1983PLC029133
Reconciliation of equity as on March 31, 2016

Balance Sheet as at 31st March, 2016				
<u>ASSETS</u>	<u>Note</u>	Previous GAAP	Adjustments	IND AS
(1) Non-current assets				
(a) Property, Plant and Equipment		35,75,731	-	35,75,731
(b) Capital work-in-progress				
(c) Investment Property				
(d) Goodwill				
(e) Other Intangible assets				
(f) Intangible assets under development				
(g) Biological Assets other than bearer plants				
(h) Financial Assets		20,00,00,000	-	20,00,00,000
(i) Investments		-		-
(ii) Trade receivables		-	-	-
(iii) Loans		-		-
(iv) Others (to be specified)		-	-	-
(i) Deferred tax assets (net)		-		-
(j) Other non-current assets				
(2) Current assets				
(a) Inventories		2,65,55,839	-	2,65,55,839
(b) Financial Assets				-
(i) Investments				-
(ii) Trade receivables		69,08,689	-	69,08,689
(iii) Cash and cash equivalents		42,60,604	-	42,60,604
(iv) Bank balances other than (iii) above		41,12,043	-	41,12,043
(v) Loans		-		-
(vi) Others (to be specified)				-
(c) Current Tax Assets (Net)		46,95,96,226	-	46,95,96,226
(d) Other current assets		3,00,000	-	3,00,000
Total Assets		71,53,09,132	-	71,53,09,132
EQUITY AND LIABILITIES				
(1) Equity				
(i) Equity Share capital		52,57,26,400	-	52,57,26,400
(ii) Other Equity & Reserves		13,69,28,480	-	13,69,28,480
(2) LIABILITIES				
(i) Non-current liabilities				
(a) Financial Liabilities		-	-	-
(i) Borrowings		-	-	-
(ii) Trade payables		-	-	-



(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-	-
(b) Provisions		1,20,653	-	1,20,653
(c) Deferred tax liabilities (Net)		-	-	-
(d) Other non-current liabilities		-	-	-
(ii) Current liabilities				
(a) Financial Liabilities		-	-	-
(i) Short Term Borrowings			-	-
(ii) Trade payables		5,24,94,200	-	5,24,94,200
(iii) Other financial liabilities (other than those specified in item (c))		-	-	-
(b) Other current liabilities		5,780	-	5,780
(c) Provisions		33,619	-	33,619
(d) Current Tax Liabilities (Net)		-	-	-
Total Equity and Liabilities		71,53,09,132	-	71,53,09,132

Yamini Investments Company Limited
CIN L67120MH1983PLC029133
Reconciliation of equity as on March 31, 2017

Balance Sheet as at 31st March, 2017				
ASSETS	Note	Previous GAAP	Adjustments	IND AS
(1) Non-current assets				
(a) Property, Plant and Equipment		26,39,471	-	26,39,471
(b) Capital work-in-progress				
(c) Investment Property				
(d) Goodwill				
(e) Other Intangible assets				
(f) Intangible assets under envelopments				
(g) Biological Assets other than bearer plants				
(h) Financial Assets		25,59,00,000	-	25,59,00,000
(i) Investments		-	-	-
(ii) Trade receivables		-	-	-
(iii) Loans		-	-	-
(iv) Others (to be specified)		-	-	-
(i) Deferred tax assets (net)		-	-	-
(j) Other non-current assets				
(2) Current assets				
(a) Inventories		17,99,300	-	17,99,300
(b) Financial Assets				-
(i) Investments				-
(ii) Trade receivables		3,26,81,660	-	3,26,81,660
(iii) Cash and cash equivalents		12,36,998	-	12,36,998



(iv) Bank balances other than (iii) above		23,38,211	-	23,38,211
(v) Loans		-		-
(vi) Others (to be specified)				-
(c) Current Tax Assets (Net)		37,06,92,127	-	37,06,92,127
(d) Other current assets		1,50,000	-	1,50,000
Total Assets		66,74,37,767	-	66,74,37,767
EQUITY AND LIABILITIES				
(1) Equity				
(i) Equity Share capital		52,57,26,400	-	52,57,26,400
(ii) Other Equity & Reserves		13,81,41,031	-	13,81,41,031
(2) LIABILITIES				
(i) Non-current liabilities				
(a) Financial Liabilities		-	-	-
(i) Borrowings		-	-	-
(ii) Trade payables		-	-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-	-
(b) Provisions		-	-	-
(c) Deferred tax liabilities (Net)		10,226	-	10,226
(d) Other non-current liabilities		-	-	-
(ii) Current liabilities				
(a) Financial Liabilities		-	-	-
(i) Short Term Borrowings			-	-
(ii) Trade payables		27,94,653	-	27,94,653
(iii) Other financial liabilities (other than those specified in item (c))		-	-	-
(b) Other current liabilities		2,38,998	-	2,38,998
(c) Provisions		5,26,459	-	5,26,459
(d) Current Tax Liabilities (Net)		-	-	-
Total Equity and Liabilities		66,74,37,767	-	66,74,37,767



Yamini Investments Company Limited
CIN L67120MH1983PLC029133
Statement of Profit and Loss for the year ended 31st March 2017

SR	Particulars	Note No.	Previous GAAP	Adjustments	IND As
1	Revenue			-	-
1.a	Revenue from operations		7,47,20,190	-	7,47,20,190
1.a	Other Income		2,89,28,737	-	2,89,28,737
2	Total revenue		10,36,48,927	-	10,36,48,927
3	Expenses				
	(a) Purchase of Stock in Trade		6,89,40,022	-	6,89,40,022
	(b) Changes in Inventories		2,47,56,539	-	2,47,56,539
	(c) Employee Benefit Expense		20,94,425	-	20,94,425
	(d) Payment To Auditors		60,000	-	60,000
	(e) Finance Cost		11,051	-	11,051
	(f) Depreciation and amortisations		9,36,260	-	9,36,260
	(g) Other expenses		52,55,666	-	52,55,666
	Total expenses		10,20,53,963	-	10,20,53,963
4	Profit/(loss) before exceptional items and tax		15,94,964	-	15,94,964
	Exceptional Items		-	-	-
5	Tax expense:				
	(a) Current tax expense for Current year		4,92,840	-	4,92,840
	(b) Deferred tax expense for Current year		-1,10,427	-	-1,10,427
			3,82,413	-	3,82,413
6	Profit / (Loss) for the year (4 - 5)		12,12,551	-	12,12,551
7	Earnings per share (of Rs. 10/- each):				
	(a) Basic		-	-	-
	(b) Diluted		-	-	-

First time adoption of Ind AS

These financial statements, for the year ended March 31, 2018, are the first financial statements of the **Yamini Investments Company** ('YIL') that are prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2017, the YIL prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 ("Previous GAAP"). Accordingly, the 'YIL' has prepared these Ind AS financial statements which comply with applicable Ind AS for periods ended on March 31, 2018, together with the comparative period data as at and for the year ended March 31, 2017, as described in the summary of significant accounting policies. In preparing these Ind AS financial statements, the YIL's opening balance sheet was prepared as at April 1, 2016, the 'YIL's date of transition to Ind AS. This note explains the principal



adjustments made by the 'YIL' in restating its Previous GAAP financial statements; including the balance sheet as at April 1, 2016 and the financial statements as at and for the year ended March 31, 2017.

Exemptions applied

- ❖ Ind AS 101 permits a first-time adopter to elect to continue with the carrying value of all of its property, plant and equipment as recognised in the consolidated financial statements as on the date of transition to Ind AS, as per the Previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for decommissioning liabilities. The exemption can also be used for intangible assets covered by Ind AS 38. Accordingly, the Group has elected to measure all of its property, plant and equipment and intangibles at their Previous GAAP carrying value.
- ❖ Ind AS 101 permits a first-time adopter to elect not to apply Ind AS 103 retrospectively to past business combinations (business combinations that occurred before the date of transition to Ind AS). Accordingly, the company has elected to measure all assets and liabilities arising out of business combinations that occurred before the date of transition to Ind AS at their Previous GAAP carrying values.
- ❖ When an entity prepares separate financial statements, Ind AS 27 requires it to account for its investments either at cost or in accordance with Ind AS 109. A first-time adopter may choose either fair value at the entity's date of transition to Ind AS in its separate financial statements or Previous GAAP carrying amount at that date, to measure its investment deemed cost. The transition from Previous GAAP to Ind AS did not have a material impact on statement.
- ❖ Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be not material. The Group has elected to apply this exemption for such contracts/arrangements.

Foot notes to the reconciliation of equity as at April 1, 2016 and March 31, 2017 and profit and loss for the year ended March 31, 2017:

Sale of products

Under Previous GAAP, sale of products was presented net of taxes. However, under Ind AS, sale of products includes excise duty and excise duty on sale of products is separately presented on the face of statement of profit and loss. Thus, sale of products under Ind AS has not changes for the year ended March 31, 2016.

Revenue recognition under agency arrangement

The **Yamini Investments Company** ('YIL') based on principles of Ind AS 18 and accordingly its trial balance on a line by line basis. The transition from Previous GAAP to Ind AS did not have a material impact on statement of **Revenue recognition under agency arrangement**.

Derivative instruments and Foreign currency borrowings

The Company not uses derivative financial instruments, such as cross currency interest rate swap contracts ('CCIRS') and forward currency contracts, to hedge its foreign currency risks and interest rate risks. The transition from Previous GAAP to Ind AS did not have a material impact on statement of **Derivative instruments and Foreign currency borrowings**.

Defined benefit obligations



The transition from Previous GAAP to Ind AS did not have a material impact on statement of **Defined benefit obligations**.

Leases

The Yamini Investments Company ('YIL') have been treated as operating lease as per the requirements of Ind AS 17 and accordingly its trial balance relating to operations of the on a line by line basis. In Previous GAAP, YIL was recognised in operating lease under 'Other expenses'.

Provision for proposed dividend

The transition from Previous GAAP to Ind AS did not have a material impact on statement of **Provision for proposed dividend**.

Other comprehensive income

Under Previous GAAP, the Company had presented other comprehensive income separately. But, The transition from Previous GAAP to Ind AS did not have a material impact on statement of **Provision for proposed dividend**.

Deferred tax

The transition from Previous GAAP to Ind AS did not have a material impact on statement of deferred tax.

Reclassifications

Following reclassification adjustments have been carried out as per Ind AS requirements:

1. Security deposits have been classified under financial assets instead of loans and advances as per Previous GAAP.
2. Capital and other advances, Prepaid expenses and Balance with statutory/government authorities have been classified under other assets instead of loans and advance as per Previous GAAP.
3. Advance income tax (net) has been classified as Income tax asset instead of loans and advances as per Previous GAAP.

Current maturities of long term borrowings, liability for capital goods, interest accrued on borrowings, security deposits payable, unpaid dividends, salaries and bonus payable, freight expenses payable and other expenses payable have been classified under financial liabilities instead of current liabilities as per Previous GAAP

In terms of our report attached

For and on behalf of the Board of Directors

For AGARWAL DESAI & SHAH

Sd/-

Sd/-

Chartered Accountants

VANDANA AGARWAL

MUKESH MITTAL

Sd/-

Whole Time Director

Director

RISHI SEKHRI

DIN-02347593

DIN-05300556

Partner

Membership No. 126656

Sd/-

Place: Mumbai

**Shalini Agarwal
Chief Financial Officer**

Date: 30/05/2018

PAN-BHPPA8794J





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

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 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.: 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 day of 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.	Determination of fee for delivery of any documents through a particular mode to a member.				

Place: Mumbai

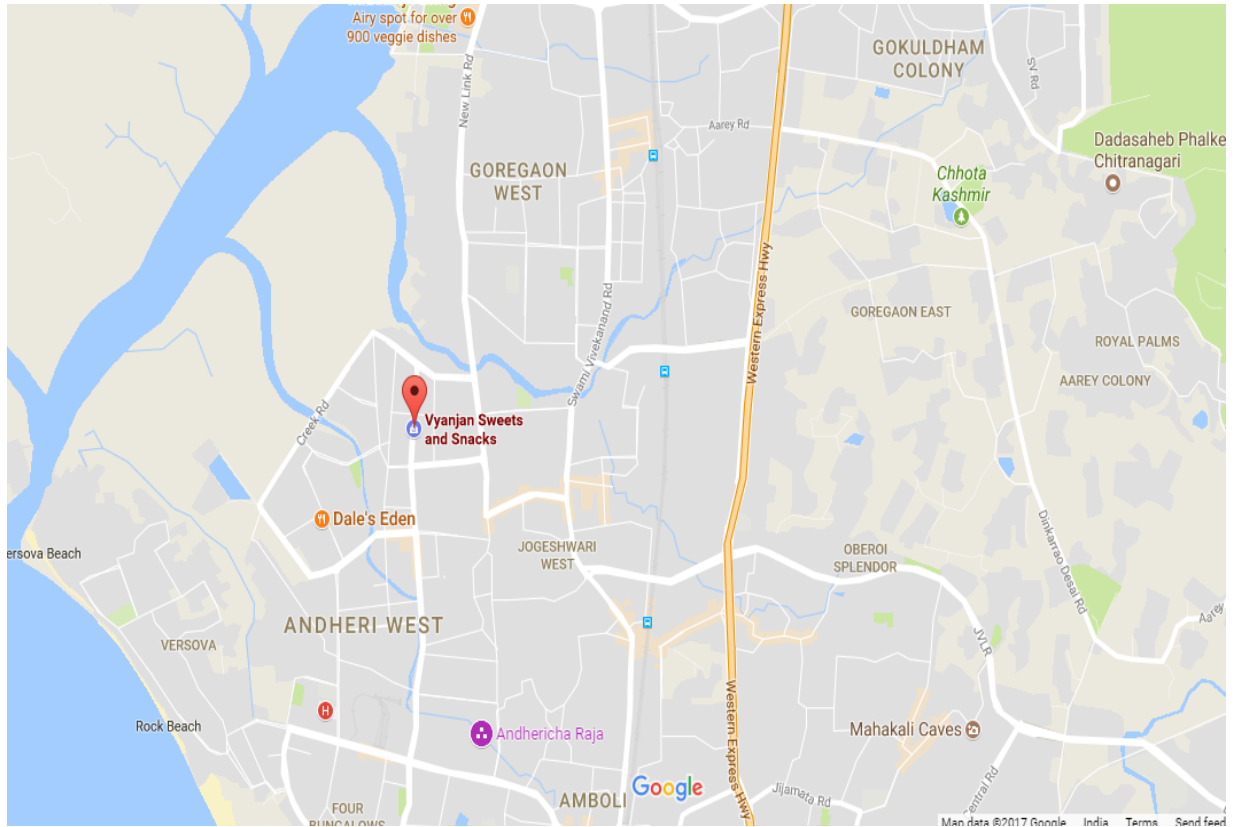
Date:

(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

