YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

Regd. Off.: E-210, CRYSTAL PLAZA, OPP. INFINITY MALL, NEW LINK ROAD, ANDHERI (W), MUMBAI- 400 053

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

Date: 2nd December, 2020

To,
The Bombay Stock Exchange,
Department of Corporate Services,
Floor 25, P J Tower, Dalal Street,
Mumbai- 400 001

Dear Sir/Madam,

Subject: Annual Report - Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Script Code: 511012

The Thirty Seven Annual General Meeting ('AGM') of the Company will be Thursday, December 24, 2020 at 2.00 P.M. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the Financial Year 2019-20 which is being dispatched/ sent to the members by the permitted mode(s).

The Annual Report for the Financial Year 2019-20 is uploaded on the website of the Company (https://www.yaminiinvestments.com/).

Please take the same on your record and acknowledge the receipt of the same.

Thanking You.

Yours Faithfully,
For **Yamini Investments Company Limited**

For Yamini Investments Company Limited

Company Secretary

Alkesh Patidar
Company Secretary
ACS-50704





YAMINI INVESTMENTS COMPANY LIMITED

(CIN- L67120MH1983PLC029133)

A general methodology and an introduction to different types of investment





Annual Report 2019-20

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COMPANY INFORMATION

BOARD OF DIRECTORS	**MRS. VANDANA AGARWAL** Whole Time Director **MR. SATANAND PANDEY** Independent Director **MR. GIRISH VERMA** Independent Director **MS. PRITI RAO** Independent Director (w.e.f. 02/09/2020)
COMPANY SECRETARY	**MR. ALKESH PATIDAR**
CHIEF FINANCIAL OFFICER	**MR. SHEKHAR DODRAJKA**
BANKERS	**ICICI BANK LTD.** Andheri Link Road, Mumbai
AUDITORS	**M/S SSRV AND ASSOCIATES** (FRN: 135901W) Chartered Accountants Mumbai
REGISTERED OFFICE	**E-210, Crystal Plaza, Opp. Infinity Mall,** **New Link Road, Andheri (W),** **Mumbai-400 053** Tel: 022-40164455 E-mail: yaminiinvestments@gmail.com Website: www.yaminiinvestments.com
CORPORATE OFFICE	**Unit No. 205, Aggarwal City Mall,** **2nd floor, Road No. 44, Pitampura,** **Delhi – 110034**
SHARE TRANSFER AGENT	**M/S SKYLINE FINANCIAL SERVICES PRIVATE LIMITED** D-153 A, 1st Floor, Okhla Industrial Area, Phase –I, New Delhi -110 020 Tel: 011-64732681-88; Fax: 011-6812682 Email:admin@skylinerta.Com Website: www.skylinerta.com

NOTICE OF 37TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF YAMINI INVESTMENTS COMPANY LIMITED WILL BE HELD ON THURSDAY, 24TH DECEMBER, 2020 AT 02:00 P.M. IST THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM') TO TRANSACT THE FOLLOWING BUSINESSES, IN COMPLIANCE WITH THE PROVISIONS OF GENERAL CIRCULAR NO. 20/2020 DATED MAY 5, 2020 READ WITH GENERAL CIRCULAR NO. 14/2020 DATED APRIL 8, 2020 AND GENERAL CIRCULAR NO. 17/2020 DATED APRIL 13, 2020 ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS ('MCA'), AND CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY 12, 2020 ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA ('SEBI'):

ORDINARY BUSINESS

ITEM NO. 1 ADOPTION OF FINANCIAL STATEMENT:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon;

To receive, consider and adopt the audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS

ITEM NO. 2 TO REGULARIZE THE APPOINTMENT OF MS. PRITI RAO (DIN: 08240562) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made there under, for the time being in force) and Regulation 16(1)(b) of the Listing Regulation and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, Ms. Priti Rao (DIN: 08240562) who was appointed as an Additional Director (Independent Women Director) of the Company by the Board in its meeting held on 2nd September, 2020 in terms of Section 161(1) of the Act and whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director to appoint as Independent Women Director for a term of 5 years in this AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e. up to 42nd Annual General Meeting of the Company will be held in Calendar, Year 2025". Ms. Priti Rao (DIN: 08240562) has given a declaration under Section 149(7) of the Companies Act, 2013 that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, in the opinion of the Board also, she fulfils the conditions specified in the Companies Act, 2013 for such an appointment.

None of the other Directors (other than Ms. Priti Rao (DIN: 08240562) /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions."

Place: Mumbai
Date: 30/11/2020

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

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

Registered Office:

Yamini Investments Company Limited
E-210, Cristal Plaza, Opp. Infinity Mall,
New Link Road, Andheri (W), Mumbai-400 053
(CIN: L67120MH1983PLC029133)

NOTES:

1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.

2) For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

3) The deemed venue for thirty-Seventh e-AGM shall be the Registered Office of the Company at E-210 Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (West), Mumbai - 400053

4) Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5) Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to csniteshchaudhary@gmail.com with a copy marked to evoting@nsdl.co.in.

6) Brief details of the directors, who are being re-appointed, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.

7) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

8) Pursuant to section 91 of the Companies Act, 2013 The Register of Members and the Transfer Book of the Company will remain closed from 18/12/2020 to 24/12/2020 (both days inclusive).

9) The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (Skyline Financial Services Pvt Ltd.) of the Company.

10) Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at Skyline Financial Services Pvt Ltd.), at D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi, Delhi-110020.

11) Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014 electronic copy of the Annual Report for financial year 2019-2020 along with Notice of 37th Annual General Meeting of the company is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s). Members may note that the Notice and Annual Report for FY2020 will also be available on the Company's website at www.yaminiinvestments.com website of the stock exchanges i.e., BSE Limited at www.bseindia.com, Notice and Annual Report is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

12) To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA Skyline Financial Services Pvt Ltd. Members may also note that the Notice of the 37th Annual General Meeting and the Annual Report for 2019-2020 will also be available on the Company's website www.yaminiinvestments.com, website of the stock exchanges i.e., BSE Limited at www.bseindia.com, Notice and Annual Report is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com which can be downloaded from the site.

13) SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form, Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

14) In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.

15) All the work related to share registry in terms of both physical and electronic is being conducted by Company's Registrar & Transfer Agent, Skyline Financial Services Pvt Ltd.), D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi, Delhi-110020. The Shareholders are requested to send their communication to the aforesaid address or via email at admin@skylinerta.com

16) Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at yaminiinvestments@gmail.com and mark cc to support@purvashare.com 'Post your Queries' during the period starting from 20th December, 2020 (from 9.00 a.m.) to 22nd December, 2020 (up to 5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that only questions of the members holding the shares as on cut-off date will be considered.

17) Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.

18) In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., , 18th December, 2020 such person may obtain the user id and password from RTA by email request on admin@skylinerta.com.

19) Brief details of the Directors, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and Regulation 36(3) Of the Listing Regulation, 2015.

20) Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.

21) Members are requested to send all communications relating to shares, unclaimed dividend, change of address etc. to the Registrar and Share Transfer Agents at the following address: Skyline Financial Services Pvt Ltd., at D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi, Delhi-110020. Tel: 011-40450193-97, 011-26812682-83, Email: admin@skylinerta.com if the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants.

22) Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so. In the context of General Meeting through VC/OAVM, availability of email id of shareholders will play key role for sending notice or other important communication to shareholders. Hence, Skyline Financial Services Pvt Ltd. is offering the facility for all shareholders (physical as well as demat) to update their email id with it for sending the notice of AGM and annual report. The facility for updating of e-mail id of the shareholders shall be available on their website www.skylinerta.com and the same can be updated by shareholders any time during the year.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to NSDL/RTA email id evoting@nsdl.co.in; admin@skylinerta.com; Tel. No. : 011-40450193-97, 011-26812682-83.

2. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to NSDL/RTA email id evoting@nsdl.co.in; admin@skylinerta.com; Tel. No. 011-40450193-97, 011-26812682-83.

Place: Mumbai
Date: 30/11/2020

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

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

Registered Office:

Yamini Investments Company Limited
(CIN: L67120MH1983PLC029133)
E-210, Cristal Plaza, Opp. Infinity Mall,
New Link Road, Andheri (W),
Mumbai-400 053
Tel: 022-40164455
E-mail: yaminiinvestments@gmail.com
Website: www.yaminiinvestments.com

Procedure and Instruction for E-Voting:

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Reglations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through E-voting shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through e-voting in case they have not casted their vote by remote e-voting.

The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at **www.yaminiinvestments.com**. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

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

The instructions for e-voting are as under:

The remote e-voting period begins on 09.00 a.m. on 21st day of December 2020 and shall end on 23rd day of December 2020 at 05.00 The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

A detail on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL Open web browser by typing the following URL: https://www.evoting.nsdl.com/
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ *with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 111728 then user ID is 101456001***

Your password details are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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

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

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

A Detail on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

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

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to yaminiinvestments@gmail.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to yaminiinvestments@gmail.com.

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

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at (company email id)..

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

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

If you have any queries or issues regarding attending AGM through the link, you may contact or write an email to

- **Amit Vishal, Senior Manager, NSDL at AmitV@nsdl.co.in or at telephone number 022-24994360 or**
- **Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in or at telephone number 022-24994545 or**
- **Mr. Manish Shah on 9324659811 or write an email to support@purvashare.com.**

- The e-voting period commences on 21/12/2020 at 9:00 A.M. and ends on 23/12/2020 at 5:00 P.M. During this period, members of the company holding shares either in physical form or in dematerialized form, as on the cut-off/relevant date i.e. 18/12/2020 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

- Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

- Any person, who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., 18/12/2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or yaminiinvestments@gmail.comb However, if such member is already registered with NSDL for remote e-voting then he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by NSDL by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

- 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, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- Mr. Nitesh Chaudhary, Practising Company Secretary, (M/s. Nitesh Chaudhary & Associates), has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and e-voting process in a fair and transparent manner.

- The Scrutinizer shall after the conclusion of voting at the AGM, 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 make, not later than two days 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 authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

- The Results declared along with the report of the Scrutinizer will be placed on the website of the Company www.yaminiinvestments.com and on the website of NSDL immediately after the declaration of results by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.

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

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

ITEM NO. 2:

Ms. Priti Rao (DIN: 08240562) was appointed as an Additional Director by the Board with effect from 2nd September, 2020 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Priti Rao (DIN: 08240562) will hold office up to the date of the ensuing AGM, was appointed as additional Independent Women Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Ms. Priti Rao (DIN: 08240562) as Independent Women Director under Section 149 of the Companies Act, 2013 and regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of five consecutive i.e. up to the 42nd Annual General Meeting of the company which will be held in the F.Y. 2025, and she shall not be liable to retire by rotation. In the opinion of the Board Ms. Priti Rao (DIN: 08240562) fulfils the conditions specified in the Act and rules made there under as also under the Listing Regulation for her appointment as Independent Director of the Company. Further Ms. Priti Rao (DIN: 08240562) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Director. The Company has received notices in writing from member proposing her candidature for the office of Independent Director of the Company. The Company has also received declaration from the Director that she meets the criteria of Independence as prescribed both under sub section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Priti Rao (DIN: 08240562) is interested in the above resolution as appointee as set out in item no. 2 of the Notice with regard to her appointment. Copy of the draft letter for appointment of Ms. Priti Rao (DIN: 08240562) as an Independent Director setting out the terms and conditions is available for inspection by members free of cost at the registered office of the Company at the time specified as above.

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

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 Director and DIN	**PRITI RAO & DIN: 08240562**
2	Date of Birth	**24/01/1986**
3	Age	**34 Years**
4	Qualification	**Graduate**
5	Date of Appointment	**2nd September, 2020**
6	Nature of his expertise in specific functional areas	**Finance**
7	List of other Directorships and Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee	**No Other Directorship**
8	Shareholding in the company	**NIL**

Place: Mumbai
Date: 30/11/2020

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

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

Registered Office:

Yamini Investments Company Limited
E-210, Cristal Plaza, Opp. Infinity Mall,
New Link Road, Andheri (W),
Mumbai-400 053
(CIN: L67120MH1983PLC029133)
Tel: 022-40164455
E-mail: yaminiinvestments@gmail.com
Website: www.yaminiinvestments.com

DIRECTORS' REPORT

To,
The Shareholders,
Yamini Investments Company Limited

The Directors have pleasure in presenting their 37th Director Report & Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2020.

FINANCIAL RESULTS

The summary of the financial performance of the Company for the year ended 31st March, 2020 as compared to the previous year is as below:

Particulars	Year ended 31.03.2019 (Amount in Rs.)	Year ended 31.03.2020 (Amount in Rs.)
Total Income	2,20,32,930.00	4,48,65,367.00
Total Expenditure	1,97,40,860.00	4,23,47,044.00
Profit/(Loss) before Tax	22,92,070.00	25,18,323.00
Profit/(Loss) After Tax	18,69,566.00	19,34,663.00
Paid up Share Capital	52,57,26,400.00	52,57,26,400.00
Reserve And Surplus	14,15,10,056.00	14,30,06,458.00

FINANCIAL PERFORMANCE & HIGHLIGHTS

The Company has earned profit after tax of Rs. 19,34,663/- (Rs. Nineteen Lakhs Thirty Four Thousand Six Hundred Sixty Three Only) during the current financial year as against Rs. 18,69,566/- (Rs. Eighteen Lakhs Sixty Nine Thousand Five Hundred Sixty Six Only) earned during the previous financial year. Profit before tax is 25,18,323/- (Twenty Five Lakhs Eighteen Thousand Three Hundred Twenty Three only)as compared to 22,97,070/- (Twenty Two Lakhs Ninety Seven Thousand and Seventy only) in previous year.

RESERVES & SURPLUS

There is no amount transferred in general reserve or special reserve from the Current year profit.

DIVIDEND

To maintain the liquidity of funds, the Board of Directors has decided not to declare any dividend for this financial year 2019-20. The Board assures you to present a much strong financial statements in coming years.

DEPOSITS

As on 31.03.2020, the company has not accepted any deposits within the meaning of Section 73 (1) and 74 of the Companies Act, 2013 read together with the companies (Acceptance of Deposits) Rules, 2014.

CHANGE IN NATURE OF BUSINESS

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

CHANGES IN SHARE CAPITAL

The paid up equity share capital as on 31st March, 2020 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.

REPORTS ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS:

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

In compliance with Regulation 34 and Schedule V of SEBI (LODR) Regulations 2015, report on the Corporate Governance, along with a certificate from the Statutory Auditors of the Company on compliance with the provisions is annexed and forms part of the Annual Report.

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

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

a) Conservation of Energy:

Since the company is not engaged in any industrial, manufacturing activity, issues relating to conservation of energy are not quite relevant to its functioning and has no particulars to report regarding conservation of energy and technology absorption.

b) Technology Absorption:

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

c) Foreign Exchange Earnings/Outgo:

Earnings	**NIL**
Outgo	**NIL**

PARTICULARS OF LOAN, GUARANTEE AND INVESTMENTS UNDER SECTION 186

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

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company has occurred between the ends of the financial year of the Company 31st March, 2020 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 during the Financial Year was as follows:

Sr. No.	Name Of Directors	Designation	Date of Appointment
1.	Mrs. Vandana Agarwal	Whole Time Director	24.01.2013
2.	Ms. Arzoo Bimal Patodia*	Independent Director	14.11.2018
3.	Mr. Satanand Pandey	Independent Director	14.11.2018

4.	Mr. Girish Verma	Independent Director	10.08.2019
5.	Ms. Priti Rao	Independent Director	02.09.2020

The following directors resigned during the F.Y. and after the closure of financial year i.e. 31.03.2020 but before the adoption of Director Report for F.Y. 2019-20:

* Ms. Arzoo Bimal Patodia Resigned from post of Independent Director w.e.f. 02 September, 2020.

** Ms. Priti Rao appointed as Additional Independent Director w.e.f. 02 September, 2020.

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

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

BOARD EVALUATION

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

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

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

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

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

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

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

NUMBER OF MEETINGS OF THE BOARD

The Board met 5 times during the financial year, the details of which are given in the corporate governance report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

The dates of Board Meetings are as follows:

24/04/2019, 30/05/2019, 10/08/2019, 27/08/2019, 14/11/2019 and 14/02/2020.

MEETING OF INDEPENDENT DIRECTORS:

Pursuant of the provision of Section 149 (8) of the Companies Act, 2013 read with Schedule IV and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Independent Directors of the Company held their meeting on 14th Feb, 2020 reviewed the performance of non- independent directors and the Board as a whole including the Chairperson of the Company, views expressed by the executive directors and non-executive directors at various level, and quantified the quality, quantity and timeliness of flow of information between the Company, management and the Board and expressed satisfaction.

CHANGE IN DIRECTORS AND KMP DURING THE YEAR:

Sr. No.	Name Of Directors	Nature of change	Date of change
1.	Mr. Ramesh Kumar Kanodia	Resignation from the post of Independent Directorship Of the Company	01.08.2019
2.	Mr. Girish Verma	Appointed as Additional Director in a non-executive Independent Director capacity	10.08.2019
3.	Ms. Shalini Agarwal	Resignation from the post of Chief Financial Officer of the Company	26.06.2019
4.	Mr. Shekhar Dodrajka	Appointed as Chief Financial Officer of the Company	10.08.2019

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

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

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

TRAINING OF INDEPENDENT DIRECTORS

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

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

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

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

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

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

COMMITTEES OF THE BOARD

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

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

DECLARATION AND DISCLOSURE BY INDEPENDENT DIRECTORS

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

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

INDEPENDENT DIRECTORS DECLARATIONS

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

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

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

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

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

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

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

1. In preparation of the annual accounts for the financial year ended March 31, 2020, 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 appointed as Statutory Auditors of the Company 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 Auditor was appointed to conduct the Secretarial Audit of the Company for the financial year 2019-20, as required under Section 204 of the Companies Act, 2013 and Rules there under.

The Secretarial Audit report for FY 2019-20 forms part of the Annual Report and part of the Board's report as **Annexure-1.**

SECRETARIAL AUDITOR REMARKS

The Secretarial Auditors Report (MR-3) contains some qualification and adverse remark in F.Y. 2019-20; following are the explanations of the Board:

i) During the audit of Company it was revealed that Company has received notice from Mumbai ROC in the year 2017-18 for non–compliance in some sections of Companies Act, 2013 and this matter is pending in Additional Metropolitan Magistrate, Girgaon, Mumbai and city sessions court Mumbai.

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

INTERNAL AUDITOR

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

COST AUDITORS

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

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

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

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

SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

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

POSTAL BALLOT:

No postal ballot was held during the year 2019-20.

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

No cases were filed during the Financial Year 2019-20 under Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013. In addition of the above the company has constitute "Internal Complaints Committee" as per Section 4 of the Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013.

A. No of Complaint filed during the Financial Year 2019-20: **NIL**,
B. No of Complaint disposed during the Financial Year 2019-20: **NIL**,
C. No of Complaint pending as on end of the Financial Year 2019-20: **NIL**,

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

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

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / 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. The Policy has been posted on the Company's website **www.yaminiinvestments.com**.

RISK MANAGEMENT AND INTERNAL CONTROLS:

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

PREVENTION OF INSIDER TRADING

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

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

SIGNIFICANT AND MATERIAL ORDERS

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

EXTRACT OF ANNUAL RETURNS

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

1. The Paid up capital of the Company is Rs. 52,57,26,400/- consisting of 52,57,26,400 equity shares of face value of Re.1/- each.
2. The Board of Directors of the company consists of 4 Directors (as on the date of the Adoption of Annual Return & Director Report) namely Mrs. Vandana Agarwal Whole- Time Director, Mr. Girish Verma Independent Director, Mr. Satanand Pandey Independent Director, and Ms. Priti Rao 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.

CFO CERTIFICATION:

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

PARTICULARS OF EMPLOYEES AND RELATED INFORMATION:

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

The disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company.

SECRETARIAL STANDARDS

The Company complies with the Secretarial Standards, issued by the Institute of Company Secretaries of India, which are mandatorily applicable to the Company. The same has also been confirmed by Secretarial Auditors of the Company in the Secretarial audit Report.

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**

Sd/-	**Sd/-**
Girish Verma	**Vandana Agarwal**
Director	**Whole Time Director**
DIN: 08524681	**DIN:02347593**

Place : Mumbai
Date : 30/11/2020

"Annexure – 1"

FORM MR -3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

[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
E-210, 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, 2020 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, 2020 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;

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, 2020 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;

i) During the audit of Company it was revealed that Company has received notice from Mumbai ROC in the year 2017-18 for non–compliance in some sections of Companies Act, 2013 and this matter is pending in Additional Metropolitan Magistrate, Girgaon, Mumbai and city sessions court Mumbai.

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

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

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

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

I further report that:

- During the audit period, there were no instances of:

(i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
(ii) Redemption/buy-back of securities.

(iii) Merger/ amalgamation/ reconstruction etc.
(iv) Foreign technical collaborations

Note:

- **This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part if this report.**
- **The Audit was conducted on quarterly basis and all the documents were obtained from the company except compliance for the quarter January to March 2020. Due to COVID-19 outbreak and the Government of India announcement complete lockdown which was further extended all the compliance documents for the quarter January to March 2020 were obtained through electronic mode and verified with requirements.**

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
UDIN: A035073B000615213

Place: Kolkata
Date: 25/08/2020

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"ANNEXURE A"

To,
The Member,
M/s Yamini Investments Company Limited
E-210, 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: 25/08/2020

UDIN: A035073B000615213

"Annexure-2"

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2020

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	E-210, CRYSTAL PLAZA NEW LINK ROAD, ANDHERI (WEST) MUMBAI - 400053
6.	Whether listed company	Yes (Listed on BSE)
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Contact Officer : Mr. Virender Rana Skyline Financial Services Private Limited SEBI Regn. No.: INR000003241 D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020. Tel No.: +91-11- 26812682 Fax No.: +91-11-26812683 Email id.: virenr@skylinerta.com Website : www.skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. N0	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	N.A.	NA	NA	NA	NA

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

h) Category-wise Share Holding

A) Category-wise Share Holding		Shares Held at beginning of the Year 01/04/2019				Shares Held at the End of the Year 31/03/2020				% Change During The Year
S. No.	Category of Shareholders	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	0.00
b)	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c)	State Government	0	0	0	0.00	0	0	0	0.00	0.00
d)	Bodies Corporate	90960000	0	90960000	17.30	90960000	0	90960000	17.30	0.00
e)	Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (A)(1)	**91245500**	**0**	**91245500**	**17.36**	**91245500**	**0**	**91245500**	**17.36**	**0.00**
2	**Foreign**									
a)	NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b)	Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d)	Banks /FI	0	0	0	0.00	0	0	0	0.00	0.00
e)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (A)(2)	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
	Total Shareholding of Promoters(A)	**91245500**	**0**	**91245500**	**17.36**	**91245500**	**0**	**91245500**	**17.36**	**0.00**
B	**Public Shareholding**									
1	**Institutions**									
a)	Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b)	Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c)	Central Government	0	0	0	0.00	0	0	0	0.00	0.00
d)	State Government	0	0	0	0.00	0	0	0	0.00	0.00
e)	Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g)	FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h)	Foreign Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
i)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
i)	Any Other Foreign	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (B)(1)	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
2	**Non-Institutions**									
a)	**Bodies Corporate**									
1)	Indian	197897037	938000	198835037	37.82	194321255	938000	195259255	37.14	-0.68
2)	Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b)	**Individuals**									
1)	Individual shares holders having nominal share	38945158	5278900	44224058	8.41	40183945	5278900	45462845	8.65	0.24

	capital up to Rs. 1,00,000									
2)	Individual shares holders having nominal share capital Excess of Rs. 1,00,000	137964001	23862800	161826801	30.78	144680845	23542800	168223645	32.00	1.22
c)	**Others**									
a)	HUF	24467192	1684800	26151992	4.97	23667191	1684800	25351991	4.82	-0.15
b)	Non Resident Indian	36500	0	36500	0.01	101000	0	101000	0.02	0.01
c)	Foreign National	0	0	0	0.00	0	0	0	0.00	0.00
d)	Clearing Members	3326512	0	3326512	0.63	2164	0	2164	0.00	-0.63
e)	Trust	0	80000	80000	0.02	0	80000	80000	0.02	0.00
e)	Foreing Bodies-DR	0	0	0	0.00	0	0	0	0.00	0.00
f)	NBFC Registered With RBI	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (B)(2)	**402636400**	**31844500**	**434480900**	**82.64**	**402956400**	**31524500**	**434480900**	**82.64**	**0.00**
	Total Public Shareholding (B)	**402636400**	**31844500**	**434480900**	**82.64**	**402956400**	**31524500**	**434480900**	**82.64**	**0.00**
C)	**Shares Held By Custodian for GDRs & ADRs**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
D)	**IEPF**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
	Grand Total	**493881900**	**31844500**	**525726400**	**100.00**	**494201900**	**31524500**	**525726400**	**100.00**	**0.00**

ii) Shareholding of Promoters-

SN	**Shareholder's Name**	**Shareholding at the beginning of the year 01/04/2019**			**Shareholding at the end of the year 31/03/2020**			**% change in share-holding 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 01/04/2019**		**Cumulative Shareholding during the year 31/03/2020**	
		No. of shares	**% of total shares of the**	**No. of shares**	**% of total shares of**

			company		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):

Sr.No	Name of Shareholder	Shareholding As on 01/04/2019		Changes During the year 2019-20			Cummulative Shareholding Holding as on 31/03/2020	% of Total Shares of the Company
		No of Shares Held	% To the Total Shares	Transaction Date	Increase /Decrease	Reason		
1	**BELL INDUS FIBRECOM PVT LTD**	4023700	0.77	31-08-2019	-1726612	Sale	2297088	0.44
				06-09-2019	1726612	Purchase	4023700	0.77
						Balance	**4023700**	
2	**FORTUNATE INFRA DEVELOPERS PRIVATE LIMITED**	5942781	1.13					
						Balance	**5942781**	
3	**FRUGAL DEVELOPERS PRIVATE LIMITED**	4905305	0.93	31-08-2019	-1241392	Sale	3663913	0.70
				06-09-2019	1241392	Purchase	4905305	0.93
						Balance	**4905305**	
4	**OVERALL LOGISTICS PRIVATE LIMITED**	5381910	1.02					
						Balance	**5381910**	
5	**DUXTON HILLS BUILDER PRIVATE LIMITED**	5571704	1.06					
						Balance	**5571704**	
6	**JAI AMBE TRADEXIM PRIVATE LIMITED**	9215944	1.75	27-09-2019	-9015944	Sale	200000	0.04
				04-10-2019	-200000	Sale	0	0.00
						Balance	**0**	
7	**NATURAL INVESTMENT MANAGEMENT**	7835467	1.49					
						Balance	**7835467**	
8	**VEENIT BUILDERS PRIVATE LIMITED**	7655073	1.46					
						Balance	**7655073**	
9	**NANDINI TRADEX PRIVATE LIMITED**	0	0.00	06-03-2020	6080000	Purchase	6080000	1.16
						Balance	**6080000**	
10	**MIDLAND FINANCIAL ADVISORY PRIVATE LIMITED**	12783231	2.43					
						Balance	**12783231**	
11	**MANLIKE CHEMICAL AND PHARMACHEUTICAL COMPANY**	19676588	3.74	06-09-2019	679470	Purchase	20356058	3.87

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

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

5	Others, please specify	-	-	-	-
	Total (A)	**300000**	**-**	**-**	**300000**
	Ceiling as per the Act	-	-	-	-

B. REMUNERATION TO OTHER DIRECTORS - NIL

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

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

Salary in Rs.

S. No.	Particulars of Remuneration	Key Managerial Personnel	
		Company Secretary	CFO
1	Gross salary	448000 /-	110000/-
	(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	**448000 /-**	**110000/-**

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**

Sd/-
Girish Verma
Director
DIN: 08524681

Sd/-
Vandana Agarwal
Whole Time Director
DIN:02347593

Place : Mumbai
Date : 30/11/2020

"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**

Sd/-
Girish Verma
Director
DIN: 08524681

Sd/-
Vandana Agarwal
Whole Time Director
DIN:02347593

Place : Mumbai
Date : 30/11/2020

Annexure - 4"

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

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

1. I have reviewed the balance sheet and profit and loss account, and all its schedules and notes to accounts, as well as the cash flow statement.

2. Based on my knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made.

3. Based on my knowledge, information and belief, the financial statements and other financial information included in this report present a true and fair view of the company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.

4. To the best of my knowledge, information and belief, no transactions entered into by the company during the year are fraudulent, illegal or volatile of the Company's Code of Conduct.

5. I am responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.

6. I have disclosed, based on my most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps taken or proposed to be to rectify the deficiencies;

   I have indicated to the Auditors and the Audit Committee:

   a) Significant changes in the Company's internal control over the financial reporting during the year;

   b) All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;

   c) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

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

Sd/-
Shekhar Dodrajka
Chief Financial Officer

Place: Mumbai
Date: 07/07/2020

"Annexure –5"

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

Sr. No	Disclosure Requirement	Disclosure Details		
		Director	**Designation**	**Ratio**
1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2019-20	Mrs. Vandana Agarwal	Whole-time Director	1:1
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Directors and other Key Managerial Personnel	**Designation**	**% increase in remuneration**
		Mrs. Vandana Agarwal	Whole-time Director	No
		Ms. Shalini Varma	CFO(KMP)	37.50%
		Ms. Arzoo Bimal Patodia	Independent Director	NA
		Mr. Satanand Pandey	Independent Director	NA
		Mr. Girish Verma	Independent Director	NA
		Mr. Alkesh Patidar	Company Secretary	73.51%
3	The percentage increase or Decrees in the median remuneration of employees in the financial year	16.27% Salary		
4	The number of permanent employees on the rolls of Company	5		
5	The explanation on the relationship between average increase in remuneration and Company performance	At the end of the FY Net profit of the Company increase 3.5% approx. and average increase in remuneration is 21.00%.		
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	At the end of the FY total KMP remuneration is Rs. 8,58, 000/- and total turnover of the Company is Rs. 4,48,65, 367/-.		
8	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration	5.50%		
9	Comparison of the each remuneration of the Key Managerial Personnel against the	Key Managerial Personnel	Designation	Remuneration	Total turnover of the Company

	performance of the Company			– FY 2019-20	
		Mrs. Vandana Agarwal	Managing Director	3,00,000/-	4,48,65, 367/-
		Shekhar Dodrajka	CFO(KMP)	1,10,000/-	4,48,65, 367/-
		Mr. Alkesh Patidar	Company Secretary	4,48,000/-	4,48,65, 367/-
10	Key parameters for any variable component of remuneration availed by the directors	N.A.			
11	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	1:1.5			
12	It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial personnel and Senior Management	The Company is in compliance with its compensation policy.			

DECLARATION ON CODE OF CONDUCT

To,
The Members of
YAMINI INVESTMENTS COMPANY LTD.

In accordance with Regulation 17(8), 26(3) of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges, I hereby confirm that, all the Directors and the Senior Management Personnel including myself have affirmed compliance to their respective Codes of Conduct, as applicable for the Financial Year ended 31st March, 2020.

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

Sd/-
Vandana Agarwal
Whole Time Director
DIN: 02347593

Place : Mumbai
Date : 30/11/2020

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REPORT ON CORPORATE GOVERNANCE FOR F.Y. 2019-20

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 2020, the Company's Board of Directors comprises 4 Members, 1 of whom is Executive Directors, and 3 are Non-Executive Directors (NEDs). All 3 NEDs are Independent Directors. The Board's composition is in compliance with the requirements of Regulation 17 of the Listing Regulations.

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

The names and categories of the Directors on the Board, the number of directorships and committee positions held by them in other companies as on 31st March, 2020 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.Satanand Pandey	Independent Director	0	0	0
3.	Ms. Arzoo Bimal Patodia	Independent Director	1	0	1
4.	Mr. Girish Verma	Independent Director	0	1	1

Notes:

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

Changes in Board Composition

Changes in board composition during FY 2019-20 and up to the date of this report are tabled below:

Sr. No.	Name Of Directors	Nature of change	Date of change
1.	Mr. Mukesh Mittal	**Resigned as Director of the Company**	24.04.2019
2.	Mr. Ramesh kumar kanodia	Resigned as Director of the Company	01.08.2019
3.	Mr. Girish Verma	Appointed as Additional Director in a non-executive capacity	10.08.2019

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 2019-20.

Five 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 24/04/2019, 30/05/2019, 10/08/2019, 14/11/2019, and 14/02/2020. One separate meeting of Independent Directors was also held on 14th Feb 2020.

Attendance of directors during FY 2019-20

S. N.	Name of Director	Category of Directorship	Attendance at AGM on 25th September, 2019	No. of Board Meetings in the Year During respective tenure of Directors	
				Held	Attended
1	Mrs. Vandana Agarwal	Whole-Time Director	Yes	5	5
2	Mr. Satanand Pandey	Independent Director	NA	5	5
3	Ms. Arzoo Bimal Patodia[1]	Independent Director	Yes	5	5
4	Mr. Ramesh Kumar Kanodia[2]	Independent Director	NA	2	2
6	Mr. Girish Verma	Independent Director	NA	2	2

(1)Resigned as Director w.e.f. 2nd September, 2020.

(2)Resigned as Director w.e.f. 10th August, 2019.

Meeting of Independent Directors

During the year under review, a separate meeting of the Independent Directors was held on 14th Feb 2020. At the said meeting, the Independent Directors reviewed the performance of Non- Independent Directors, the Board as a whole and the Chairman, after taking into account the view of Executive Director(s) & Non-Executive Director(s). They also assessed the quality, quantity and timeliness of flow of information between the Company's management to the Board.

Evaluation of Independent Directors and Boards Performance

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

Separate Meeting of Independent Director

The Company's Independent Directors met on **14th Feb, 2020** without the presence of the Chairman & Whole Time Director and the Senior Management team. The meeting was attended by all the Independent Directors and inter alia discussed:

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

Familiarization Program

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

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

The details of Director re-appointed in the ensuing Annual General Meeting has been given in the 'Notice' calling the 37th Annual General Meeting of the Company.

Code of Conduct

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

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

Skill/ expertise/ competence of the Board of Directors

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

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

Skill area	Description	Number of Directors having particular skills
Financials	Expert knowledge and understanding in Accounts, Finance, Banking, Auditing and Financial Control System.	3
Leadership and Strategic Planning	Ability to understand organization, processes, strategic planning and risk management. Experience in developing talent, succession planning and driving change and long term growth.	4
Legal and Governance	Ability to protect shareholders' interests and observe appropriate governance practices. Monitor risk and compliance management system including legal framework.	4
Corporate Governance	Experience in developing good governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.	4

3. COMMITTEE OF THE BOARD:

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

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

1. AUDIT COMMITTEE:

The term of reference of this committee cover the matter specified for Audit Committee under Reg. 18 of the SEBI,(LODR) REGULATIONS, 2015 and provisions of Section 177 of the Companies Act, 2013. The current Audit Committee of the Company comprises three Directors, who possess knowledge of the corporate finance &accounts. During the financial year ended 31st March 2020, Four Audit Committee Meetings were held on 30.05.2019, 10.08.2019, 14.11.2019 and 14.02.2020 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 Ms. Arzoo Bimal Patodia has designated as Chairman of the Audit Committee. The present Audit committee consisting of Ms. Priti Rao as a member, Mr. Satanand Pandey as a member and Mr. Girish Verma as the Chairman of the Audit Committee. The constitution of the Audit Committee is as follows:-

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

* Resigned w.e.f 02/09/2020
**Appointment w.e.f. 02/09/2020

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 Ms. Arzoo Bimal Patodia.

During the financial year ended 31st March, 2020, one Nomination and Remuneration Committee Meetings were held on 10.08.2019 all members were present at these meetings.

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

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

* Resigned w.e.f 02/09/2020
**Appointment w.e.f. 02/09/2020

ROLE OF THE COMMITTEE:

The role of Nomination and Remuneration Committee is as follows:

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

1. STAKE HOLDERS RELATIONSHIP COMMITTEE:

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

Your Company has constituted Stake Holders Relationship Committee under the Chairmanship of Ms. Arzoo Bimal Patodia During the financial year ended 31st March, 2020. one Stake holders relationship Committee Meetings were held on 14.02.2020 all members were present at these meetings.

The Present Stake Holders Relationship Committee consists as follows:

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

* Resigned w.e.f 02/09/2020
**Appointment w.e.f. 02/09/2020

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
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
2017-2018	25.09.2018	09:30 am	Vyanjan Banquets, 43, Oshiwara Link Plaza, next to Oshiwara Police Station, link road extn., Andheri (w), Mumbai- 400 102
2018-2019	25.09.2019	09:30 am	Vyanjan Banquets, 43, Oshiwara Link Plaza, next to Oshiwara Police Station, link road extn., Andheri (w), Mumbai- 400 102

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

6. DISCLOSURES:

Related Party Transactions:

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

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

Related Parties:

Description of relationship	Names of related parties	Transaction
(a) Enterprises under the same management		
(i) Ultimate Holding Company	Nil	Nil
(ii) Holding Company	Nil	Nil
(iii) Subsidiaries	Nil	Nil
(iv) Fellow Subsidiaries (to be given only if there are transactions)	Nil	Nil
(b) Associates and Joint Ventures	Nil	Nil
(c) Key Management Personnel (KMP) **Whole Time Director**	Vandana Agarwal	3,00,000
Chief Financial Officer	Shekhar Dodrajka	1,10,000
Company Secretary	Alkesh Patidar	4,48,000
(d) Relatives of KMP	Nil	Nil

(e) Company in which KMP / Relatives of KMP can exercise significant influence	Nil	Nil

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

Listing:

The Company's Shares are listed during the year on Bombay Stock Exchange; the Company has paid the Listing Fees for F.Y. 2020-2021.

Compliances by the Company:

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

Code of Conduct for Directors and Senior Management:

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

CFO Certification:

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

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

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

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

Vigil Mechanism:

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

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

The Company is in Compliance with all mandatory requirements of Listing Regulations. In addition Company has also

adopted the following Non-mandatory requirements to the extent mentioned below:

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

Compliance Certificate from Auditors on Corporate Governance:

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

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

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

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

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

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

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

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

7. MEANS OF COMMUNICATION

(i) Quarterly and Half-yearly financial results

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

The 'Investors' section on the Company's website keeps the investors updated on material developments in the

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

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

(ii) Official News Releases

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

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

There 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 24th December, 2020 Thursday, at 2.00 P.M. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

***Copy of Notice of Annual General Meeting along with Annual Report 2019-20 is available on Company website: www.yaminiinvestments.com**

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

Unaudited Results for quarter ending June 30, 2020	- 15th September, 2020
Unaudited Results for quarter ending September 30, 2020	- 14th Nov., 2020
Unaudited Results for quarter ending December 31, 2020	- 14th Feb, 2021
Unaudited Results for year ending March 31, 2021	- 30th May, 2021
AGM for year ending March 31, 2021	- 30 September, 2021

(c) Book Closure period: Share Transfer Register will be closed from 18th December, 2020 to 24h December, 2020 (Both Days Inclusive).

(d) Dividend payment date: Not Applicable

(e) Stock Exchange where securities are listed:

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

(f) Stock Market Data:

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

Stock Code: 511012
ISIN: INE457N01025

Period: Apr 2019 to March 2020

All Prices in ₹

Month	Open Price	High Price	Low Price	Close Price	No.of Shares	No. of Trades	Total Turnover (Rs.)	Deliverable Quantity	% Deli. Qty to Traded Qty	Spread High-Low	Spread Close-Open
Apr-19	0.3	0.3	0.22	0.3	3050382	510	847290	3050382	100	0.08	0
May-19	0.31	0.32	0.22	0.24	1347981	511	361503	1347981	100	0.1	-0.07
Jun-19	0.24	0.24	0.2	0.22	456415	181	98196	456415	100	0.04	-0.02
Jul-19	0.23	0.23	0.19	0.19	393804	163	76376	393804	100	0.04	-0.04
Aug-19	0.19	0.23	0.19	0.2	156237	104	32683	156237	100	0.04	0.01
Sep-19	0.21	0.23	0.19	0.19	366679	180	74589	366679	100	0.04	-0.02
Oct-19	0.19	0.19	0.19	0.19	52162	48	9907	52162	100	0	0
Nov-19	0.19	0.2	0.19	0.19	143986	106	27349	143986	100	0.01	0
Dec-19	0.2	0.22	0.19	0.19	328259	160	62584	328259	100	0.03	-0.01
Jan-20	0.19	0.19	0.19	0.19	56182	50	10668	56182	100	0	0
Feb-20	0.19	0.19	0.19	0.19	11665	34	2210	11665	100	0	0
Mar-20	0.19	0.19	0.19	0.19	23558	33	4471	23558	100	0	0

Distribution of Shareholding as on 31st March, 2020

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	811	32.74	828327	0.16
5001 To 10,000	88	3.55	680445	0.13
10001 To 20,000	96	3.88	1515124	0.29
20001 To 30,000	74	2.99	1894889	0.36
30001 To 40,000	248	10.01	9128756	1.74
40001 To 50,000	57	2.3	2605783	0.5
50001 To 1,00,000	478	19.3	36706132	6.98
1,00,000 and Above	625	25.23	472366944	89.85
Total	**2477**	**100**	**525726400**	**100**

Pattern of Shareholding as on 31st March, 2020

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	195259255	37.14

4.	Individual shareholders holding nominal shares Capital up to Rs. 2 Lakhs	82419414	15.68
5.	Individual Shareholders holding nominal Shares Capital in excess of Rs.2 Lakhs	131267076	24.97
6.	Clearing Members	2164	0.00
7.	Hindu Undivided Family	25161991	4.79
8.	Trusts	80000	0.02
9.	Non Resident Indians	101000	0.02
10.	Foreign National	Nil	Nil
11.	Any other specify	190000	0.04
	Total	**52,57,26,400**	**100**

Dematerialization of Shares as on 31st March, 2020

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	33,94,65,212	64.57%
Held in dematerialized Form in NSDL	15,47,36,688	29.43%
Physical	3,15,24,500	06.00%
Total Number of Shares	**52,57,26,400**	**100.00**

Registered Transfer Agents (RTA):

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

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

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

Share Transfer System:-

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

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

Code of Conduct

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management and that the same has been hosted on the Company's website. All the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct, as on 31st March, 2020. The Company's Chairman

Declaration to this effect forms a part of this report

Code for Prevention of Insider Trading

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

Legal Proceedings:

There is legal proceeding pending against the Company in the City session Court Mumbai.

Address for Correspondence: All correspondences should be addressed to
YAMINI INVESTMENTS COMPANY LIMITED
Regd: Off: E-210, Crystal Plaza, Opp. Infinity Mall, New Link Road, Mumbai-400053, Maharashtra
Telephone No: 022-40164455
Email: yaminiinvestments@gmail.com
Website: **www.yaminiinvestments.com**

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CERTIFICATE OF CORPORATE GOVERNANCE REPORT

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

To,
The Members of
YAMINI INVESTMENTS COMPANY LIMITED
E-210, Crystal Plaza, Opp. Infinity Mall,
New Link Road, Andheri (West),
Mumbai – 400 053

We have examined the compliance of conditions of Corporate Governance by Yamini Investments Company Limited ("the Company") for the financial year ended **March 31, 2020** as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2020, except as mentioned in Secretarial Audit Report for the year.

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

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073

Place: Kolkata
Date: 25/08/2020

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	? Board Composition ? Meeting of Board of Directors ? Review of compliance reports ? Plans for orderly succession for appointments ? Code of Conduct ? Fees / compensation ? Minimum information to be placed before the Board ? Compliance Certificate ? Risk Assessment & Management ? Performance Evaluation of Independent Directors
2	Audit Committee	18	Yes	? Composition ? Meeting of Audit Committee ? Role of Audit Committee and review of information by the Committee
3	Nomination and Remuneration Committee	19	Yes	? Composition ? Role of the Committee
4	Stakeholders Relationship Committee	20	Yes	? Composition ? Role of the Committee
5	Risk Management Committee	21	Not Applicable	? The Company is not in the list of top 100 listed entities by market capitalization
6	Vigil Mechanism	22	Yes	? Formulation of Vigil Mechanism for Directors and employees ? Direct access to Chairperson of Audit Committee
7	Related Party Transactions	23	Yes	? Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions ? 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	? The Company does not have any subsidiary
9	Obligations with respect to Independent Directors	25	Yes	? Maximum Directorship and Tenure ? Meeting of Independent Directors ? Familiarization of Independent Directors
10	Obligations with respect to Directors and Senior Management	26	Yes	? Memberships / Chairmanships in Committees ? Affirmation with compliance to Code of Business Conduct and Ethics from Directors and Management Personnel ? Disclosure of shareholding by Non-executive Directors ? Disclosures by Senior Management about potential conflicts of interest
11	Other Corporate Governance requirements	27	Yes	? Compliance with discretionary requirements ? Filing of quarterly compliance report on Corporate Governance.

12	Website	46(2)(b) to (i)	Yes	⍰ Terms and conditions of appointment of Independent Directors ⍰ Composition of various Committees of Board of Directors ⍰ Code of Business Conduct and Ethics for Directors and Management Personnel ⍰ Details of establishment of Vigil Mechanism/ Whistle Blower Policy ⍰ Policy on dealing with Related Party Transactions ⍰ Details of familiarization programs imparted to Independent Directors.

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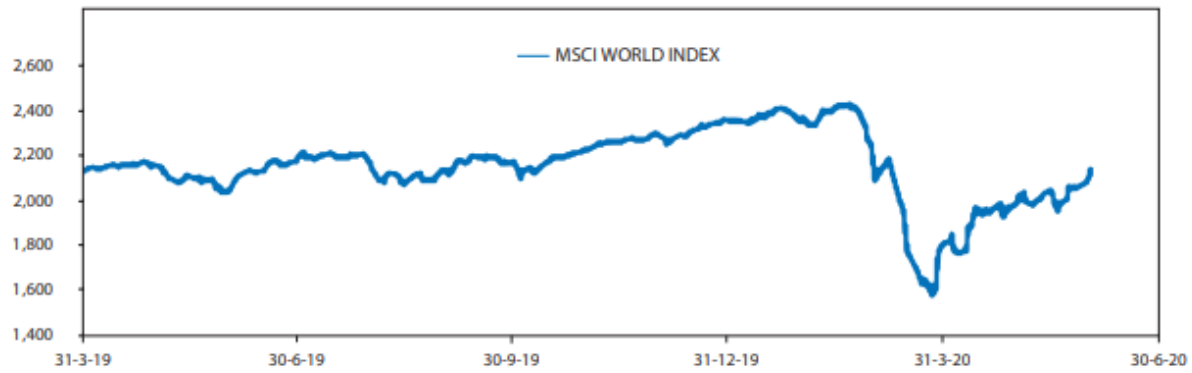
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

GLOBAL EQUITY MARKETS DURING THE FINANCIAL YEAR 2019-20:



In this Covid-19 impacted environment that we are in today, it is indeed difficult to comprehend that just a few months ago the MSCI world Index rose to its all-time high of 2,435 as late as 12th February, 2020. Thereafter, in March almost simultaneously all nations of the world reacted to the potential health risk arising from the spread of Coronavirus, Covid-19. Every border was locked down for travel and the nervousness in global sentiment drove markets into a steep correction with the MSCI World Index falling vertically down to 1,602 points on 23rd March, 2020. The damage to the world economies may have been higher in this lockdown than that experienced during the Financial Crisis in 2009.

It is now an accepted paradigm - the world changed in March 2020. As things stand in May 2020 the world is enveloped with lower demand for many products and industries, excess and growing leverage in the balance sheets of the Central Banks, governments, and companies and unprecedented unemployment and finally a spiral rise in bankruptcies.

Without doubt, the War against Covid-19 is the most expensive war ever fought in the history of mankind. The world at large against one unseen enemy. The World Leaders have chosen lockdown as the defence against the Weapon of Mass Destruction - Covid-19. Historians and scientists will one day compute the cost-benefit of choosing Lockdown to save lives against loss of livelihood.

The landscape of industries like Airlines, Hotels, Online Booking aggregators, Oil & Gas has been marred for a long time to come. According to market research by IBIS World, a leading business intelligence firm, the total revenues for the oil and gas drilling sector (upstream) came to approximately $3.3 trillion in 2019 or approximately 3.8% of the global economy. The exploration and production sector employs approximately 4 million people across 350,000 businesses. Even when activity resumes in the world to a New Normal demand for oil will be much lower than 2019. Fortunately, the price of oil has moved up to above US$30 per barrel. A similar negative outlook is for the Hospitality Industry. Until a vaccine is invented and all travellers vaccinated the demand for Travel and Hotel stays may remain subdued.

Indian Equity Markets

The Indian equity indices have tracked the global markets with near perfect correlation. The Sensex peaked to its alltime high on 20th January, 2020 to 42,274 level and thereafter corrected sharply to 25,639 on 24th March, 2020 (a fall of 39% in two months). The Index has moved up from those lows to around 32,000 in the month of May, 2020. Many read this up move as a “Bear market rally”, which is always also sharp upwards but may not sustain over the year. Many others believe that with the opening up of the economy, a promising monsoon, substantially higher

global liquidity, the financial support of the RBI and the Finance Ministry, the markets may remain in an uptrend for the better part of the year.

Indian Economy

In India, it could have been a healthcare calamity, if the government had not imposed a complete lockdown. On an optimistic note, this will mean that the gradual opening up of the lockdown may result in a relatively faster normalization of activity having averted what may have been substantially higher pain of loss and hopelessness. Perhaps, the biggest opportunity for India could be that many manufacturers want to move out of China as a strategy for de-risking. Japan has announced a USD 2 billion subsidy for such shifts of capacity. Government of India must invite foreign companies with open hands and lay out the red carpet for them. In all areas of government which work with business i.e. Taxation, FDI, Judiciary and Labour, India must become as competitive as Vietnam, Thailand, Malaysia and Indonesia. The Asian Tigers cannot be the sole winners in this mega metamorphosis of manufacturing relocation. India has to endeavour to become the most attractive destination. CMIE report says that early estimates of jobs data indicate that the coronavirus effect may have left a devastating impact on the economy, sending the urban unemployment rate soaring to 30.9%, and overall unemployment rose to 23.4%. It is imperative that India creates employment opportunities and higher distributable income in the hands of individuals, especially millennials, for consumption to grow. Manufacturing must make a comeback in India if GDP growth has to once again rise above 7%. The sudden breakdown in employment opportunities has shown that leveraged consumption growth can be harmful to both borrowers and lenders. India has far higher interest rates than the developed world. Thus, growth in demand for discretionary consumption goods, which may result in higher unsecured loan exposures, may remain subdued. Needless to say that some of the Investee companies in our portfolio will suffer in these circumstances for the better part of the year. The share prices of these companies may also suffer underperformance.

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 are trading of securities business.

Performance:

During the year, the company has earned Gross profit before tax of Rs. 25,18,323/- mainly from sale of shares and securities and interest earned.

Discussion on financial performance with respect to operational performance:

Due to increasing competition an introduction of GST regime, there is a increase in company turnover by Rs. 2,28,32,437

Details of significant changes:

Particular	2018-19	2019-20	Changes
Turnover	2,20,32,930	4,48,65,367	2,28,32,437
Debtors Turnover	0.76	0.48	-0.28
Inventory Turnover	3.70	8.18	4.48
Interest Coverage Ratio	NA	NA	NA
Current Ratio	23.15	27.86	4.71

Debt Equity Ratio	NA	NA	NA
Operating Profit Margin (%)	-311.75	-34.4	277.35
Net Profit Margin (%)	8.49	5.61	-2.88

Internal Control Systems:

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

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

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

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

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

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

Human Resources

People remain the most valuable asset of your Company. Your Company is professionally managed with senior management personnel having rich experience and long tenure with the Company. Your Company follows a policy of building strong teams of talented professionals. Your Company encourages, appreciates and facilitates long term careers. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. The Company continues to focus on training programs for Skill Development, compliance and improved customer experience.

Cautionary Note

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

Disclosure of Accounting Treatment:

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

Acknowledgement

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

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

Sd/-	**Sd/-**
Girish Verma	**Vandana Agarwal**
Director	**Whole Time Director**
DIN: 08524681	**DIN:02347593**

Place : Mumbai
Date : 30/11/2020

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CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
Yamini Investment Company Limited
E-210, Crystal Plaza, Opp. Infinity Mall,
New Link Road, Andheri (W), Mumbai-400053.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Yamini Investment Company Limited** having **CIN L67120MH1983PLC029133** and having registered office at **E-210, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W) Mumbai-400053.** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), BSE as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTORS	DIN	Date of Appointment
1	VANDANA AGARWAL	02347593	24/01/2013
2	ARZOO BIMAL PATODIA	07555814	14/11/2018
3	SATANAND PANDEY	08240027	14/11/2018
4	GIRISH VERMA	08524681	10/08/2019

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

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
UDIN: A035073B000615268

Place: Kolkata
Date: 25/08/2020

INDEPENDENT AUDITOR'S REPORT

Independent Auditor's Report
TO THE MEMBERS OF YAMINI INVESTMENTS COMPANY LIMITED
Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **YAMINI INVESTMENTS COMPANY LIMITED**("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

SR. NO.	KEY AUDIT MATTER	AUDITOR'S RESPONSE
	Subjective estimate Recognition and measurement of impairment of loans and advances involve significant management Evaluation of the appropriateness of the judgment.	Our audit procedures included: **Design / controls** • Evaluation of the appropriateness of the impairment principles based on the requirements of md AS 109 • Assessing the design and implementation of key internal

	With the applicability of md AS 109 credit loss assessment is now based on expected credit loss (ECL) model. The Company's impairment allowance is derived from estimates including the historical default and loss ratios. Management exercises judgment in determining the quantum of loss based on a range of factors.	financial controls over loan impairment process used to calculate the impairment charge. • We used our modelling specialist to test the model methodology and reasonableness of assumptions used. • Testing of management review controls over measurement of; impairment allowances and disclosures in financial statements. Substantive tests • We focus on appropriate application of accounting principles, validating completeness and accuracy of the data and reasonableness of assumptions used in the model • Test of details over of calculation of impairment allowance for assessing the completeness, accuracy and relevance of data. • Model calculations were tested through re- performance where possible.
	IT systems and controls The Company's key financial accounting and reporting processes are highly dependent on the automated controls in information systems, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records being materially misstated. The Company primarily uses three systems for it overall financial reporting.	Our audit procedures to assess the IT system access management included the following: **General IT controls / user access management** • We tested a sample of key controls operating over the information technology in relation to financial accounting and reporting systems, including system access and system change management, program development and computer operations. • We tested the design and operating effectiveness of key controls over user access management which includes granting access right, new user creation removal of user rights and preventative controls designed to enforce segregation of duties. • Evaluating the design, implementation and operating effectiveness of the significant accounts related IT automated controls which are relevant to the accuracy of system calculation, and the consistency of data transmission. • Other areas that were independently assessed included password policies system configurations, system interface controls, controls over changes to applications and databases and that business users, developers and production support did not have access to change applications, the operating system or databases in the production environment.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  `
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also

responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

   A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   B. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

C. the balance sheet, the statement of profit and loss, the statement of cash flows and the statement of changes in equity 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 Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

E. on the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

I. 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 us:

   i. the Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements;

   ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

2. With respect to the matter to be included in the Auditors' Report under section 197(16):

   In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

3. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order

For SSRV & ASSOCIATES
Chartered Accountants
FRN: 135901W

Sd/-
Vishnu Kant Kabra
Partner
M.No : 403437
Place: Mumbai
UDIN: 20403437AAAASJ4681

Annexure - A to the Auditors' 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 LIMITED** ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone Ind AS 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. We 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 we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls are 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 judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A 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 31 March 2020, 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.

For SSRV & ASSOCIATES
Chartered Accountants
FRN: 135901W

Sd/-

Vishnu Kant Kabra
Partner
M.No : 403437

Place: Mumbai
Date: 07/07/20120

UDIN:20403437AAAASJ4681

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Annexure - B to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31 March 2020, we report that:

i. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

   a. The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

   b. The title deeds of immovable properties are held in the name of the company.

ii. As explanation to us, the inventory has been physically verified by the management at reasonable intervals during the year. In our opinion and according to the information and explanation given to us, no material discrepancies have been noticed on physical verification.

iii. The Company has not received loans from its holding company which is exempt under section 186 and therefore not required to maintain register under section 189 of the companies act 2013 Thus, paragraph 3(iii) of the Order is not applicable to the Company.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

v. The Company has not accepted any deposits from the public. Thus, paragraph 3(v) of the Order is not applicable to the Company.

vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

vii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including, income-tax, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise. EXCEPT the demand made U/s 143(3) for Income Tax Assessment for the A'Y. 2015- 16 of Rs. 1,29,800/-.

viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, taken loans or borrowings from financial institutions and banks and company has not defaulted in repayment of loans and borrowing to a financial institution, banks, government or dues to debenture holders.

ix. According to the information and explanations given to us, the Company has not made an initial public offer during the year. Thus, paragraph 3(iii) of the Order is not applicable to the Company.

x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. According to the information given based on our examination of the records of the Company, the Company has paid/provided managerial remuneration to director of the company.

xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.

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

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

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For SSRV & ASSOCIATES
Chartered Accountants
FRN: 135901W

Sd/-
Vishnu Kant Kabra
Partner
M.No : 403437

Place: Mumbai
Date: 07/07/2020
UDIN:20403437AAAASJ4681

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YAMINI INVESTMENTS COMPANY LIMITED
(CIN: L67120MH1983PLC029133)
Balance Sheet as at 31st March, 2020

ASSETS		Mar-20	Mar-19
(1) Non-current assets			
(a) Property, Plant and Equipment	1	6,75,706	11,89,458
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible assets		-	-
(f) Intangible assets under evelopment		-	-
(g) Biological Assets other than bearer plants		-	-
(h) Financial Assets			
(i) Investments	2	32,33,43,660	32,33,43,660
(ii) Trade receivables		-	-
(iii) Loans		-	-
(iv) Others (to be specified)		-	-
(i) Deferred tax assets (net)	3	2,61,991	1,90,891
(j) Other non-current assets		-	-
(2) Current assets			
(a) Inventories	4	36,48,000	51,24,300
(b) Financial Assets		-	-
(i) Investments		-	-
(ii) Trade receivables	5	2,16,63,410	2,77,08,810
(iii) Cash and cash equivalents	6	1,81,016	75,214
(iv) Bank balances other than (iii) above	6	77,213	28,80,152
(v) Short Term Loans and Advances	7	33,13,21,112	32,19,85,930
(vi) Others (to be specified)		-	-
(c) Current Tax Assets (Net)		-	-
(d) Other current assets	8	3,82,000	2,10,000
Total Assets		68,15,54,108	68,27,08,415
EQUITY AND LIABILITIES			
(1) Equity			
(i) Equity Share capital	9	52,57,26,400	52,57,26,400
(ii) Other Equity & Reserves	10	14,30,06,458	14,15,10,056
(2) LIABILITIES			-
(i) Non-current liabilities			
(a) Financial Liabilities		-	-
(i) Borrowings		-	-
(ii) Trade payables		-	-
(iii) Other financial liabilities			
(other than those specified in item (b), to be specified)		-	-
(b) Provisions		-	-
(c) Deferred tax liabilities (Net)	0	-	-
(d) Other non-current liabilities		-	-
(ii) Current liabilities			
(a) Financial Liabilities		-	-
(i) Short Term Borrowings		-	-
(ii) Trade payables	11	1,20,12,466	1,37,27,869
(iii) Other financial liabilities			
(other than those specified in item (c)		-	-
(b) Other current liabilities	12	1,54,024	2,65,521
(c) Provisions	13	6,54,760	14,78,569
(d) Current Tax Liabilities (Net)			
Total Equity and Liabilities		68,15,54,108	68,27,08,415

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

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

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

For and on behalf of the Board of Directors

Sd/-
Vishnu Kant Kabra
Partner
Membership No.: 403437

Sd/-
Vandana Agarwal
Whole Time Director
DIN-02347593

Sd/-
Arzoo B Patodia
Director
DIN-07555814

Place: Mumbai
Date: 07/07/2020

Sd/-
Shekhar Dodrajka
Chief Financial Officer

Sd/-
Alkesh Patidar
Company Secretary

YAMINI INVESTMENTS COMPANY LIMITED
(CIN: L67120MH1983PLC029133)
Statement of Profit and Loss for the year ended 31st March 2020

	Particulars	Note No.	As at 31st March, 2020	As at 31st March, 2019
I	Revenue From Operations	14	2,67,02,830	36,06,280
II	Other Income	15	1,81,62,537	1,84,26,650
III	**Total Income (I+II)**		**4,48,65,367**	**2,20,32,930**
IV	**EXPENSES**			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade	16	3,44,29,875	1,31,76,670
	Changes in inventories of finished goods,		-	-
	Stock-in -Trade and work-in-progress	17	14,76,300	16,72,200
	Employee benefits expense	18	14,56,000	11,89,700
	Payment to Auditors	19	45,000	1,04,500
	Finance costs	20	-	118
	Depreciation and amortization expense	21	5,13,752	5,13,753
	Other expenses	22	44,26,117	30,83,919
	Total expenses (IV)		**4,23,47,044**	**1,97,40,860**
V	Profit/(loss) before exceptional items and tax (I- IV)		**25,18,323**	**22,92,070**
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		25,18,323	22,92,070
VIII	Tax expense:			
	(1) Current tax		6,54,760	4,81,413
	(2) Deferred tax		(71,100)	(58,909)
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		**19,34,663**	**18,69,566**
X	Earnings per equity share (for continuing operation):			
	(1) Basic		0.004	0.004
	(2) Diluted			

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

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

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

Sd/-
Vishnu Kant Kabra
Partner
Membership No.: 403437

Place: Mumbai
Date: 07/07/2020

For and on behalf of the Board of Directors

Sd/-
Vandana Agarwal
Whole Time Director
DIN-02347593

Sd/-
Arzoo B Patodia
Director
DIN-07555814

Sd/-
Shekhar Dodrajka
Chief Financial Officer

Sd/-
Alkesh Patidar
Company Secretary

YAMINI INVESTMENTS COMPANY LIMITED

L67120MH1983PLC029133

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2020

	For the year ended 31st March 2020 (Rupees)	For the year ended 31st March 2019 (Rupees)
CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and after extra- ordinary	25,18,323	22,92,070
items (As per profit & loss account)	-	-
Adjustments for items not included	5,13,753	5,13,753
Operating Profit before working capital changes	30,32,076	28,05,823
Working capital adjustments: -		
(Increase)/ decrease in current loans and advances	-93,35,182	95,03,138
(Increase)/ decrease in Trade receivables	60,45,400	22,14,457
(Increase)/ decrease in inventories	14,76,300	16,72,200
(Increase)/ decrease in other current assets	-1,72,000	-60,000
Increase/ (decrease) in current liabilities	-18,26,900	80,17,534
Cash generated from operations	-7,80,306	2,41,53,152
Direct Taxes Paid	19,16,831	-
Net cash flow from operating activities (A)	**-26,97,137**	**2,41,53,152**
CASH FLOW FROM INVESTING ACTIVITIES		
Proceed from sale(purchase) of investments	-	-2,24,43,660
(Increase)/decrease in capital expenditure	-	-
(Increase)/decrease in fixed assets	-	-
Net cash flow from investing activities (B)	**-**	**-2,24,43,660**
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of equity shares	-	-
Share Applocation Money received(refund)	-	-
Net cash flow from financing activities (C)	**-**	**-**
Net cash flow during the year (A + B + C)	-26,97,137	17,09,492
Add: Opening cash and cash equivalents	29,55,366	12,45,874
Closing cash and cash equivalents	**2,58,229**	**29,55,366**
Components of cash and cash equivalents		
Cash in hand	1,81,016	75,214
Deposit with banks in current accounts	77,213	28,80,152
Toal cash and cash equivalents	**2,58,229**	**29,55,366**
	-	-

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

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

For SSRV AND ASSOCIATES
Chartered Accountants
Firm's Registration No.: 135901W
Sd/-
Vishnu Kant Kabra
Partner
Membership No.: 403437

Place: Mumbai
Date: 07/07/2020

For and on behalf of the Board of Directors

Sd/-	**Sd/-**
Vandana Agarwal	**Arzoo B Patodia**
Whole Time Director	**Director**
DIN-02347593	**DIN-07555814**
Sd/-	**Sd/-**
Shekhar Dodrajka	**Alkesh Patidar**
Chief Financial Officer	**Company Secretary**

YAMINI INVESTMENTS COMPANY LIMITED
Notes forming part of the financial statements

Note 2: Non-Current Investments

Particulars	As at 31st March, 2020	As at 31st March, 2019
In Unquoted Preference shares		
Investment in 6% non-Redeemable Preference share Pankaj Piyush Trade & Investment Ltd	20,00,00,000	20,00,00,000
In Unquoted equity shares		
BALAJI STOCK CONSULTANTS PVT. LTD. (13200 equity Share of Rs 10 Each)	62,04,000	62,04,000
DAYAVANT DEALER PVT. LTD (12575 equity Share of Rs 10 Each)	61,61,750	61,61,750
OMKARA DEALER PVT. LTD. (5290 equity Share of Rs 10 Each)	25,39,200	25,39,200
SUNFLOWER INVESTMENT MANAGEMENT PVT. LTD (17150 equity Share of Rs 10 Each)	31,72,750	31,72,750
CASTLE REALCON PVT. LTD (13100 equity Share of Rs 10 Each)	63,53,500	63,53,500
DACE EXIM PRIVATE LIMITED (37500 equity Share of Rs 10 Each)	75,00,000	75,00,000
DEVESHWAR REATY PVT. LTD (2450 equity Share of Rs 10 Each)	36,19,660	36,19,660
JUHI VYAPAAR PRIVATE LIMITED (12500 equity Share of Rs 10 Each)	70,00,000	70,00,000
KAKSH IMPEX PRIVATE LIMITED (11250 equity Share of Rs 10 Each)	65,00,000	65,00,000
LORD KRISHNA JEWELERY PRIVATE LIMITED (13600 equity Share of Rs 10 Each)	82,56,000	82,56,000
PEARL PLANET PVT. LTD (108437 equity Share of Rs 10 Each)	70,96,550	70,96,550
STARROSE DEALER PRIVATE LIMITED (20000 equity Share of Rs 10 Each)	1,20,00,000	1,20,00,000
SUBHLABH FINCON PVT. LTD. (16000 equity Share of Rs 10 Each)	96,80,000	96,80,000
SUBHLABH INVESTMENT CONSULTANTS PVT LTD (10000 equity Share of Rs 10 Each)	1,20,00,000	1,20,00,000

SYMPHONY DEALCOMM PVT. LTD (13500 equity Share of Rs 10 Each)	51,99,500	51,99,500
UJJWAL FINANCIAL MANAGEMENT PVT. LTD (16970 equity Share of Rs 10 Each)	1,00,60,750	1,00,60,750
VIGHNAHARTA INFRA DEVELOPERS PRIVATE LIMITED (16000 equity Share of Rs 10 Each)	1,00,00,000	1,00,00,000
Total	**32,33,43,660**	**32,33,43,660**

Note 3: Deffered Tax Assets

Particulars	**As at 31st March, 2020**	**As at 31st March, 2019**
Transfer from amalgamation	1,90,891	1,31,982
Less: Deffered Tax Assets	71,100	58,909
Total	**2,61,991**	**1,90,891**

Note 4: Inventories

Particulars	**As at 31st March, 2020**	**As at 31st March, 2019**
Equity Shares	36,48,000	51,24,300
Total	**36,48,000**	**51,24,300**

Note 5: Trade Receivables

Particulars	**As at 31st March, 2020**	**As at 31st March, 2019**
Sundry Debtors Less than Six Months	2,16,63,410	2,77,08,810
Total	**2,16,63,410**	**2,77,08,810**

Note 6: Cash and Cash Equivalents

Particulars	**As at 31st March, 2020**	**As at 31st March, 2019**
Balances with banks In current accounts	77,213	28,80,152
Cash in hand	1,81,016	75,214
Total	**2,58,229**	**29,55,366**

Note 7: Short Term Loans and Advances

Particulars	As at 31st March, 2020	As at 31st March, 2019
Loans to Others	31,01,24,136	31,54,27,709
Advance to Others	1,78,60,000	64,26,239
Tax Deducted at Sources	33,36,976	1,31,982
Total	**33,13,21,112**	**32,19,85,930**

Note 8: Other Current Assets

Particulars	As at 31st March, 2020	As at 31st March, 2019
Rent Security Deposits	2,00,000	2,10,000
IT Deemand @20% AY 2017-18	1,82,000	-
Total	**3,82,000**	**2,10,000**

Note 10: Reserves & Surplus

Particulars	As at 31st March, 2020	As at 31st March, 2019
(a) Securities premium account		
Opening balance	13,08,31,600	13,08,31,600
Add : Premium on shares issued during the year	-	-
	13,08,31,600	13,08,31,600
Less : Utilised during the year for:	-	-
Closing balance	**13,08,31,600**	**13,08,31,600**
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	1,06,78,456	88,08,890
Add: Profit / (Loss) for the year	19,34,663	18,69,566
Less: Excess Provision Adjusted	4,38,261	
Closing balance	**1,21,74,858**	**1,06,78,456**
Total	**14,30,06,458**	**14,15,10,056**

Note 11: Trade Payable

Particulars	As at 31st March, 2020	As at 31st March, 2019
Audit Fees Payable	45,000	45,000
Sundry Creditors	1,19,67,466	1,36,82,869
Total	**1,20,12,466**	**1,37,27,869**

Note 12: Other Current Liabilities

Particulars	As at 31st March, 2020	As at 31st March, 2019

GST Input Tax Credit		
CGST	(52,940)	(2,630)
SGST	(52,940)	(2,629)
IGST	(3,930)	-
TDS Payable	4,200	7,000
Other Liabilities	2,59,634	2,63,780
Total	**1,54,024**	**2,65,521**

Note 13: Short Term Provisions

Particulars	**As at 31st March, 2020**	**As at 31st March, 2019**
Provision for Income Tax	14,78,569	9,97,156
Add: During the year	6,54,760	13,67,470
Less: paid/adjusted	14,78,569	8,86,057
Total	**6,54,760**	**14,78,569**

Note 14: Revenue from operations

Particulars	**For the year ended 31st March, 2020**	**For the year ended 31st March, 2019**
Sale of Shares	2,67,02,830	36,06,280
Total	**2,67,02,830**	**36,06,280**

Note 15: Other Income

Particulars	**For the year ended 31st March, 2020**	**For the year ended 31st March, 2019**
Interest Received	1,79,32,766	1,84,26,650
Interest on Income Tax Refund	2,29,771	-
Total	**1,81,62,537**	**1,84,26,650**

Note 16: Purchase of Stock in Trade

Particulars	**For the year ended 31st March, 2020**	**For the year ended 31st March, 2019**
Purchase of Shares	3,44,29,875	1,31,76,670
Total	**3,44,29,875**	**1,31,76,670**

Note 17: Changes in Inventories

Particulars	**For the year ended 31st March, 2020**	**For the year ended 31st March, 2019**
Opening Stock	51,24,300	67,96,500
Less: Closing Stock	36,48,000	51,24,300
Total	**14,76,300**	**16,72,200**

Note 18: Employee Benefit Expenses

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Salaries & Wages	14,56,000	11,89,700
Total	**14,56,000**	**11,89,700**

Note 19: Payment To Auditors

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
As Statutory Audit Fees	45,000	1,04,500
Total	**45,000**	**1,04,500**

Note 20: Finance Cost

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Bank Charges	-	118
Total	**-**	**118**

Note 21: Depreciation and amortisations

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Depreciation Expenses & Preliminary expenditure w/off	5,13,752	5,13,753
Total	**5,13,752**	**5,13,753**

Note 22 : Other expenses

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Advertisement Expenses	49,460	51,048
AGM Conduct Exp.	5,000	-
Bad Debts	-	15,00,000
Business Promotion Expenses	1,13,460	1,28,213
Commission Paid	-	-
Demat Charges	1,289	5,605
Depository Fees	4,81,836	1,81,818
Director Remuneration	3,00,000	-
Electricity Expenses	21,910	32,590
Filing Fees & Subscription	12,350	15,900
Interest on TDS	-	3,831
Listing and Depository Fee	10,000	2,95,000
Misc Expenses	11,257	3,500

Postage, Telegram & Courier Charges	24,570	22,120
Printing & Stationary Expenses	40,329	5,307
Professional Charges	26,92,306	1,81,549
Rent Expenses	5,04,000	5,01,800
Rounded Off	(3)	
Meeting Exp.	-	5,000
Late Fees on GST	800	1,200
Telephone Expenses	46,291	30,593
Travelling and Conveyance Expenses	1,05,362	1,12,621
Website Maintenance	5,900	6,224
	44,26,117	**30,83,919**

Note 9: Share capital

Particulars	**Mar-20**		**Mar-19**	
	Number of shares	**Amount**	**Number of shares**	**Amount**
(a) Authorised				
Equity shares of Rs. 1/- each with voting rights	65,88,20,000	65,88,20,000	65,88,20,000	65,88,20,000
	65,88,20,000	65,88,20,000	65,88,20,000	65,88,20,000
(b) Issued				
Equity shares of Rs. 1/- each with voting rights	52,57,26,400	52,57,26,400	52,57,26,400	52,57,26,400
	52,57,26,400	52,57,26,400	52,57,26,400	52,57,26,400
(c) Subscribed and fully paid up				
Equity shares of Rs. 1/- each with voting rights	52,57,26,400	52,57,26,400	52,57,26,400	52,57,26,400
Total	**52,57,26,400**	**52,57,26,400**	**52,57,26,400**	**52,57,26,400**

Refer Notes (i) to (ii) below

Notes:

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

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

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

Class of shares / Name of shareholder	Mar-20		Mar-19	
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, 2020

Equity shares of Re. 1 each issued, subscribed and fully paid	Mar-20		Mar-19	
Particular	**Number**	**Value**	**Number**	**Value**
Balance at the beginning of the year	65,88,20,000	65,88,20,000	65,88,20,000	65,88,20,000
Changes during the year	-	-	-	-
Balance at the end of the year	**65,88,20,000**	**65,88,20,000**	**65,88,20,000**	**65,88,20,000**

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YAMINI INVESTMENTS COMPANY LIMITED
(CIN- L67120MH1983PLC029133)
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2020
AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE
DEPRECIATION ON FIXED ASSETS AS PER COMPANIES ACT' 2013

NOTES : 1
Fixed Assets (Tangible Assets)

Sr. No	Particulars								Net Block
		Balance as on 31.03.2019	Addition/ Deletion	Balance as on 31.03.2020	Balance as on 31.03.2019	During the year	Balance as on 31.03.2020	WDV balance as on 31.03.2020	WDV balance as on 31.03.2019
1	MOBILE	205336.00	0.00	205336.00	143162.00	51907.00	195069.00	10267.00	62174.00
2	COMPUTER & ASSESORIES	1432697.00	0.00	1432697.00	1418745.00	0.00	1418745.00	13952.00	13952.00
3	FURNITURE	1862245.00	0.00	1862245.00	1062206.00	271289.00	1333495.00	528750.00	800039.00
4	AIR CONDITION	415140.00	0.00	415140.00	300182.00	86682.00	386864.00	28276.00	114958.00
5	CCTV	388400.00	0.00	388400.00	283415.00	49991.00	333406.00	54994.00	104985.00
6	INVERTER	108900.00	0.00	108900.00	84696.00	14355.00	99051.00	9849.00	24204.00
7	LED TV	168250.00	0.00	168250.00	130854.00	22178.00	153032.00	15218.00	37396.00
8	MICROWAVE OVEN	33150.00	0.00	33150.00	23969.00	4292.00	28261.00	4889.00	9181.00
9	RO	28560.00	0.00	28560.00	22212.00	3764.00	25976.00	2584.00	6348.00
10	WATER	69630.00	0.00	69630.00	53409.00	9294.00	62703.00	6927.00	16221.00
	TOTAL	**4712308.00**	**0.00**	**4712308.00**	**3522850.00**	**513752.00**	**4036602.00**	**675706.00**	**1189458.00**

NOTES
(i) All above assets are freehold assets.
(ii) Pursuant to the enactment of Companies Act 2013, the company has
Depreciation on Computer has not been provided as residual value is more than WDV shown in the books.

For SSRV AND ASSOCIATES
Chartered Accountants
Firm's Registration No.: 135901W
Sd/-
Vishnu Kant Kabra
Partner
Membership No.: 403437

Place: Mumbai
Date: 07/07/2020

For and on behalf of the Board of Directors

Sd/-	**Sd/-**
Vandana Agarwal	**Arzoo Bimal Patodia**
Whole Time Director	**Director**
DIN-02347593	**DIN-07555814**
Sd/-	**Sd/-**
Shekhar Dodrajka	**Alkesh Patidar**
Chief Financial Officer	**Company Secretary**

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YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)
Regd. Off.: E-210, CRYSTAL PLAZA, OPP. INFINITY MALL, NEW LINK ROAD, ANDHERI (W), MUMBAI- 400 053
Corporate Office at Unit No. 205, Aggarwal City Mall, 2nd Floor, Road No. 44, Pitampura, Delhi - 110 034
Tel.: 022-40164455; E-mail ID: yaminiinvestments@gmail.com; Website: www.yaminiinvestments.com

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Name & Address of the Shareholder

If undelivered please return to:

Yamini Investments Company Limited
E-210 Crystal Plaza Opp. Infinity Mall,
New Link Road, Andheri West,
Mumbai- 400 053.