



YAMINI INVESTMENTS COMPANY LTD.

(CIN: L67120MH1983PLC029133)

Regd. Off.: B - 614, 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.co.in

Date: 08/09/2023

To,
The Bombay Stock Exchange Limited,
PJ Towers, Dalal Street
Mumbai- 400 001

Sub: Regulation 34 of SEBI (LODR) Regulations, 2015

Ref.: Ref. BSE Scrip Code: 511012

With reference to above mentioned subject, please find herewith attached copy of 40th Annual Report of the Company for the year ended 31st March, 2023.

Kindly take the same on your record.

Thanking you.
Yours Faithfully,

For Yamini Investments Company Limited

Kalpna Agarwal
Kalpana Agarwala
Company Secretary
M.No: 61351



YAMINI INVESTMENTS COMPANY LIMITED

CIN:L67120MH1983PLC029133



ANNUAL REPORT
2022-23



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**40TH
ANNUAL
REPORT
2022-23**

COMPANY INFORMATION

BOARD OF DIRECTORS

MR. MANISH DALMIA
Managing Director

MRS. VANDANA AGARWAL
Director

MR. SATANAND PANDEY
Independent Director

MR. GIRISH VERMA
Independent Director

MS. PRITI RAO
Independent Director

MS. TANIYA RAO (Appointed as an Additional Director
(w.e.f. 02/08/2022)
Resigned w.e.f. 05.09.2023

MS. RUBI NANDI (Appointed as an Additional Director
(w.e.f. 05/09/2023)

COMPANY SECRETARY

MISS KALPANA AGARWALA has been appointed as
Company Secretary (w.e.f. 30/05/2022)

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

**B-614, Crystal Plaza, Opp. Infinity Mall,
New Link Road, Andheri(W),
Mumbai-400053**
Tel:022-40164455
E-mail: yaminiinvestments@gmail.com
Website: www.yaminiinvestments.co.in

SHARE TRANSFER AGENT

**M/S SKYLINE FINANCIAL SERVICES
PRIVATE LIMITED**
D-153 A, 1st Floor,
Okhla Industrial Area,
Phase-I, New Delhi -110020
[Tel:011-64732681-88](tel:011-64732681-88); Fax:011-6812682
Email: admin@skylinerta.com
Website: www.skylinerta.com



NOTICE OF 40TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 40TH ANNUAL GENERAL MEETING OF THE MEMBERS OF YAMINI INVESTMENTS COMPANY LIMITED WILL BE HELD ON FRIDAY, 29TH SEPTEMBER, 2023 AT 03:30 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

1. **To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, the report of the Auditors' thereon and the report of the Board of Directors'.**

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

"RESOLVED THAT the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2023, the report of the auditors' thereon and the report of the Board of Directors for the financial year ended March 31, 2023, placed before the 40th Annual General Meeting be and are hereby received, considered and adopted."

2. **To appoint a director in place of Mr. Manish Dalmia (DIN No. 05155708) who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.**

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 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time ("Act") and pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Regulations"), Mr. Manish Dalmia (DIN No. 05155708) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. **To appoint Mrs. Rubi Nandi (DIN: 09673549) as an Executive Director of the company.**

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

"RESOLVED THAT Mrs Rubi Nandi (Din: 09673549) who was appointed as an Additional Director of the Company w.e.f. 05th September, 2023 by the Board of Directors and who holds office up to the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mrs Rubi Nandi (Din: 09673549) candidature for the office of the Director, be and is hereby appointed as a Director of the Company, with effect from the date of this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby Authorised to do all such acts, deeds, matters and things as may be considered

necessary, desirable or expedient to give effect to this resolution.

4. TO REGULARIZE THE RE-APPOINTMENT OF MR. SATANAND PANDEY (DIN: 08240027) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made there under, for the time being in force) and Regulation 16(1)(b) of the Listing Regulation and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, Mr Satanand Pandey (DIN: 08240027) who was appointed as an Director (Independent Director) of the Company by the Board in its meeting held on 05th September, 2023 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 reappoint as Independent Director for a term of 5 years in this AGM, be and is hereby reappointed as an Independent Director of the Company to hold office for a term of five years i.e. up to 45th Annual General Meeting of the Company will be held in Calendar, Year 2028". Mr. Satanand Pandey (DIN: 08240027) 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 Mr. Satanand Pandey (DIN: 08240027) /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions."

5. TO REGULARIZE THE RE-APPOINTMENT OF MR. GIRISH VERMA (DIN: 08524681) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made there under, for the time being in force) and Regulation 16(1)(b) of the Listing Regulation and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, Mr Girish Verma (DIN: 08524681) who was appointed as an Director (Independent Director) of the Company by the Board in its meeting held on 05th September, 2023 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 reappoint as Independent Director for a term of 5 years in this AGM, be and is hereby reappointed as an Independent Director of the Company to hold office for a term of five years i.e. up to 45th Annual General Meeting of the Company will be held in Calendar, Year 2028". Mr Girish Verma (DIN: 08524681) 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 Mr Girish Verma (DIN: 08524681) /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions."

Place: Mumbai
Date: 05/09/2023

By Order of the Board of Directors
For Yamini Investments Company Limited
Sd/-
Vandana Agarwal
Director
DIN - 02347593

Registered Office:

Yamini Investments Company Limited
B-614, Cristal Plaza, Opp. Infinity Mall,
New Link Road, Andheri (W), Mumbai-400 053
(CIN: L67120MH1983PLC029133)
Tel: 022-40164455
E-mail: yaminiinvestments@gmail.com
Website: www.yaminiinvestments.com

NOTES:

- 1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has issued 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 the e-AGM shall be the Registered Office of the Company at B-614 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 **akhilkumaragarwal@gmail.com** with a copy marked to evoting@nsdl.com.
- 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 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 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 22/09/2023 to 29/09/2023 (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.

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 2022-23

along with Notice of 40th 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 FY 2022-23 will also be available on the Company's website at www.yaminiinvestments.co.in 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.

- 11) 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 40th Annual General Meeting and the Annual Report for 2022-2023 will also be available on the Company's website www.yaminiinvestments.co.in, 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.
- 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 40th Annual General Meeting and the Annual Report for 2022-2023 will also be available on the Company's website www.yaminiinvestments.co.in, 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 RTA admin@skylinerta.com during the period starting from 26th September, 2023 (from 9.00 a.m.) to 26th September, 2023 (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., Friday, 22th September, 2023 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 WHO'S 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.com; 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.com; admin@skylinerta.com; Tel. No. 011-40450193-97, 011-26812682-83.

Place: Mumbai
Date: 05/09/2023

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

Sd/-
Vandana Agarwal
Director
DIN - 02347593

Registered Office:

Yamini Investments Company Limited
(CIN: L67120MH1983PLC029133)
B-614, Cristal Plaza, Opp. Infinity Mall,
New Link Road, Andheri (W),
Mumbai-400 053
Tel: 022-40164455
E-mail: yaminiinvestments@gmail.com
Website: www.yaminiinvestments.co.in

Procedure and Instruction of E-voting

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 40th 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. 20002F2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 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 AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. 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 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the 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, May 05, 2020 and May 05, 2021 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 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 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 AGM has been uploaded on the website of the Company at www.yaminiinvestments.co.in. 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. 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, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 26th September, 2023 at 9:00 A.M. and ends on Thursday, 28th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22th September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22th September, 2023.

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to

register is available at <https://eservices.nSDL.com>. Select “Register Online for IDEAS Portal” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful

	authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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 to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 akhilkumaragarwal@ymail.com with a copy marked to evoting@nsdl.com.
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 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.com

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. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account

maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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.

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 (yaminiinvestments@gmail.com). The same will be replied by the company suitably.

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. 3

Mrs Rubi Nandi (Din: 09673549) was appointed as an Additional Executive Director by the Board with effect from 05th September, 2023 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mrs Rubi Nandi (Din: 09673549) will hold office up to the date of the ensuing AGM, was appointed as Additional 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 Mrs Rubi Nandi (Din: 09673549) as a Director under Section 149 of the Companies Act, 2013 and received in writing a notice from a member, proposing him candidature for the office of Director.

In the opinion of the Board Mrs Rubi Nandi (Din: 09673549) fulfils the conditions specified in the Act and rules made there under as also under the Listing Agreement for his appointment as a Director of the Company. Further Mrs Rubi Nandi (Din: 09673549) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given him consent to act as Director.

Mrs Rubi Nandi (Din: 09673549) is interested in the above resolution as appointee as set out in item no. 3 of the Notice with regard to his appointment. The Directors, therefore, recommend the Resolution as set out in item no. 3 for the approval of the Members of the Company.

Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

ITEM NO.4

Mr. Satanand Pandey (DIN No: 08240027) was reappointed as a Director by the Board with effect from 05th September, 2023 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Satanand Pandey (DIN No: 08240027) will hold office up to the date of the ensuing AGM, was reappointed as Independent Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Mr. Satanand Pandey (DIN No: 08240027) as Independent Director under Section 149 of the Companies Act, 2013 and regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of five consecutive i.e. up to the 45th Annual General Meeting of the company which will be held in the F.Y. 2028, and he shall not be liable to retire by rotation. In the opinion of the Board.

Mr. Satanand Pandey (DIN No: 08240027) fulfils the conditions specified in the Act and rules made there under as also under the Listing Regulation for his reappointment as Independent Director of the Company. Further Mr. Satanand Pandey (DIN No: 08240027) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Company has received notices in writing from member proposing his candidature for the office of Independent Director of the Company. The Company has also received declaration from the Director that he meets the criteria of Independence as prescribed both under sub section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Satanand Pandey (DIN No: 08240027) is interested in the above resolution as appointee as set out in item no. 4 of the Notice with regard to his reappointment. Copy of the draft letter for reappointment of Mr. Satanand Pandey (DIN No: 08240027) as an Independent Director setting out the terms and conditions is available for inspection by members free of cost at the registered office of the Company at the time specified as above.

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

ITEM NO.5

Mr. Girish Verma (DIN No. 08524681) was reappointed as a Director by the Board with effect from 05th September, 2023 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, Girish Verma (DIN No. 08524681) will hold office up to the date of the ensuing AGM, was reappointed as Independent Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to reappoint Girish Verma (DIN No. 08524681) as Independent Director under Section 149 of the Companies Act, 2013 and regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of five consecutive i.e. up to the 45th Annual General Meeting of the company which will be held in the F.Y. 2028, and he shall not be liable to retire by rotation. In the opinion of the Board.

Mr. Girish Verma (DIN No. 08524681) fulfils the conditions specified in the Act and rules made there under as also under the Listing Regulation for his reappointment as Independent Director of the Company. Further Mr. Girish Verma (DIN No. 08524681) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Company has received notices in writing from member proposing his candidature for the office of Independent Director of the Company. The Company has also received declaration from the Director that he meets the criteria of Independence as prescribed both under sub section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Girish Verma (DIN No. 08524681) is interested in the above resolution as appointee as set out in item no. 5 of the Notice with regard to his reappointment. Copy of the draft letter for reappointment of Mr. Girish Verma (DIN No. 08524681) as an Independent Director setting out the terms and conditions is available for inspection by members free of cost at the registered office of the Company at the time specified as above.

The Directors, therefore, recommend the Resolution as set out in item no. 5 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.

Place: Mumbai
Date: 05/09/2023

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

Sd/-
Vandana Agarwal
Director
DIN - 02347593

Registered Office:

Yamini Investments Company Limited
B-614, 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.co.in

DIRECTORS' REPORT

To,
The Shareholders,
Yamini Investments Company Limited

The Directors have pleasure in presenting their 40th Director Report & Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2023.

FINANCIAL RESULTS

The summary of the financial performance of the Company for the year ended 31st March,2023 as compared to the previous year is as below:

Particulars	Year ended 31.03.2023 (Amount in thousand)	Year ended 31.03.2022 (Amount in thousand)
Total Income	63930.85	51382.39
Total Expenditure	61084.75	48549.17
Profit/(Loss) before Tax	2846.10	2833.21
Profit/(Loss) After Tax	2106.12	2096.57
Paid up Share Capital	5,25,726.40	5,25,726.40
Reserve And Surplus	147982.82	147044.94

FINANCIAL PERFORMANCE & HIGHLIGHTS

The Company has earned profit after tax of Rs. 21,06,080/- (Rs. Twenty one Lakhs Six Thousand Eighty Only) during the current financial year as against Rs. 20,96,574/- (Rs. Twenty Lakhs Ninety Six Thousand Five Hundred Seventy Four Only) earned during the previous financial year. Profit before tax is 28,46,060/- (Rs. Twenty Eight Lakhs fourty six Thousand and Sixty only) as compare d to 28,33,214/- (Rs. Twenty-Eight Lakhs Thirty Three Thousand Two Hundred and Fourteen 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 2022-23. The Board assures you to present a much strong financial statements in coming years.

DEPOSITS

As on 31.03.2023, 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 SHARECAPITAL

The paid-up equity share capital as on 31st March,2023 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. There port 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, 2023 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 behavior 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*	Executive Director	24.01.2013
2.	Mr. Manish Dalmia	Managing Director	28.08.2021
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
6.	Ms. Taniya Rao	Executive Director	02.08.2022

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 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 FOR MANUAL 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 the satisfaction with the evaluation process.

Details of program for familiarization of independent directors of the company are accessible on your company website at <https://www.yaminiinvestments.co.in/policies.html>.

NUMBER OF MEETINGS OF THE BOARD

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

The dates of Board Meetings are as follows:

30/05/2022, 02/08/2022, 24/08/2022, 14/11/2022 and 13/02/2023.

**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 13.02.2023 and 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 levels, and quantified the quality, quantity and timeliness of following formation between the Company, management and the Board and expressed satisfaction.

CHANGE IN DIRECTORS AND KMP DURING THE YEAR:

Mrs. Taniya Rao was appointed as an Additional Director of the Company w.e.f. 2nd August, 2022. Thereafter she was confirmed in the Annual General Meeting as Director dated 24th September, 2022.

Ms. Kalpana Agarwal was appointed as Company Secretary of the Company w.e.f. 30th May, 2022.

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 three committees: 1. Audit Committee, 2. Nomination and Remuneration Committee, 3. Stake Holders Relationship 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 STATEMENTS 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 here by confirm that:

1. In preparation of the annual accounts for the financial year ended March 31, 2023, 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 with Vishnu Kabra assigning partner were appointed as Statutory Auditors of the Company from the financial year 2021-22 at the Annual General Meeting ("AGM") held during 2018 for a term of Three financial years commencing from 2021-22 and until 2022-23. Considering the performance and experience of M/s SSRV & Associates, a resolution for re-appointing M/s. SSRV & Associates, Chartered Accountants, as Statutory Auditors, with Satyendra Sahu as signing partner(s) for a second term of five financial years has been proposed by the Board of Directors on the recommendation of the Audit Committee and the said appointment is subject to approval of the Shareholders at the ensuing Annual General Meeting.

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 2022-23, as required under Section 204 of the Companies Act, 2013 and Rules there under.

The Secretarial Audit report for FY 2022-23 forms part of the Annual Report and part of the Board's report as **Annexure-1.**



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 2022-23.

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

No cases were filed during the Financial Year 2022-23 under Sexual Harassment of Women at work place (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 work place (Prevention, Prohibition & Redressal) Act, 2013.

- A. No of Complaint filed during the Financial Year 2022-23: **NIL**,
- B. No of Complaint disposed during the Financial Year 2022-23: **NIL**,
- C. No of Complaint pending as on end of the Financial Year 2022-23: **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 / behaviors 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.co.in.

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 stake holders. The Code gives guidance

through examples on the expected behavior from an employee in a given situation and their 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 in stance 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 concern so 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 there of 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 insecurities 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 facevalue of Re.1/- each.
2. The Board of Directors of the company consists of 6 Directors (as on the date of the Adoption of Annual Return & Director Report) namely Mr. Manisha Dalmia Managing Director, Mrs. Vandana Agarwal Director, Mr. Girish Verma Independent Director, Mr. Satanand Pandey Independent Director, Ms. Priti Rao Independent Director and Ms. Taniya Rao, Executive Director of the Company.
3. The secured debt of the company is Nil.
4. The Promoters holding consists of 93,45,500 equity shares of Rs. 1/- each amounting to 1.78%. There was no 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 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 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

ACKNOWLEDGEMENTS

Your directors would like to acknowledge and place on record their sincere appreciation to all stakeholders - Clients, Financial Institutions, Banks, Central and State Governments, the Company's valued investors and all other business partners for their continued co-operation and excellent support received during the year.

Your directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its growth.

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

Place: Mumbai
Date: 05/09/2023

Sd/-
Manish Dalmia
Managing Director
DIN:05155708

Sd/-
Vandana Agarwal
Director
DIN:02347593

“Annexure-1”FORMMR -3SECRETARIALAUDITREPORTFORTHEFINANCIALYEARENDED31STMARCH,2022

[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
 B-614, 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** (herein after 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 there on.

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 authorized 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, 2023 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 herein after.

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, 2023 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 Take overs) Regulations,2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(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 is not applicable to the company);**
 - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **(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, 2018 – **(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, 2023 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.

I further report that

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

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

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

I further report that:

- During the audit period, there were no instances of:
 - (i) Public/Rights/Preferential issue of Shares/debentures/sweat equity.

- (ii) Redemption/buy-back of securities.
- (iii) Merger/amalgamation/reconstruction etc.
- (iv) Foreign technical collaborations.

Note:

- This report is to be read with our letter of even date which is annexed as “ANNEXURE A” and forms an integral part of this report.
- The Audit was conducted on quarterly basis and all the documents were obtained from the company.

**For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313**

**Sd/-
Akhil Agarwal
Proprietor
ACS No.35073
UDIN: A035073E000894681**

**Place: Kolkata
Date:30/08/2023**



"ANNEXUREA"

To,
The Member,
M/s Yamini Investments Company Limited
B-614, 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 them an age menth as conducted the affairs of the Company.

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
UDIN: A035073E000894681

Place: Kolkata
Date:30/08/2023

"Annexure-2"FORMNO.MGT-9**EXTRACTOFANNUALRETURN**

Asonfinancialyearendedon31.03.2023

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014**I. REGISTRATION&OTHERDETAILS:**

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	B-614, CRYSTAL PLAZA, NEW LINKROAD, 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 -110020. Tel No.: +91-11-26812682 Fax No.: +91-11-26812683 E mail id.: viren@skylinerta.com Website: www.skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ASSOCIATE	% OF SHAREHELD	APPLICABLE SECTION
1	N.A.	NA	NA	NA	NA

VI. SHAREHOLDING 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 01/04/2022	Shares Held at the End of the Year 31/03/2023	% Chan
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YAMINI INVESTMENTS COMPANY LTD.

S. No.	Category of Shareholders	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	Ge Durin gThe Year
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	19060000	0	19060000	17.30	9060000	0	9060000	1.72	-1.91
e)	Banks/Fl	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)	19345500	0	19345500	17.36	9345500	0	9345500	1.78	-1.91
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/Fl	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)	19345500	0	19345500	17.36	9345500	0	9345500	1.78	-1.91
B	Public Shareholding									
1	Institutions									
a)	Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b)	Banks/Fl	190000	0	190000	0.036	190000	0	190000	0.036	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)	FIs	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)	190000	0	190000	0.04	190000	0	190000	0.04	0.00
2	Non-Institutions									
a)	Bodies Corporate									
1)	Indian	98329274	938000	99267274	18.88	65238925	320000	65558925	12.47	-6.41
2)	Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b)	Individuals									
1)	Individual shares holders having nominal share capital up to Rs. 1,00,000	206473222	5278900	211752122	40.28	246502281	5278900	251781181	47.89	7.61



2)	Individual shares holders having nominal share capital Excess of Rs.1,00,000	149470686	23542800	173013486	32.91	156735122	23542800	180277922	34.29	1.38
c)	Others									
a)	HUF	17063579	1604800	18668379	3.55	15138387	1604800	16743187	3.18	-0.37
b)	Non Resident Indian	947542	0	947542	0.18	1420472	0	1420472	0.27	0.09
c)	Foreign National	0	0	0	0.00	0	0	0	0.00	0.00
d)	ClearingMembers	2284570	0	2284570	0.43	87126	0	87126	0.02	-0.41
e)	Trust	0	80000	80000	0.02	0	80000	80000	0.02	0.00
e)	Foreign Bodies-DR	0	0	0	0.00	0	0	0	0.00	0.00
f)	Firms	177527	0	177527	0.03	242087	0	242087	0.05	0.02
	Sub-Total(B)(2)	474746400	31444500	506190900	96.28	485364400	30826500	516190900	98.19	1.91
	Total Public Share holding(B)	474746400	31444500	506190900	96.28	485364400	30826500	516190900	98.19	1.91
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	494281900	31444500	525726400	100.00	494899900	30826500	525726400	100.00	0.00

ii) Share holding of Promoters-

S N	Shareholder's Name	Shareholding at the beginning of the year 01/04/2022			Shareholding at the end of the year 31/03/2023			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged /encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged /encumbered to total shares	
1	VANDANA AGARWAL	285500	0.05	NA	285500	0.05	NA	0
2	SURBHI INFRAPROJECT PRIVATE LIMITED	100000	0.02	NA	100000	0.02	NA	0
3	MADHUR BUILDCON PRIVATE LIMITED	18960000	3.61	NA	8960000	1.70	NA	1.91

YAMINI INVESTMENTS COMPANY LTD.

iii) Change in Promoters' Shareholding (please specify, if there is no change):

S.	Name of Share holders	Shareholding at the beginning of the year 01/04/2022	Cumulative Shareholding during the year 31/03/2023
S. NO		NO OF SHARES	% Of Total Shares of the Company
	At the Beginning of the Year	91245500	17.36
	At the end of the year	9345500	1.77

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

Sr. No	Name of Share holder	Shareholding As on 01/04/2022		Changes During the year 2022-23			Cummulative Shareholding Holding as on 31/03/2023	% of Total Shares of the Company
		No of Shares Held	% To the Total Shares	Transaction Date	Increase /Decrease	Reason		
1	MANLIKE CHEMICAL AND PHARMACEUTICAL COMPANY PRIVATE LIMITED	20356058	3.87					
						Balance	20356058	3.87
2	NANDINI TRADEX PRIVATE LIMITED	5630000	1.07	01.04.2022	1446865	Sale		
				06.05.2022	888952	Sale		
				13.05.2022	1296181	Sale		
				20.05.2022	2528873	Purchase		
				27.05.2022	1904515	Sale		
				03.05.2022	2622360	Sale		
						Balance	0	0
3	DUXTON HILLS BUILDER PRIVATE LIMITED	5571704	1.06					

						Balance	5571704	1.06
4	FRUGAL DEVELOPERS PRIVATE LIMITED	4879089	0.93					
				01.04.2022	3636447	Sale		
				15.07.2022	3636447	Purchase		
				06.01.2023	1350	Sale		
						Balance	4876489	0.93
5	BELL INDUS FIBRECOM PVT LTD	4023700	0.77					
				01.04.2022	2297088	Sale		
				15.07.2022	2297088	Purchase		
						Balance	4023700	0.77
6	EXPREZER INFOTECH PRIVATE LIMITED	3620796	0.69					
				05.08.2022	1455557	Sale		
				12.08.2022	104481	Sale		
				19.08.2022	2060758	Sale		
7	CHANDRASHEKHAR PRASAD	0	0					
				15.07.2022	625000	Purchase		
				12.08.2022	107725	Purchase		
				19.08.2022	2417561	Purchase		
				02.09.2022	10000	Purchase		
				14.10.2022	52714	Purchase		
				21.10.2022	48000	Purchase		
				20.01.2023	178546	Sale		
				27.01.2023	85490	Sale		
						Balance	2996964	0.57
8	SALONI BUILDTECH PRIVATE LIMITED	3595132	0.68	07.04.2022	3595132	Sale	0	0
						Balance	0	0
9.	ABLAZE TOUR AND TRAVELS PRIVATE LIMITED	2973527	0.57					
						Balance	2873527	0.57
10.	MKR TRADING PVT LTD	2791645	0.53	01.04.2022	2444805	Sale		
				15.07.2022	2444805	Purchase		
						Balance	2791645	0.53
11.	FUSION CONBUILD PRIVATE LIMITED	2788017	0.53	01.04.2022	2617138	Sale		
				15.07.2022	2616238	Purchase		
				10.02.2023	1550	Sale		
						Balance	2785567	0.53
12.	VIPIN JAIN	2577287	0.49	18.11.2022	171	Sale		
						Balance	2577116	0.49

13.	VIKAS JAIN	2522352	0.48	18.11.2022	-171	Sale		
						Balance	2522181	0.48
14.	PANCHSHEEL PORTFOLIO CONSULTANTS PRIVATE LIMITED	3556246	0.68	07.04.2022	3556246			
						Sale		
						Balance	0	0
14.	PAVAKI PROPBUILD PRIVATE LIMITED	2955357	0.56	02.09.2022	106549			
				09.09.2022	1700000	Sale		
				16.09.2022	1148808	Sale		
						Balance	0	0

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.	VANDANAAGARWAL				
	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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

B. REMUNERATION TO OTHER DIRECTORS - NIL

YAMINI INVESTMENTS COMPANY LTD.

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	1,56,000. /-	-
	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17 (2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	others, specify...	-	-
5	Others, please specify	-	-
	Total	1,56,000/-	-

	(a) Salary as per provisions contained in section 17 (1) of The Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17 (2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission – as % of profit others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	300000	-	-	300000
	Ceiling as per the Act	-	-	-	-

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	-	-	-	-

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

“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/arrange ment/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, any (Amount in Rs.)
Nil	Nil	Nil	Nil	Nil	Nil
			For YAMINI INVESTMENTS COMPANY LIMITED	By Order of the Board	
			Sd/- Girish Verma Director DIN: 08524681	Sd/- Vandana Agarwal Director DIN:02347593	

Place: Mumbai
Date: 10/08/2023

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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 violative 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**

**Place: Mumbai
Date: 05/09/2023**

**Sd/-
Shekhar Dodrajka
Chief Financial Officer**

“Annexure-5”**Information Pursuant to Section 197 (12) Read with rule 5 of the companies (Appointment and remuneration of managerial personal) Rule2014**

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 2022-23	Mrs. Vandana Agarwal	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
		Mr. Shekhar Dodrajka	CFO(KMP)	No
		Mr. Satanand Pandey	Independent Director	NA
		Mr. Girish Verma	Independent Director	NA
		Mr. Alkesh Patidar	Company Secretary (Resigned as on 02.01.22)	No
3	The percentage increase or Decreases 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.6,23,735/-and total turnover of the Company is Rs. 5,13,82,388/-.		
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 each remuneration of the Key Managerial Personnel against the	Key Managerial Personnel	Designation	Remuneration	Total turnover of the Company
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YAMINI INVESTMENTS COMPANY LTD.

	Performance of the Company			-FY2022-23	
		Mrs. Vandana Agarwal	Managing Director	3,00,000/-	4,35,95,971/-
		Shekhar Dodrajka	CFO(KMP)		
		Mr. Alkesh Patidar	Company Secretary	3,23,735. /-	4,35,95,971/-
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.
B-614, Crystal Plaza, Opposite Infinity Mall,
New Link Road, Andheri (W),
Mumbai - 400053

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 31stMarch, 2023.

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

Place: Mumbai
Date:05/09/2023

Sd/-
Vandana Agarwal
Director
DIN:02347593

**REPORT ON CORPORATE GOVERNANCE FOR F.Y.2022-23****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 2023, the Company’s Board of Directors comprises of 6 Director, out of which 3 are Executive Directors (including 1 being Managing Director) 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, 2023 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 Position shield ⁽²⁾	
				Chairman	Member
1.	Mrs. Vandana Agarwal	Executive Director	3	0	0

2.	Mr. Satanand Pandey	Independent Director	0	0	2
3.	Mr. Girish Verma	Independent Director	0	2	0
4.	Ms. Priti Rao	Independent Director	0	0	2
5.	Mr. Manish Dalmia	Director Cum Managing Director	0	0	0
6.	Ms. Taniya Rao	Director	0	0	0

Notes:

- There are no inter-se relationships between our Board members.
- 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).
- 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 2022-23 and up to the date of this report are tabulated below:

Sr. No.	Name of Directors	Nature of change	Date of change
1.	Ms. Taniya Rao	Appointed as an Additional Director of the Company Confirmation in the AGM as Director	02/08/2022 24/09/2022

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 2022-23

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 30/05/2022, 02/08/2022, 24/08/2022, 14/11/2022 and 13/02/2023. One separate meeting of Independent Directors was also held on 13th February, 2023.

Attendance of directors during FY 2022-23

S. N.	Name of Director	Category of Directorship	Attendance at AGM on 24 th September, 2022	No. of Board Meetings in the Year During respective tenure of Directors	
				Held	Attended
1	Mrs. Vandana Agarwal	Executive Director	Yes	5	5
2	Mr. Manish Dalmia	Managing Director	Yes	5	5
3	Mr. Satanand Pandey	Independent Director	No	5	5
4	Mr. Girish Verma	Independent Director	Yes	5	5
5	Mr. Priti Rao	Independent Director	Yes	5	5
6	Ms. Taniya Rao	Executive Director	Yes	5	3

Meeting of Independent Directors

During the year under review, a separate meeting of the Independent Directors was held on 13th February, 2023. At the said meeting, the Independent Directors reviewed the performance of Non-Independent Directors, the Board



YAMINI INVESTMENTS COMPANY LTD.

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 Director's 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 13th February, 2023 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 40th 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	Ability to understand organization, processes, strategic planning and risk management. Experience in developing talent,	4

Planning	Succession planning and driving change and long-term growth.	
Legal and Governance	Ability to protect shareholders' interests and observe appropriate governance practices. Monitor risk and compliance Management system including legal frame work.	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 sand values.	4

3. COMMITTEE OF THE BOARD:

The Company has three committees viz: 1. Audit Committee, 2. Nomination and Remuneration Committee, 3. Stakeholders 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 2023, Four Audit Committee Meetings were held on 30/05/2022, 02/08/2022, 14/11/2022 and 11/02/2023. All members were present at these meetings. 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
Mr. Girish Verma	Chairperson	Non-Executive-Independent Director
Mr. Satanand Pandey	Member	Non-Executive-Independent Director
Ms. Priti Rao	Member	Non-Executive-Independent Director

2. NOMINATION AND REMUNERATION COMMITTEE:

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our director; sitting fee payable to our Non-Executive Directors; remuneration policy covering policies on remuneration payable to our senior executives.

During the financial year ended 31st March, 2023, Three Nomination and Remuneration Committee Meetings were held on 30/05/2022 and 02/08/2022. 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. Girish Verma	Chairperson	Non-Executive-Independent Director
Mr. Satanand Pandey	Member	Non-Executive-Independent Director
Ms. Priti Rao	Member	Non-Executive-Independent Director

**ROLE OF THE COMMITTEE:**

The role of Nomination and Remuneration Committee is as follows:

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

1. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

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

Your Company has constituted Stake Holders Relationship Committee under the Chairmanship of Mr. Girish Verma During the financial year ended 31st March, 2023. One Stakeholders' relationship Committee Meetings were held on 02/08/2022. 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. Girish Verma	Chairperson	Non-Executive-Independent Director
Mr. Satanand Pandey	Member	Non-Executive-Independent Director
Ms. Priti Rao	Member	Non-Executive-Independent Director

4. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

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

5. GENERAL BODY MEETINGS:

Details of the Last 3 AGM are given as under:

Year	Date	Time	Venue
2021-22	26.09.2022	12:00 P.M.	THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS('OAVM')
2020-21	27.09.2021	02:00pm	THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS('OAVM')
2019-20	24.12.2020	02:00pm	THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS('OAVM')

All the resolutions including special resolutions asset 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.co.in/>.

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)	Nil	Nil
Whole Time Director		
Director	Vandana Agarwal	3,00,000
Chief Financial Officer	Shekhar Dodrajka	Nil
Company Secretary	Kalpana Agarwala	1,56,000
(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. 2022-23.

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.co.in.

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 Lakshadweep'.

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

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

YAMINI INVESTMENTS COMPANY LTD.

8. GENERAL SHARE HOLDER INFORMATION:

(a) AGM date, time and venue:

Annual General Meeting scheduled to be held on 29th September, 2023 Friday, at 3:30 P.M. IST through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM').

***Copy of Notice of Annual General Meeting along with Annual Report 2022-23 is available on Company website:**

www.yaminiinvestments.co.in.

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

Tentative Schedule

Unaudited Results for quarter ending June 30, 2022	- 2 nd August, 2022
Unaudited Results for quarter ending September 30, 2022	- 14 th Nov., 2022
Unaudited Results for quarter ending December 31, 2022	- 13 th February, 2023
Unaudited Results for year ending March 31, 2023	- 30 th May, 2023

AGM for year ending March 31, 2023- 26th September, 2023

(c) Book Closure period: Share Transfer Register will be closed from 22nd September, 2023 to 29th September, 2023 (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 – 400001

(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 2022 to March 2023

Month

Open Price

High Price

Low-price

Apr22	1.88	1.96	1.42
May22	1.59	1.76	1.03
Jun22	1.17	1.29	0.96
Jul22	1.06	1.07	0.90
Aug22	0.91	1.16	0.87
Sep22	0.95	1.01	0.87
Oct22	0.91	0.93	0.85
Nov 22	0.88	0.90	0.77
Dec22	0.88	1.13	0.79
Jan23	0.90	0.92	0.79
Feb23	0.80	0.87	0.66
Mar23	0.63	0.75	0.54

Distribution of Shareholding as on 31st March, 2023

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
UpTo5,000	117635	92.11	79373794	15.10
5001To10,000	4654	3.64	35713688	6.79
10001To20,000	2330	1.82	33998082	6.47
20001To30,000	829	0.65	20520309	3.9
30001To40,000	562	0.44	20094068	3.82
40001To50,000	281	0.22	12958215	2.46
50001To1,00,000	790	0.62	58552069	11.14
1,00,000andAbove	627	0.49	264516175	50.31
Total	127708	100.00	525726400.00	100.00

**Dematerialization of Shares as on 31st March, 2023**

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	32,31,52,754	61.47%
Held in dematerialized Form in NSDL	17,17,47,146	32.67%
Physical	3,08,26,500	5.86%
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:
viren@skylinerta.co.in

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, to get her 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, 2023. 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.co.in/>. This policy also includes practices and procedures for fair disclosures of unpublished price-sensitive information, initial and continual disclosures.

Legal Proceedings:

There is no legal proceeding pending against the Company.

**Address for Correspondence: All correspondences should be addressed to
YAMINI INVESTMENTS COMPANY LIMITED**

Regd: Off: D-215, Crystal Plaza, Opp. Infinity Mall, New Link Road, Mumbai - 400053, Maharashtra

Telephone No: 022-40164455

Email: yaminiinvestments@gmail.co.in

Website: www.yaminiinvestments.co.in

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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
B-614, 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, 2023** 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 there presentations 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, 2023, 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
UDIN: A035073E000894701

Place: Kolkata
Date: 30/08/2023

DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17TO27 ANDREGULATION 46(2) (B) TO(I) OFTHELISTING REGULATIONS:

Sr. No.	Particulars	Regulation	Compliance status Yes/No/N.A	Compliance observed for the following:
1	Board of Directors	17	Yes	<input checked="" type="checkbox"/> Board Composition <input checked="" type="checkbox"/> Meeting of Board of Directors <input checked="" type="checkbox"/> Review of compliance reports <input checked="" type="checkbox"/> Plans for orderly succession for appointments <input checked="" type="checkbox"/> Code of Conduct <input checked="" type="checkbox"/> Fees / compensation <input checked="" type="checkbox"/> Minimum information to be placed before the Board <input checked="" type="checkbox"/> Compliance Certificate Risk Assessment & Management
2	Audit Committee	18	Yes	<input checked="" type="checkbox"/> Composition <input checked="" type="checkbox"/> Meeting of Audit Committee <input checked="" type="checkbox"/> Role of Audit Committee and review of Information by the Committee
3	Nomination and Remuneration Committee	19	Yes	<input checked="" type="checkbox"/> Composition <input checked="" type="checkbox"/> Role of the Committee
4	Stakeholders Relationship Committee	20	Yes	<input checked="" type="checkbox"/> Composition <input checked="" type="checkbox"/> Role of the Committee
5	Risk Management Committee	21	Not Applicable	<input checked="" type="checkbox"/> The Company is not in the list of top 100 listed Entities by market capitalization
6	Vigil Mechanism	22	Yes	<input checked="" type="checkbox"/> Formulation of Vigil Mechanism for Directors and employees <input checked="" type="checkbox"/> Direct access to Chairperson of Audit Committee
7	Related Party Transactions	23	Yes	<input checked="" type="checkbox"/> Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions <input checked="" type="checkbox"/> Related Party Transactions of the Company are pursuant to contracts duly approved by the Audit Committee, Board of Directors and Shareholders of the Company
8	Corporate Governance requirements with respect to subsidiary of Listed Entity	24	Not Applicable	<input checked="" type="checkbox"/> The Company does not have any subsidiary
9	Obligations with respect to Independent Directors	25	Yes	<input checked="" type="checkbox"/> Maximum Directorship and Tenure <input checked="" type="checkbox"/> Meeting of Independent Directors <input checked="" type="checkbox"/> Familiarization of Independent Directors
10	Obligations with respect to Directors and Senior Management	26	Yes	<input checked="" type="checkbox"/> Memberships / Chairmanships in Committees <input checked="" type="checkbox"/> Affirmation with compliance to Code of Business Conduct and Ethics from Directors and Management Personnel <input checked="" type="checkbox"/> Disclosure of shareholding by Non -executive Directors <input checked="" type="checkbox"/> Disclosures by Senior Management about Potential conflicts of interest
11	Other Corporate Governance requirements	27	Yes	<input checked="" type="checkbox"/> Compliance with discretionary requirements <input checked="" type="checkbox"/> Filing of quarterly compliance report on Corporate Governance.



12	Website	46(2)(b) to(i)	Yes	<input checked="" type="checkbox"/> Terms and conditions of appointment of Independent Directors Directors <input checked="" type="checkbox"/> Details of establishment of Vigilance Management Personnel Mechanism/ Whistle Blower Policy <input checked="" type="checkbox"/> Policy on dealing with Related Party Transactions and details of familiarization programs imparted to Independent Directors.
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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

GLOBAL EQUITY MARKETS DURING THE FINANCIAL YEAR 2022-23:

The year 2020 will be recalled in the years to come with memories of Shock & Awe. In the first month of the Financial Year, namely April 2020, the world received an unprecedented Shock with Covid19 becoming a global pandemic, the lockdown of all activities to “Flatten the Curve” and to protect the people from the spread of the virus brought about unprecedented fall in activities. Millions faced unsurmountable personal challenges and a large number lost loved ones. For all those of us who were saved from the wrath of the pandemic have been fortunate and have to thank the almighty for his/her support and strength.

The developed nations left with no other recourse have flooded the world with currency to support their markets and their citizens. The COVID pandemic has added \$24 trillion to the global debt mountain over the last year a new study has shown, leaving it at a record \$281 trillion and the worldwide debt-to-GDP ratio at over 355%. The Institute of International Finance’s (‘IIF’) global debt monitor estimated government support programmes had accounted for half of the rise, while global firms, banks and households added \$5.4 trillion, \$ 3.9 trillion and \$2.6 trillion respectively.

One of the biggest threats to the present strong global equity markets is rising inflation. When it comes to inflation, the alarm bells are ringing louder with the commodity markets shattering records and governments continuing to pile on stimuli. Expectations of price pressures are apparent in the commodity markets, with iron ore, copper, aluminum and other metals either soaring or nearing record levels. The rise in commodity prices suggests that there could be some policy change sooner than later. The U.S. Federal Reserve may have to hike rates to stave off inflation, there after central banks globally may have to do the same.

Indian Economy

CRISIL Ltd. research states that India’s GDP growth will rebound to 11% in fiscal 2023, after an 8% contraction this fiscal. In nominal terms, the size of the economy next fiscal may be 2% larger than what it was in fiscal 2020. Perhaps the biggest concern is that the turnaround has to be more broad-based to bring back at least 14 million jobs estimated by the Centre for Monitoring of the Indian Economy to have been lost. As we all know the pandemic as hit the services sector harder than manufacturing. Within services, the sharpest decline was in trade, hotels, transport, and communication services, which account for roughly 16% of employment.

Small businesses, which make up more than a quarter of India’s GDP and over 40% of manufacturing output, are key to a broad-based recovery. They are the “missing middle”. The pandemic caused revenues of smaller firms to plunge harper than larger firms, the main reason for job losses.

The second wave of Covid remains a big risk given that demand and animal spirits rise with hope and normalcy in everyday life.

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, be sides 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 profit before tax of Rs.28,41,100/- app. mainly from sale of shares and



Securities and interest earned.

Discussion on financial performance with respect to operational performance:

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 represented 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/-
Manish Dalmia
Managing Director
DIN:05155708

Sd/-
Vandana Agarwal
Director
DIN:02347593

Place : Mumbai
Date:05/09/2023



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
B-614, 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 **B-614, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W) Mumbai - 400053.** (here in after 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, 2023 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	SATANAND PANDEY	08240027	14/11/2018
3	GIRISH VERMA	08524681	10/08/2019
4	PRITI RAO	08240562	02/09/2020
5	MANISH DALMIA	05155708	28/08/2021
6	TANIYA RAO	08240994	02/08/2022

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
ACSN0.35073
UDIN: A035073E000842451

Place: Kolkata
Date:22/08/2023

INDEPENDENT AUDITOR'S REPORT**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF YAMINI INVESTMENTS COMPANY LIMITED****Report on the Audit of the Standalone 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, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows ended on that date, and a summary of 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, ("IndAS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, 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 ("SA" s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors 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 ethical 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's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Management's Responsibilities 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, including other 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 control relevant to the audit in order to design audit procedures that are appropriate to 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.
- 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 standalone 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 result so far work and (ii) to evaluate the effect of any identified misstatements in the standalone 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, based on our audit 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) Your 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the director's son March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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:

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.
 - h) 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, as amended 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 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.
 - iv. (a) According to the information represented by the management, to the best of its knowledge and belief, no fund has been advanced or loaned or invested (either in form of borrowed funds or share premium or any other source or kind of funds) by the company to or in any other person or entity, including foreign entities (intermediaries) with the understanding, whether directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or behalf of the company (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiary



YAMINI INVESTMENTS COMPANY LTD.

- b) According to the information represented by the management, to the best of its knowledge and belief no fund has been received by the company from any person or entities (Funding Parties) with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly, lent or invest in other person or entity identified in a manner whatsoever by or behalf of the Funding Party (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries: and
- c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that representation under clause (a) and (b) contain any material misstatement.
- v. On the basis of information and examination given to us, by the management to the best of its knowledge and belief, the company has neither declared or paid any dividend during the year.
2. As required by the Companies (Auditor's Report) Order, 2020 ("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
FIRM NO. - 135901W

SD/-

SATYENDRA SAHU
PARTNER
M.No :126823
UDIN: 23403437BGWDLY2205
PLACE: - MUMBAI
DATE: 30.05.2023

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of YAMINI INVESTMENTS COMPANY LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company 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 (the "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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the account in records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company 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") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 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 control over financial reporting included obtaining an understanding of internal financial control 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 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. 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal financial 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 ICAI.

FOR: - SSRV & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM NO. - 135901W

Sd/-

SATYENDRA SAHU
PARTNER
M.No :126823
UDIN: 23403437BGWDLY2205
PLACE: - MUMBAI
DATE: 30.05.2023

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of YAMINI INVESTMENTS LIMITED of even date)

- i. In respect of the Company's tangible & intangible assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of tangible & intangible assets.
 - (b) The Company has a program of verification of overall the items of tangible & intangible assets in a phased manner which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain tangible & intangible assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as tangible & intangible assets in the standalone financial statements, the lease agreements are in the name of the Company.
- ii. The Company is a Construction company. Accordingly, the Management has conducted Physical Verification of Inventory at Reasonable intervals during the year and no Material discrepancies between physical inventory and book records were noticed on physical verification and the valuation of closing stock has been certified by the management and we have relied on the same.
- iii. According to the information and explanations given to us, the Company has granted unsecured loans to four bodies corporate, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
 - (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's Interest.
 - (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
 - (c) There is no overdue amount remaining outstanding as at the year-end.
 - (d) The Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- iv. In our opinion and according to the information given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- v. the company has not accepted deposits during the year and does not have any un-claimed deposits as at March31, 2023 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.



- vii. According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
- viii. According to the information and explanation given to us and based on examination of the record of the company, there is no undisclosed income which has been recorded in the accounts during the year.
- ix. According to the information and explanations given to us and based on examination of the records of the Company the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or dues to debenture holders. The Company did not have any loans or borrowings from the government during the year.
- x. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- xi. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian accounting standards.
- xiv. In our opinion and according to the information and explanation given to us, the company has the internal audit system as mandated by the provision of the section 138 of the company's act 2013
- xv. In our opinion and according to the information and explanations given to us, during the year the Company Has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company.
- xvii. According to the information and explanation given to us, the company has not incurred any cash losses in the financial year and immediately preceding the financial year.
- xviii. As audit tenure is not completed therefore section 140 sub-section 2 of companies act 2013 for removal of audit is not applicable for the year.

- xix. In our opinion and according to information and explanation given to us, the company can meet the liability which exists as at the balance sheet date when such liabilities are due in the future.
- xx. According to the Information and explanation given to us, the company is not under obligation of corporate social responsibility, so there is no amount which remains unspent and needs to be transferred under special accounts in accordance with section 135 of the companies Act, 2013.
- xxi. In our opinion and according to information and explanation given to us, the company does not include any qualified and adverse remark in the audit report of the consolidated financial statement issued by the respective auditor

FOR: - SSRV & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM NO. - 135901W

Sd/-

SATYENDRA SAHU
PARTNER
M. No.: 126823
UDIN: 23403437BGWDLY2205
PLACE: - MUMBAI
DATE: 30.05.2023



YAMINI INVESTMENTS COMPANY LIMITED
(CIN: L67120MH1983PLC029133)
Balance Sheet as at 31st March, 2023

Rs. In Thousand

<u>ASSETS</u>		Mar-23	Mar-22
(I) Non-current assets			
(a) Property, Plant and Equipment	1	33.15	33.15
(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	2,40,000.00	2,40,000.00
(ii) Trade receivables		-	-
(iii) Loans		-	-
(iv) Others (to be specified)		-	-
(i) Deferred tax assets (net)	3	321.12	321.12
(j) Other non-current assets		-	-
(2) Current assets			
(a) Inventories	4	5,545.04	1,278.72
(b) Financial Assets		-	-
(i) Investments		-	-
(ii) Trade receivables	5	77,874.82	30,431.10
(iii) Cash and cash equivalents	6	541.27	12.42
(iv) Bank balances other than (iii) above	6	50.78	719.00
(v) Short Term Loans and Advances	7	3,76,505.06	4,03,931.54
(vi) Others (to be specified)		-	-
(c) Current Tax Assets (Net)		-	-
(d) Other current assets	8	1,103.88	1,103.88
Total Assets		7,01,975.10	6,77,830.93
EQUITY AND LIABILITIES			
(I) Equity			
(i) Equity Share capital	9	5,25,726.40	5,25,726.40
(ii) Other Equity & Reserves	10	1,47,982.82	1,47,044.94
(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)		-	-
(d) Other non-current liabilities		-	-
(ii) Current liabilities			
(a) Financial Liabilities		-	-
(i) Short Term Borrowings		-	-
(ii) Trade payables	11	26,981.15	3,737.24
(iii) Other financial liabilities		-	-
(other than those specified in item (c))		-	-
(b) Other current liabilities	12	544.75	547.64
(c) Provisions	13	739.98	774.71
(d) Current Tax Liabilities (Net)		-	-
Total Equity and Liabilities		7,01,975.10	6,77,830.93

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

Satyendra Sahu
Partner
Membership No.: 126823

Manish Dalmia
Managing Director
DIN-05155708

Vandana Agarwal
Director
DIN: 02347593

Place: Mumbai
Date: 30.05.2023
UDIN: 23403437BGWDLY2205

Kalpna Agarwal
Company Secretary
FAN: AOLFJ8867K

Shekhar Dodrajka
Chief Financial Officer
FAN: ACUPD7524N



YAMINI INVESTMENTS COMPANY LIMITED
(CIN: L67120MH1983PLC029133)
Statement of Profit and Loss for the year ended 31st March 2023

	Particulars	Note No.	As at 31st March, 2023 Rs. In Thousand	As at 31st March, 2022 Rs. In Thousand
I	Revenue From Operations	14	63,917.01	51,382.39
II	Other Income	15	13.84	-
III	Total Income (I+II)		63,930.85	51,382.39
IV	EXPENSES			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade	16	56,416.84	41,876.00
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	17	(4,266.32)	2,369.28
	Employee benefits expense	18	1,153.57	1,531.87
	Payment to Auditors	19	56.70	45.00
	Finance costs	20	1.90	1.90
	Depreciation and amortization expense	21	-	321.28
	Other expenses	22	7,722.06	2,403.85
	Total expenses (IV)		61,084.75	48,549.17
V	Profit/(loss) before exceptional items and tax (I- IV)		2,846.10	2,833.21
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		2,846.10	2,833.21
VIII	Tax expense:			
	(1) Current tax		739.98	774.71
	(2) Deferred tax		-	(38.07)
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		2,106.12	2,096.57
X	Earnings per equity share (for continuing operation):			
	(1) Basic		0.00	0.00
	(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

For and on behalf of the Board of Directors

Satyendra Sahu
Partner
Membership No.: 126823

Manish Dalmia
Managing Director
DIN-05155708

Vandana Agarwal
Director
DIN: 02347593

Place: Mumbai
Date: 30.05.2023
UDIN: 23403437BGWDLY2205

Kalpna Agarwal
Company Secretary
PAN: AOLPJ8867R

Shekhar Dodrajka
Chief Financial Officer
PAN: ACUPD7524N



YAMINI INVESTMENTS COMPANY LIMITED		
L67120MH1983PLC029133		
CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2023		
	For the year ended 31st March 2023 (Rupees In Thousand)	For the year ended 31st March 2022 (Rupees In Thousand)
CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and after extra- ordinary items (As per profit & loss account)	2,846.10	2,833.21
Adjustments for items not included	-	-
	(1,168.28)	321.28
Operating Profit before working capital changes	1,677.82	3,154.49
Working capital adjustments: -		
(Increase)/ decrease in current loans and advances	27,426.49	(4,461.48)
(Increase)/ decrease in Trade receivables	(47,443.72)	(30,420.24)
(Increase)/ decrease in inventories	-4,266.32	2,369.28
(Increase)/ decrease in other current assets	-	(50.00)
Increase/ (decrease) in current liabilities	23,241.07	(9,185.02)
Cash generated from operations	635.34	(38,592.97)
Direct Taxes Paid	774.71	703.35
Net cash flow from operating activities (A)	(139.37)	(39,296.32)
CASH FLOW FROM INVESTING ACTIVITIES		
Proceed from sale(purchase) of investments	-	37,226.21
(Increase)/decrease in capital expenditure	-	-
(Increase)/decrease in fixed assets	-	-
Net cash flow from investing activities (B)	-	37,226.21
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of equity shares	-	-
Share Application Money received(refund)	-	-
Net cash flow from financing activities (C)	-	-
Net cash flow during the year (A + B + C)	(139.37)	(2,070.11)
Add: Opening cash and cash equivalents	731.42	2,801.53
Closing cash and cash equivalents	592.05	731.42
Components of cash and cash equivalents		
Cash in hand	541.27	12.42
Deposit with banks in current accounts	50.78	719.00
Toal cash and cash equivalents	592.05	731.42

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

For and on behalf of the Board of Directors

Satyendra Sahu
Partner
Membership No.: 126823

Manish Dalmia
Managing Director
DIN-05155708

Vandana Agarwal
Director
DIN: 02347593

Place: Mumbai
Date: 30.05.2023
UDIN: 23403437BGWDLY2205

Kalpana Agarwal
Company Secretary
PAN: AOLPJ8867R

Shekhar Dodrajka
Chief Financial Officer
PAN: ACUPD7524N

**YAMINI INVESTMENTS COMPANY LIMITED
(CIN- L67120MH1983PLC029133)****NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2023
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)**

Rs. In Thousand

Sr · No	Particulars	Gross block		Depreciation		Net Block			
		Balance as on 31.03.2022	Addition / Deletion	Balance as on 31.03.2023	Balance as on 31.03.2022	During the year	Balance as on 31.03.2023	WDV balance as on 31.03.2023	WDV balance as on 31.03.2022
1	MOBILE	205.34	0.00	205.34	195.07	0.00	195.07	10.27	10.27
2	COMPUTER & ASSESORIES	1432.70	0.00	1432.70	1418.75	0.00	1418.75	13.95	13.95
3	FURNITURE	1862.25	0.00	1862.25	1851.78	0.00	1851.78	10.46	10.46
4	AIR CONDITION	415.14	0.00	415.14	401.90	0.00	401.90	13.24	13.24
5	CCTV	388.40	0.00	388.40	404.55	0.00	404.55	-16.15	-16.15
6	INVERTER	108.90	0.00	108.90	107.86	0.00	107.86	1.04	1.04
7	LED TV	168.25	0.00	168.25	166.64	0.00	166.64	1.61	1.61
8	MICROWAVE OVEN	33.15	0.00	33.15	34.73	0.00	34.73	-1.58	-1.58
9	RO	28.56	0.00	28.56	28.29	0.00	28.29	0.27	0.27
10	WATER	69.63	0.00	69.63	69.60	0.00	69.60	0.03	0.03
	TOTAL	4712.31	0.00	4712.31	4679.16	0.00	4679.16	33.15	33.15

NOTES

(i) All above assets are freehold assets.

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

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

Note 2: Non Current Investments

Particulars	As at 31st March, 2023	As at 31st March, 2022
	Rs. In Thousand	Rs. In Thousand
In Unquoted Preference shares		
Investment in 6% non Redeemable Preference share Pankaj Piyush Trade & Investment Ltd	2,00,000.00	2,00,000.00
In Unquoted equity shares		
DACE EXIM PRIVATE LIMITED	6,000.00	6,000.00
STARROSE DEALER PRIVATE LIMITED	12,000.00	12,000.00
SUBHLABH INVESTMENT CONSULTANTS PVT LTD	12,000.00	12,000.00
VIGHNAHARTA INFRA DEVELOPERS PRIVATE LIMITED	10,000.00	10,000.00
Total	2,40,000.00	2,40,000.00

**Notes forming part of the financial statements (Rs. In Thousands)****Note 3: deferred Tax Assets**

Particulars	As at31stMarch, 2023	As at31stMarch, 2022
Transfer from amalgamation	321.12	283.05
Less: deferred Tax Assets		38.07
Total	321.12	321.12

Note4:Inventories

Particulars	As at31stMarch, 2023	As at31stMarch, 2022
Equity Shares	5545.04	1,278.72
Total	5545.04	1,278.72

Note 5: Trade Receivables

Particulars	As at31stMarch, 2023	As at31stMarch, 2022
Sundry Debtors Less than Six Months	77874.82	30431.10
Total	77874.82	30431.10

Note 6: Cash and Cash Equivalents

Particulars	As at31stMarch, 2023	As at31stMarch, 2022
Balances with banks In Current Accounts Cash in Hand	50.78 541.27	719.00 12.42
TOTAL	592.05	731.42



Notes forming part of the financial statements (Rs. In Thousands)

Note 7: Short Term Loans and Advances

Particulars	As at31stMarch, 2023	As at31stMarch, 2022
Loans to Others	3,74,849.71	40,09,16.65
Advance to Others	--	--
Tax Deducted at Sources	1,655.35	3,014.90
Total	3,76,505.06	4,03,931.54

Note8:OtherCurrentAssets

Particulars	As at31stMarch, 2023	As at31stMarch, 2022
Rent Security Deposits	156.70	156.70
IT Demand Paid	947.18	947.18
Total	1,103.88	1,103.88

Note9:Sharecapital

Particulars	Mar-23		Mar-22	
	Number of shares	Amount	Number of shares	Amount
(a) Authorized				
EquitysharesofRs.1/-each with voting rights	65,88,20,000	6,58,820.00	65,88,20,000	6,58,820.00
	65,88,20,000	6,58,820.00	65,88,20,000	6,58,820.00
(b) Issued				
EquitysharesofRs.1/-each with voting rights	52,57,26,400	5,25,726.40	52,57,26,400	5,25,726.40
	52,57,26,400	5,25,726.40	52,57,26,400	5,25,726.40
(c)Subscribed and fully paid-up				
EquitysharesofRs.1/-each with voting rights	52,57,26,400	5,25,726.40	52,57,26,400	5,25,726.40
Total	52,57,26,400	5,25,726.40	52,57,26,400	5,25,726.40

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 :**

**Notes forming part of the financial statements (Rs. In Thousands)**

Particulars	Opening Balance	Fresh Issue	Other Changes	Closing Balance
Issued, Subscribed and Fully Paid-up Equity shares with voting rights				
-Number of shares	5,25,726400	-	-	5,25,726400
-Amount(Rs.)	5,25,726.40	-	-	5,25,726.40
-Number of shares	5,25,726400			5,25,726400
-Amount(Rs.)	5,25,726.40			5,25,726.40

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

Class of shares/Name of shareholder	Mar-23		Mar-22	
Equity shares with voting rights	-	-	-	-
	NA			
Total	NA			

Statement of changes in equity for the year ended March 31, 2023

Equity shares of Re. 1 each issued, subscribed and fully paid	Mar-23		Mar-22	
Particular	Number	Value	Number	Value
Balance at the beginning of the year	5,25,726.40	5,25,726.40	5,25,726.40	5,25,726.40
Changes during the year	-	-	-	-
Balance at the end of the year	5,25,726.40	5,25,726.40	5,25,726.40	5,25,726.40

Shares held by promoters at the end of the year 31st March 2023				
Sr. No.	Promoter Name	No. of Shares**	% of total shares**	% Change during the year***
1	VANDANA AGARAWAL	2,85,500	0.05	-
2	MADHUR BUILDCON PRIVATE LIMITED	89,60,000	1.70	-1.90
3	SURBHI INFRAPROJECT PRIVATE LIMITED	1,00,000	0.02	
	Total	93,45,500.00	1.78	-

Shares held by promoters at the end of the year 31st March 2022				
Sr. No.	Promoter Name	No. of Shares**	% of total shares**	% Change during the year***
	VANDANA AGARAWAL	2,85,500	0.05	-
	MADHUR BUILDCON PRIVATE LIMITED	1,89,60,000	3.61	-
	SURBHI INFRAPROJECT PRIVATE LIMITED	1,00,000	0.02	-
	Total	1,93,45,500.00	3.68	-

*Promoter here means promoter as defined in the Companies Act, 2013.

** Details shall be given separately for each class of shares

*** percentage change shall be computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue

**Notes forming part of the financial statements (Rs. In Thousands)****Note10: Reserves & Surplus**

Particulars	As at 31stMarch,2023	As at 31stMarch,2022
(a)Securities premium account		
Opening balance	1,30,831.60	1,30,831.60
Add: Premium on shares issued during the year	-	-
	1,30,831.60	1,30,831.60
Less: Utilized during the year for:	-	-
Closing balance	1,30, 831.60	1, 30, 831.60
(b) Surplus/(Deficit)in Statement of Profit and Loss		
Opening balance	16,213.34	14116.77
Add: Profit/(Loss)for the year	2,106.12	2096.57
Less: Excess Provision Adjusted	1,168.24	-
Closing balance	17,151.22	16213.34
Total	1,47,982.82	1,47,044.94

Note11: Trade Payable

Particulars	As at 31stMarch,2023	As at 31stMarch,2022
Audit Fees Payable	48.60	45.00
Sundry Creditors	26,932.55	3,692.24
Total	26,981.15	3,737.24

Note12: Other Current Liabilities

Particulars	As at 31stMarch,2023	As at 31stMarch,2022
GST Input Tax Credit		
CGST	(215.75)	(146.34)
SGST	(215.75)	(146.34)
IGST	(4.76)	(4.53)
TDS Payable	14.37	10.17
Other Liabilities	966.63	834.68
Total	544.75	547.64

Note13: Short Term Provisions

Particulars	As at 31stMarch,2023	As at 31stMarch,2022
Provision for Income Tax	774.71	703.35
Add: During the year	740.98	774.71
Less: paid/adjusted	774.71	703.35
Total	740.98	774.71

Notes forming part of the financial statements (Rs. In Thousands)
Note14: Revenue from operations

Particulars	For the year ended 31stMarch,2023	For the year ended 31stMarch,2022
Sale of Shares	31,875.00	30,431.10
Interest Received	20,625.68	20,751.29
Profit on Sale of Shares	11,416.33	200.00
Total	63,917.01	51,382.40

Note15: Other Income

Particulars	For the year ended 31stMarch,2023	For the year ended 31stMarch,2022
Interest on Income Tax Refund	13.84	0
Total	200.00	0.00

Note16: Purchase of Stock in Trade

Particulars	For the year ended 31stMarch,2023	For the year ended 31stMarch,2022
Purchase of Shares	56,416.84	41,876.00
Total	56,416.84	41,876.00

Note17: Changes in Inventories

Particulars	For the year ended 31stMarch,2023	For the year ended 31stMarch,2022
Opening Stock	1,278.72	3,648.00
Less: Closing Stock	5,545.04	1,278.72
Total	-4,266.32	2,369.28

Note18: Employee Benefit Expenses

Particulars	For the year ended 31stMarch,2023	For the year ended 31stMarch,2022
Salaries & Wages	1,153.57	1,531.87
Total	1,153.57	1,531.87

Note19: Payment To Auditors

Particulars	For the year ended 31stMarch,2023	For the year ended 31stMarch,2022
As Statutory Audit Fees	56.70	45.00
Total	56.70	45.00



Notes forming part of the financial statements (Rs. In Thousands)

Note20: Finance Cost

Particulars	For the year ended 31stMarch,2023	For the year ended 31stMarch,2022
Bank Charges	1.90	1.90
Total	1.90	1.90

Note21: Depreciation and amortizations

Particulars	For the year ended 31stMarch,2023	For the year ended 31stMarch,2022
Depreciation Expenses & Preliminary expenditure w/off	0	321.28
Total	0	321.28

**Note 22 : Other expenses**

Particulars	For the year ended 31st	For the year ended 31st
	March, 2023	March, 2022
Advertisement Expenses	34.34	59.29
AGM Conduct Exp.	-	15.00
Business Promotion Expenses	26.45	20.00
Demat Charges	3.56	2.50
Depository Fees	771.67	164.86
Director Remuneration	300.00	500.00
Electricity Expenses	12.30	25.65
Filing Fees & Subscription	44.35	20.40
Listing and Depository Fee	300.00	300.00
Bad debt	5,330.87	-
Misc Expenses	5.10	21.59
General Expenses	12.68	3.34
Printing & Stationary Expenses	32.10	22.65
Professional Charges	305.39	603.15
Rent Expenses	434.00	312.38
Rounded Off	-	-0.01
SEBI fees	29.00	270.00
Telephone Expenses	15.44	21.67
Travelling and Conveyance Expenses	48.32	31.87
Website Maintenance	16.50	9.50
	7,722.06	2,403.85

Note 1 - Significant Accounting Policies and Notes thereon

Corporate information

M/s YAMINI INVESTMENTS COMPANY LIMITED (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. **E-210, CRYSTAL PLAZA, OPP- INFINTY MALL NEW LINK ROAD, ANDHERI (WEST) ANDHERI WEST Mumbai City MH 400053 IN** Being a Public Limited Company its shares are listed on BSE stock exchanges. The company's Principal Business in Investment like Loans & Advance and Investments.

Note 1 -SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS:

a. Statement of compliance:

The financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act. For the year ended 31st March, 2023, the financial statements of the Company have been prepared in compliance with the Indian Accounting Standards (Ind AS) noticed under Section 133 of Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016.

b. Basis of preparation of financial statements

The Company has prepared the Financial Statements which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2023, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements).

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

The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest INR", except otherwise indicated.

c. Use of estimates and judgments

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.



The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

d. Presentation of Financial Statements

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

e. Revenue Recognition

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

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

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

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

f. Inventories

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

g. Cash Flow Statement

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

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

h. Tangible fixed assets

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

Particular	Estimated life in Years
Computer and Data Processing Units	3
Plant and machinery	9
Furniture and fixtures	5

i. Depreciation

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

j. Borrowing

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

k. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. In the current year, the custom duty paid on acquisition of Fixed asset has been capitalized as the duty paid is not refundable.

All other borrowing costs are recognized in Statement of Profit and Loss in the period in which they are incurred.



l. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

m. Income taxes

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax Laws used to compute the amounts are those that are enacted, at the reporting date.

Deferred Taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets including the unrecognized deferred tax assets, if any, at each reporting date, are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date and are adjusted for its appropriateness.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

n. Earnings per share

Basic earnings per share is computed by dividing the profit/(loss) for the year by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit/(loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

o. Cash flow statement

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income and expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

p. Provisions, Contingent Liabilities & Contingent Assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

	As at 31st March, 2023	As at 31st March, 2022
(a) Contingent Liabilities Security given by the company in respect of loans taken by other companies	Nil	Nil
(b) Commitments	Nil	Nil

q. Earning and Expenditure in Foreign Currency

	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Earnings	Nil	Nil
Expenditures	Nil	Nil

**r. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

The Company has no dealing with any party registered under the Micro, Small and Medium Enterprises Development Act, 2006.

s. Cash and cash equivalent

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and demand deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

t. Related party transaction

As per the Ind AS 24, the disclosures of transactions with the related parties are given below -:

Sr. No	Name of Related Party	Nature of Relationship	Transactions	Amount
1.	Mr. Manish Dalmia	Managing Director	Remuneration & Perquisites	Nil
2.	Ms. Vandana Agarwal	Director	Remuneration & Perquisites	3,00,000.00
3.	Ms. Priti Rao	Director	Remuneration & Perquisites	NIL
4.	Mr. SATANAND PANDEY	Director	Remuneration & Perquisites	Nil
5.	Ms. Taniya Rao	Director	Remuneration & Perquisites	Nil
6.	Mr. GIRISH VERMA	Director	Remuneration & Perquisites	Nil
7.	Mr. Shekhar Dodrajka	Chief Financial Officer	Salary	Nil
8.	Ms. Kalpana Agarwala	Company Secretary	Salary	1,56,000

u. Event occurring after the date of balance sheet

Where material event occurring after the date of the balance sheet are considered up to the date of approval of accounts by the board of director

v. Recoverability of trade receivables

Required judgments are used in assessing the recoverability of overdue trade receivables and for determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate risk of non-payment.

w. The Company has reclassified/regrouped previous year figures where necessary to confirm to the current year's classification

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

Satyendra Sahu
Partner
Membership No.: 126823

Place: Mumbai
Date: 30.05.2023
UDIN: 23403437BGWDLY2205

For and on behalf of the Board of Directors

Manish Dalmia
Managing Director
DIN-05155708

Vandana Agarwal
Director
DIN: 02347593

Kalpana Agarwal
Company Secretary
PAN: AOLPJ8867R

Shekhar Dodrajka
Chief Financial Officer
PAN: ACUPD7524N

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**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2023
AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE**

Additional Disclosure Requirements - Schedule III & CARO 2020				
Share Capital				
				Rs. In thousand

Shares held by promoters at the end of the year 31st March 2023				
Sr. No.	Promoter Name	No. of Shares	% of total shares	% Change during the year
1	VANDANA AGARAWAL	2,85,500	0.05	0
2	MADHUR BUILDCON PRIVATE LIMITED	89,60,000	1.70	-1.91
3	SURBHI INFRAPROJECT PRIVATE LIMITED	1,00,000	0.02	0
	Total	93,45,500	1.77	0

Shares held by promoters at the end of the year 31st March 2022				
Sr. No.	Promoter Name	No. of Shares	% of total shares	% Change during the year***
	VANDANA AGARAWAL	2,85,500	0.05	0
	MADHUR BUILDCON PRIVATE LIMITED	1,89,60,000	3.61	0
	SURBHI INFRAPROJECT PRIVATE LIMITED	1,00,000	0.02	0
	Total	1,93,45,500	3.68	0

Trade Payables - Ageing Disclosures**Trade Payables ageing schedule: As at 31st March,2023**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	26,681.19	0.00	300.00	0.00	26,981.19
(iii) Disputed dues- MSME	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Other	0.00	0.00	0.00	0.00	0.00

Trade Payables ageing schedule: As at 31st March,2022

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	0.00	0.00	0.00	0.00	0.00
(ii) Others	3,376.79	300.00	0.00	0.00	3,676.79
(iii) Disputed dues- MSME	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Other	-	-	-	-	-

Trade Payables - MSME Disclosures : NA



Trade Payables - MSME Disclosures : NA

Trade Receivables- Ageing Disclosures

Trade Receivables ageing schedule as at 31st March,2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good		17,968.72	59,906.10	-	-	77,874.82

Trade Receivables ageing schedule as at 31st March,2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -considered good	30,431.10	-	-	-	-	30,431.10

Borrowed Funds Utilisation : NA

Relaisable Value of Assets (Non-Current) - Opinion of Board

W. If, in the opinion of the Board, any of the assets other than 10[Property, Plant and Equipment]36[Intangible assets]] and non-current investments do not have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion, shall be stated.

IV.Additional Regulatory Info

Title deeds of Immovable Property not held in name of the Company : NA

Loans & Advances to Related Parties : NA

Capital WIP / Intangible Assets under Developments

v) & (v) Capital-Work-in Progress (CWIP) / Intangible assets under development (ITAUD) : NA

Details of Benami Property held : NA

Comments on details submitted to Banks & reconciliation thereof -

(vii) Where the Company has borrowings from banks or financial institutions on the basis of security of current assets, it shall disclose the following:

(a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

(b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed.

(viii) Wilful Defaulter : NA

(ix) Relationship with sruck off companies : NA

(x) Registration of charges or satisfaction with Registrar of Companies

Where any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period, details and reasons thereof shall be disclosed.

(xi) Compliance with number of layers of companies : NA

(xii) Following Ratios to be disclosed:- ATTACHED

(xiii) Compliance with approved Scheme(s) of Arrangements : NA

(xiv) Utilisation of Borrowed funds and share premium: NA

Property, Plant & Equipments & Intangible Assets - Revaluation

IV.Additional Regulatory Info

Where the Company has revalued its Property, Plant and Equipment, the company shall disclose as to whether the revaluation is based on the

(ii) valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules,2017



YAMINI INVESTMENTS COMPANY LIMITED

Notes to Financial Statements for the year ended 31st March, 2023

Note : Calculation of Important Financial Ratios

Particulars		2022-23	2021-22
1) Current Ratio			
<u>Current Assets</u>			
Cash & Cash Equivalents		592.05	731.42
Other Current Assets		1,103.88	1,103.88
Trade Receivables		77,874.82	30,431.10
	Total	79,570.74	32,266.40
<u>Current Liabilities</u>			
Other Current Liabilities		544.75	547.64
Trade Payables		26,981.15	3,737.24
	Total	27,525.90	4,284.88
Current Ratio		2.89	7.53
Remarks:			
2) Debt Equity Ratio: no debt			
3) Debt Service Coverage Ratio			
4) Return on Equity Ratio			
<u>Net Income</u>			
Profit after Tax		2,106.12	2,096.57
		-	-
<u>Shareholder's Equity</u>			
Equity Share Capital		5,25,726.40	5,25,726.40
Reserves & Surplus		1,47,982.82	1,47,044.94
	Total	6,73,709.22	6,72,771.34
Return on Equity Ratio		0.0031	0.0031
5) Inventory Turnover Ratio			
COGS		56,416.84	41,876.00
<u>Average Inventory</u>		3,411.88	2,463.36
Inventory Turnover Ratio		16.54	17.00
6) Trade Receivables Turnover Ratio			
Net credit Sales		59,906.10	30,431.10
<u>Average Receivables</u>			
Average account receivables		77,874.82	30,431.10
Trade Receivable Turnover Ratio		0.77	1.00



7) Trade Payables Turnover Ratio			
	Net credit Purchase	17,968.70	-
	<u>Average Payables</u>		
	Average account payables	26,981.15	-
	Trade Payable Turnover Ratio	0.67	-
8) Net Capital Turnover Ratio			
	Net Annual Sales	63,917.01	51,382.39
	<u>Total Assets</u>		
	Assets	7,01,975.10	6,77,830.93
		7,01,975.10	6,77,830.93
	Net Capital Turnover Ratio	0.09	0.08
Remarks:			
9) Net Profit Ratio			
	Net Profit after Tax	2,106.12	2,096.57
		-	-
	Revenue	63,930.85	51,382.39
	Net Profit Ratio	3.29	4.08
Remarks:			
10) Return on Capital Employed			
	<u>Earnings Before Interest and Tax</u>		
	Profit after Tax	2,106.12	2,096.57
	Add: Interest	-	-
	Add: Tax	739.98	774.71
	Total	2,846.10	2,871.28
	<u>Capital Employed</u>		
	Total Assets	7,01,975.10	6,77,830.93
	Less: Current Liabilities	27,525.90	4,284.88
		6,74,449.20	6,73,546.05
	Return on Capital Employed	0.0042	0.0043
Remarks:			

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

Satyendra Sahu
Partner
Membership No.: 126823

Place: Mumbai
Date: 30.05.2023
UDIN: 23403437BGWDLY2205

For and on behalf of the Board of Directors

Manish Dalmia
Managing Director
DIN-05155708

Vandana Agarwal
Director
DIN: 02347593

Kalpana Agarwal
Company Secretary
PAN: AOLPJ8867R

Shekhar Dodrajka
Chief Financial Officer
PAN: ACUPD7524N

ROAD MAP TO AGM VENUE

SINCE THE MEETING IS THROUGH VIDEO CONFERENCING, ROAD MAP OF AGM VENUE IS NOT ATTACHED.